

REQUIRES TWO-THIRDS MAJORITY VOTE (§§ 4, 6, 7, 10, 11, 12, 13, 14, 15, 16, 18, 19, 20, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 49, 50, 51, 52, 53)

S.B. 577

SENATE BILL NO. 577—SENATORS JAMES, RAGGIO, O'DONNELL, AMODEI,
RAWSON, JACOBSEN AND MCGINNESS

MAY 24, 2001

Referred to Committee on Judiciary

SUMMARY—Limits common-law and statutory liability of corporate stockholders, directors and officers and increases fees for filing certain documents with secretary of state. (BDR 7-1547)

FISCAL NOTE: Effect on Local Government: No.
Effect on the State: No.

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

AN ACT relating to business associations; limiting the common-law and statutory liability of the stockholders, directors and officers of a corporation; increasing the fees for filing certain documents with the secretary of state; requiring certain fees charged by the secretary of state for special services to be deposited in the state general fund; 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. Except as otherwise provided by specific statute, no stockholder,***
4 ***director or officer of a corporation formed under the laws of this state is***
5 ***individually liable for a debt or liability of the corporation, without***
6 ***regard to whether a court determines that the stockholder, director or***
7 ***officer should be considered the alter ego of the corporation or that the***
8 ***corporate fiction of a separate entity should be disregarded for any other***
9 ***reason, unless:***
10 ***(a) Otherwise provided in an agreement to which the stockholder,***
11 ***director or officer is a party; or***
12 ***(b) A court of competent jurisdiction finds by clear and convincing***
13 ***evidence that:***
14 ***(1) The corporation is influenced and governed by the stockholder,***
15 ***director or officer;***



1 (2) *There is such unity of interest and ownership that the*
2 *corporation and the stockholder, director or officer are inseparable from*
3 *each other; and*

4 (3) *Adherence to the corporate fiction of a separate entity would*
5 *sanction fraud.*

6 2. *For a court to make a finding in satisfaction of subparagraph (3)*
7 *of paragraph (b) of subsection 1, the court must find that the*
8 *stockholder, director or officer has committed fraud in connection with*
9 *the debt or liability of the corporation.*

10 **Sec. 2.** NRS 78.037 is hereby amended to read as follows:

11 78.037 The articles of incorporation may also contain ~~1-~~

12 ~~1. A provision eliminating or limiting the personal liability of a~~
13 ~~director or officer to the corporation or its stockholders for damages for~~
14 ~~breach of fiduciary duty as a director or officer, but such a provision must~~
15 ~~not eliminate or limit the liability of a director or officer for:~~

16 ~~— (a) Acts or omissions which involve intentional misconduct, fraud or a~~
17 ~~knowing violation of law; or~~

18 ~~— (b) The payment of distributions in violation of NRS 78.300.~~

19 ~~2. Any~~ *any* provision, not contrary to the laws of this state ~~1- for~~ :

20 1. *For* the management of the business and for the conduct of the
21 affairs of the corporation ~~1- and any provision creating 1-~~ ;

22 2. *Creating*, defining, limiting or regulating the powers of the
23 corporation or the rights, powers or duties of the directors, ~~1- and~~ *the*
24 *officers or* the stockholders, or any class of the stockholders, or the holders
25 of bonds or other obligations of the corporation ~~1- or governing 1-~~ ; *or*

26 3. *Governing* the distribution or division of the profits of the
27 corporation.

28 **Sec. 3.** NRS 78.138 is hereby amended to read as follows:

29 78.138 1. Directors and officers shall exercise their powers in good
30 faith and with a view to the interests of the corporation.

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

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

38 (b) Counsel, public accountants, *financial advisers, valuation advisers,*
39 *investment bankers* or other persons as to matters reasonably believed to
40 be within the preparer's or presenter's professional or expert competence;
41 or

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



1 3. Directors and officers, in deciding upon matters of business, are
2 presumed to act in good faith, on an informed basis and with a view to the
3 interests of the corporation.

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

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

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

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

10 (d) The long-term as well as short-term interests of the corporation and
11 its stockholders, including the possibility that these interests may be best
12 served by the continued independence of the corporation.

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

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

18 7. *Except as otherwise provided in NRS 35.230, 90.660, 91.250,*
19 *452.200, 452.270, 668.045 and 694A.030, a director or officer is not*
20 *individually liable for any damages as a result of any act or failure to act*
21 *in his capacity as a director or officer unless it is proven by clear and*
22 *convincing evidence that:*

23 (a) *His act or failure to act constituted a breach of his fiduciary duties*
24 *as a director or officer; and*

25 (b) *His breach of those duties involved intentional misconduct, fraud*
26 *or a knowing violation of law.*

27 **Sec. 4.** NRS 78.150 is hereby amended to read as follows:

28 78.150 1. A corporation organized under the laws of this state shall,
29 on or before the first day of the second month after the filing of its articles
30 of incorporation with the secretary of state, file with the secretary of state a
31 list, on a form furnished by him, containing:

32 (a) The name of the corporation;

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

34 (c) The names and titles of the president, secretary, treasurer and of all
35 the directors of the corporation;

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

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

41 2. The corporation shall annually thereafter, on or before the last day
42 of the month in which the anniversary date of incorporation occurs in each
43 year, file with the secretary of state, on a form furnished by him, an
44 amended list containing all of the information required in subsection 1.

45 3. *Each list required by subsection 1 or 2 must be accompanied by an*
46 *affidavit that the corporation has complied with the provisions of chapter*
47 *364A of NRS.*

48 4. Upon filing ~~the list of officers and directors,~~ *the list required by:*



1 (a) Subsection 1, the corporation shall pay to the secretary of state a
2 fee of \$165.

3 (b) Subsection 2, the corporation shall pay to the secretary of state a fee
4 of \$85.

5 ~~{4-}~~ 5. The secretary of state shall, 60 days before the last day for
6 filing ~~{the}~~ *each* annual list required by subsection 2, cause to be mailed to
7 each corporation which is required to comply with the provisions of NRS
8 78.150 to 78.185, inclusive, and which has not become delinquent, a notice
9 of the fee due pursuant to subsection ~~{3-}~~ 4 and a reminder to file a list ~~{of~~
10 ~~officers and directors-}~~ *required by subsection 2*. Failure of any
11 corporation to receive a notice or form does not excuse it from the penalty
12 imposed by law.

13 ~~{5-}~~ 6. If the list to be filed pursuant to the provisions of subsection 1
14 or 2 is defective in any respect or the fee required by subsection ~~{3-or-7}~~
15 *4 or 8* is not paid, the secretary of state may return the list for correction or
16 payment.

17 ~~{6-}~~ 7. An annual list for a corporation not in default which is received
18 by the secretary of state more than 60 days before its due date shall be
19 deemed an amended list for the previous year and does not satisfy the
20 requirements of subsection 2 for the year to which the due date is
21 applicable.

22 ~~{7-}~~ 8. If the corporation is an association as defined in NRS
23 116.110315, the secretary of state shall not accept the filing required by
24 this section unless it is accompanied by evidence of the payment of the fee
25 required to be paid pursuant to NRS 116.31155 that is provided to the
26 association pursuant to subsection 4 of that section.

27 **Sec. 5.** NRS 78.155 is hereby amended to read as follows:

28 78.155 If a corporation has filed the initial or annual list ~~{of officers~~
29 ~~and directors and designation of resident agent}~~ in compliance with NRS
30 78.150 and has paid the appropriate fee for the filing, the canceled check
31 received by the corporation constitutes a certificate authorizing it to
32 transact its business within this state until the last day of the month in
33 which the anniversary of its incorporation occurs in the next succeeding
34 calendar year. If the corporation desires a formal certificate upon its
35 payment of the initial or annual fee, its payment must be accompanied by a
36 self-addressed, stamped envelope.

37 **Sec. 6.** NRS 78.170 is hereby amended to read as follows:

38 78.170 1. Each corporation required to make a filing and pay the fee
39 prescribed in NRS 78.150 to 78.185, inclusive, which refuses or neglects to
40 do so within the time provided shall be deemed in default.

41 2. For default there must be added to the amount of the fee a penalty of
42 ~~{\$15-}~~ *\$50*. The fee and penalty must be collected as provided in this
43 chapter.

44 **Sec. 7.** NRS 78.180 is hereby amended to read as follows:

45 78.180 1. Except as otherwise provided in subsections 3 and 4, the
46 secretary of state shall reinstate a corporation which has forfeited its right
47 to transact business under the provisions of this chapter and restore to the
48 corporation its right to carry on business in this state, and to exercise its
49 corporate privileges and immunities, if it:



- 1 (a) Files with the secretary of state the list required by NRS 78.150; and
2 (b) Pays to the secretary of state:

3 (1) The ~~annual~~ filing fee and penalty set forth in NRS 78.150 and
4 78.170 for each year or portion thereof during which its charter was
5 revoked; and

6 (2) A fee of ~~150~~ \$200 for reinstatement.

7 2. When the secretary of state reinstates the corporation, he shall:

8 (a) Immediately issue and deliver to the corporation a certificate of
9 reinstatement authorizing it to transact business as if the filing fee had been
10 paid when due; and

11 (b) Upon demand, issue to the corporation one or more certified copies
12 of the certificate of reinstatement.

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

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

19 **Sec. 8.** NRS 78.300 is hereby amended to read as follows:

20 78.300 1. The directors of a corporation shall not make distributions
21 to stockholders except as provided by this chapter.

22 2. ~~Has~~ *Except as otherwise provided in subsection 3 and NRS 78.138,*
23 *in* case of any ~~willful or grossly negligent~~ violation of the provisions of
24 this section, the directors under whose administration the violation
25 occurred ~~except those who caused their dissent to be entered upon the~~
26 ~~minutes of the meeting of the directors at the time, or who not then being~~
27 ~~present caused their dissent to be entered on learning of such action,~~ are
28 jointly and severally liable, at any time within ~~3~~ 2 years after each
29 violation, to the corporation, and, in the event of its dissolution or
30 insolvency, to its creditors at the time of the violation, or any of them, to
31 the lesser of the full amount of the distribution made or of any loss
32 sustained by the corporation by reason of the distribution to stockholders.

33 3. *The liability imposed pursuant to subsection 2 does not apply to a*
34 *director who caused his dissent to be entered upon the minutes of the*
35 *meeting of the directors at the time the action was taken or who was not*
36 *present at the meeting and caused his dissent to be entered on learning of*
37 *the action.*

38 **Sec. 9.** NRS 78.7502 is hereby amended to read as follows:

39 78.7502 1. A corporation may indemnify any person who was or is a
40 party or is threatened to be made a party to any threatened, pending or
41 completed action, suit or proceeding, whether civil, criminal,
42 administrative or investigative, except an action by or in the right of the
43 corporation, by reason of the fact that he is or was a director, officer,
44 employee or agent of the corporation, or is or was serving at the request of
45 the corporation as a director, officer, employee or agent of another
46 corporation, partnership, joint venture, trust or other enterprise, against
47 expenses, including attorneys' fees, judgments, fines and amounts paid in
48 settlement actually and reasonably incurred by him in connection with the
49 action, suit or proceeding if he ~~acted~~ :



1 ***(a) Is not liable pursuant to NRS 78.138; or***

2 ***(b) Acted*** in good faith and in a manner which he reasonably believed to
3 be in or not opposed to the best interests of the corporation, and, with
4 respect to any criminal action or proceeding, had no reasonable cause to
5 believe his conduct was unlawful.

6 The termination of any action, suit or proceeding by judgment, order,
7 settlement, conviction or upon a plea of nolo contendere or its equivalent,
8 does not, of itself, create a presumption that the person ***is liable pursuant***
9 ***to NRS 78.138 or*** did not act in good faith and in a manner which he
10 reasonably believed to be in or not opposed to the best interests of the
11 corporation, ~~and~~ ***or*** that, with respect to any criminal action or
12 proceeding, he had reasonable cause to believe that his conduct was
13 unlawful.

14 2. A corporation may indemnify any person who was or is a party or is
15 threatened to be made a party to any threatened, pending or completed
16 action or suit by or in the right of the corporation to procure a judgment in
17 its favor by reason of the fact that he is or was a director, officer, employee
18 or agent of the corporation, or is or was serving at the request of the
19 corporation as a director, officer, employee or agent of another corporation,
20 partnership, joint venture, trust or other enterprise against expenses,
21 including amounts paid in settlement and attorneys' fees actually and
22 reasonably incurred by him in connection with the defense or settlement of
23 the action or suit if he ~~acted~~ :

24 ***(a) Is not liable pursuant to NRS 78.138; or***

25 ***(b) Acted*** in good faith and in a manner which he reasonably believed to
26 be in or not opposed to the best interests of the corporation.

27 Indemnification may not be made for any claim, issue or matter as to which
28 such a person has been adjudged by a court of competent jurisdiction, after
29 exhaustion of all appeals therefrom, to be liable to the corporation or for
30 amounts paid in settlement to the corporation, unless and only to the extent
31 that the court in which the action or suit was brought or other court of
32 competent jurisdiction determines upon application that in view of all the
33 circumstances of the case, the person is fairly and reasonably entitled to
34 indemnity for such expenses as the court deems proper.

35 3. To the extent that a director, officer, employee or agent of a
36 corporation has been successful on the merits or otherwise in defense of
37 any action, suit or proceeding referred to in subsections 1 and 2, or in
38 defense of any claim, issue or matter therein, the corporation shall
39 indemnify him against expenses, including attorneys' fees, actually and
40 reasonably incurred by him in connection with the defense.

41 **Sec. 10.** NRS 78.760 is hereby amended to read as follows:

42 78.760 1. The fee for filing articles of incorporation is prescribed in
43 the following schedule:

44
45 If the amount represented by the total number of shares
46 provided for in the articles or agreement is:

47 ~~[\$25,000 or less~~ ~~\$125~~
48 ~~Over \$25,000 and not over~~ \$75,000 ***or less*** ***\$175***
49 Over \$75,000 and not over \$200,000 225



* S B 5 7 7 *

1	Over \$200,000 and not over \$500,000	325
2	Over \$500,000 and not over \$1,000,000	425
3	Over \$1,000,000:	
4	For the first \$1,000,000	425
5	For each additional \$500,000 or fraction thereof	225
6		
7	2. The maximum fee which may be charged under this section is	
8	\$25,000 for:	
9	(a) The original filing of articles of incorporation.	
10	(b) A subsequent filing of any instrument which authorizes an increase	
11	in stock.	
12	3. For the purposes of computing the filing fees according to the	
13	schedule in subsection 1, the amount represented by the total number of	
14	shares provided for in the articles of incorporation is:	
15	(a) The aggregate par value of the shares, if only shares with a par value	
16	are therein provided for;	
17	(b) The product of the number of shares multiplied by \$1, regardless of	
18	any lesser amount prescribed as the value or consideration for which shares	
19	may be issued and disposed of, if only shares without par value are therein	
20	provided for; or	
21	(c) The aggregate par value of the shares with a par value plus the	
22	product of the number of shares without par value multiplied by	
23	\$1, regardless of any lesser amount prescribed as the value or consideration	
24	for which the shares without par value may be issued and disposed of, if	
25	shares with and without par value are therein provided for.	
26	For the purposes of this subsection, shares with no prescribed par value	
27	shall be deemed shares without par value.	
28	4. The secretary of state shall calculate filing fees pursuant to this	
29	section with respect to shares with a par value of less than one-tenth of a	
30	cent as if the par value were one-tenth of a cent.	
31	Sec. 11. NRS 78.765 is hereby amended to read as follows:	
32	78.765 1. The fee for filing a certificate changing the number of	
33	authorized shares pursuant to NRS 78.209 or a certificate of amendment to	
34	articles of incorporation that increases the corporation's authorized stock or	
35	a certificate of correction that increases the corporation's authorized stock	
36	is the difference between the fee computed at the rates specified in NRS	
37	78.760 upon the total authorized stock of the corporation, including the	
38	proposed increase, and the fee computed at the rates specified in NRS	
39	78.760 upon the total authorized capital, excluding the proposed increase.	
40	In no case may the amount be less than \$75. \$150.	
41	2. The fee for filing a certificate of amendment to articles of	
42	incorporation that does not increase the corporation's authorized stock or a	
43	certificate of correction that does not increase the corporation's authorized	
44	stock is \$75. \$150.	
45	3. The fee for filing a certificate or an amended certificate pursuant to	
46	NRS 78.1955 is \$75. \$150.	



1 **Sec. 12.** NRS 78.767 is hereby amended to read as follows:

2 78.767 1. The fee for filing a certificate of restated articles of
3 incorporation that does not increase the corporation's authorized stock is
4 ~~the fee~~ ~~\$75.~~ **\$150.**

5 2. The fee for filing a certificate of restated articles of incorporation
6 that increases the corporation's authorized stock is the difference between
7 the fee computed pursuant to NRS 78.760 based upon the total authorized
8 stock of the corporation, including the proposed increase, and the fee
9 computed pursuant to NRS 78.760 based upon the total authorized stock of
10 the corporation, excluding the proposed increase. In no case may the
11 amount be less than ~~the fee~~ ~~\$75.~~ **\$150.**

12 **Sec. 13.** NRS 78.780 is hereby amended to read as follows:

13 78.780 1. The fee for filing a certificate of extension of corporate
14 existence of any corporation is an amount equal to one-fourth of the fee
15 computed at the rates specified in NRS 78.760 for filing articles of
16 incorporation.

17 2. The fee for filing a certificate of dissolution whether it occurs before
18 or after payment of capital and beginning of business is ~~\$30.~~ **\$60.**

19 **Sec. 14.** NRS 78.785 is hereby amended to read as follows:

20 78.785 1. The fee for filing a certificate of change of location of a
21 corporation's registered office and resident agent, or a new designation of
22 resident agent, is ~~\$15.~~ **\$30.**

23 2. The fee for certifying articles of incorporation where a copy is
24 provided is ~~\$10.~~ **\$20.**

25 3. The fee for certifying a copy of an amendment to articles of
26 incorporation, or to a copy of the articles as amended, where a copy is
27 furnished, is ~~\$10.~~ **\$20.**

28 4. The fee for certifying an authorized printed copy of the general
29 corporation law as compiled by the secretary of state is ~~\$10.~~ **\$20.**

30 5. The fee for reserving a corporate name is \$20.

31 6. The fee for executing a certificate of corporate existence which does
32 not list the previous documents relating to the corporation, or a certificate
33 of change in a corporate name, is ~~\$15.~~ **\$30.**

34 7. The fee for executing a certificate of corporate existence which lists
35 the previous documents relating to the corporation is ~~\$20.~~ **\$40.**

36 8. The fee for executing, certifying or filing any certificate or
37 document not provided for in NRS 78.760 to 78.785, inclusive, is ~~\$20.~~
38 **\$40.**

39 9. The fee for copies made at the office of the secretary of state is \$1
40 per page.

41 10. The ~~fee~~ **fees** for filing articles of incorporation, articles of
42 merger, or certificates of amendment increasing the basic surplus of a
43 mutual or reciprocal insurer must be computed pursuant to NRS 78.760,
44 78.765 and ~~78.770.~~ **92A.210** on the basis of the amount of basic surplus
45 of the insurer.

46 11. The fee for examining and provisionally approving any document
47 at any time before the document is presented for filing is \$100.



1 **Sec. 15.** NRS 80.050 is hereby amended to read as follows:
2 80.050 1. Except as otherwise provided in subsection 3, foreign
3 corporations shall pay the same fees to the secretary of state as are required
4 to be paid by corporations organized pursuant to the laws of this state, but
5 the amount of fees to be charged must not exceed:

6 (a) The sum of \$25,000 for filing documents for initial qualification; or
7 (b) The sum of \$25,000 for each subsequent filing of a certificate
8 increasing authorized capital stock.

9 2. If the corporate documents required to be filed set forth only the
10 total number of shares of stock the corporation is authorized to issue
11 without reference to value, the authorized shares shall be deemed to be
12 without par value and the filing fee must be computed pursuant to
13 paragraph (b) of subsection 3 of NRS 78.760.

14 3. Foreign corporations which are nonprofit corporations and do not
15 have or issue shares of stock shall pay the same fees to the secretary of
16 state as are required to be paid by nonprofit corporations organized
17 pursuant to the laws of this state.

18 4. The fee for filing a notice of withdrawal from the State of Nevada
19 by a foreign corporation is ~~150~~ **60**.

20 **Sec. 16.** NRS 80.110 is hereby amended to read as follows:

21 80.110 1. Each foreign corporation doing business in this state shall,
22 on or before the first day of the second month after the filing of its
23 certificate of corporate existence with the secretary of state, and annually
24 thereafter on or before the last day of the month in which the anniversary
25 date of its qualification to do business in this state occurs in each year, file
26 with the secretary of state ~~1~~ **a list**, on a form furnished by him, ~~a list of~~
27 **that contains:**

28 **(a) The names of** its president, secretary and treasurer or their
29 equivalent, and all of its directors ~~and a~~ ;

30 **(b) A** designation of its resident agent in this state ~~signed by~~ ; **and**

31 **(c) The signature of** an officer of the corporation.

32 **Each list filed pursuant to this subsection must be accompanied by an**
33 **affidavit that the foreign corporation has complied with the provisions of**
34 **chapter 364A of NRS.**

35 2. Upon filing ~~the list and designation,~~ :

36 **(a) The initial list required by subsection 1, the corporation shall pay**
37 **to the secretary of state a fee of \$165.**

38 **(b) Each annual list required by subsection 1,** the corporation shall pay
39 to the secretary of state a fee of \$85.

40 3. The secretary of state shall, 60 days before the last day for filing
41 ~~the~~ **each** annual list required by subsection 1, cause to be mailed to each
42 corporation required to comply with the provisions of NRS 80.110 to
43 80.170, inclusive, which has not become delinquent, the blank forms to be
44 completed and filed with him. Failure of any corporation to receive the
45 forms does not excuse it from the penalty imposed by the provisions of
46 NRS 80.110 to 80.170, inclusive.

47 4. An annual list for a corporation not in default which is received by
48 the secretary of state more than 60 days before its due date shall be deemed



1 an amended list for the previous year and does not satisfy the requirements
2 of subsection 1 for the year to which the due date is applicable.

3 **Sec. 17.** NRS 80.120 is hereby amended to read as follows:

4 80.120 If a corporation has filed the initial or annual list ~~of officers~~
5 ~~and directors and designation of resident agent~~ in compliance with NRS
6 80.110 and has paid the appropriate fee for the filing, the canceled check
7 received by the corporation constitutes a certificate authorizing it to
8 transact its business within this state until the last day of the month in
9 which the anniversary of its qualification to transact business occurs in the
10 next succeeding calendar year. If the corporation desires a formal
11 certificate upon its payment of the initial or annual fee, its payment must be
12 accompanied by a self-addressed, stamped envelope.

13 **Sec. 18.** NRS 80.150 is hereby amended to read as follows:

14 80.150 1. Any corporation required to make a filing and pay the fee
15 prescribed in NRS 80.110 to 80.170, inclusive, which refuses or neglects to
16 do so within the time provided, is in default.

17 2. For default there must be added to the amount of the fee a penalty of
18 ~~the fee~~ **\$50**, and unless the filing is made and the fee and penalty are paid
19 on or before the first day of the ninth month following the month in which
20 filing was required, the defaulting corporation by reason of its default
21 forfeits its right to transact any business within this state. The fee and
22 penalty must be collected as provided in this chapter.

23 **Sec. 19.** NRS 80.170 is hereby amended to read as follows:

24 80.170 1. Except as otherwise provided in subsections 3 and 4, the
25 secretary of state shall reinstate a corporation which has forfeited or which
26 forfeits its right to transact business under the provisions of this chapter
27 and restore to the corporation its right to transact business in this state, and
28 to exercise its corporate privileges and immunities if it:

29 (a) Files with the secretary of state a list ~~of officers and directors~~ as
30 provided in NRS 80.110 and 80.140; and

31 (b) Pays to the secretary of state:

32 (1) The ~~annual~~ filing fee and penalty set forth in NRS 80.110 and
33 80.150 for each year or portion thereof that its right to transact business
34 was forfeited; and

35 (2) A fee of ~~the fee~~ **\$200** for reinstatement.

36 2. If payment is made and the secretary of state reinstates the
37 corporation to its former rights, he shall:

38 (a) Immediately issue and deliver to the corporation so reinstated a
39 certificate of reinstatement authorizing it to transact business in the same
40 manner as if the filing fee had been paid when due; and

41 (b) Upon demand, issue to the corporation one or more certified copies
42 of the certificate of reinstatement.

43 3. The secretary of state shall not order a reinstatement unless all
44 delinquent fees and penalties have been paid, and the revocation of the
45 right to transact business occurred only by reason of failure to pay the fees
46 and penalties.

47 4. If the right of a corporation to transact business in this state has been
48 forfeited pursuant to the provisions of NRS 80.160 and has remained



1 forfeited for a period of 5 consecutive years, the right is not subject to
2 reinstatement.

3 **Sec. 20.** NRS 86.263 is hereby amended to read as follows:

4 86.263 1. A limited-liability company shall, on or before the ~~last~~
5 *first* day of the *second* month ~~in which the anniversary date of its~~
6 ~~formation occurs,~~ *after the filing of its articles of organization with the*
7 *secretary of state,* file with the secretary of state, on a form furnished by
8 him, a list ~~containing:~~ *that contains:*

- 9 (a) The name of the limited-liability company;
10 (b) The file number of the limited-liability company, if known;
11 (c) The names and titles of all of its managers or, if there is no manager,
12 all of its managing members;
13 (d) The mailing or street address, either residence or business, of each
14 manager or managing member listed, following the name of the manager or
15 managing member; and

16 (e) The signature of a manager or managing member of the limited-
17 liability company certifying that the list is true, complete and accurate.

18 2. The limited-liability company shall annually thereafter, on or before
19 the last day of the month in which the anniversary date of *its* organization
20 occurs, file with the secretary of state, on a form furnished by him, an
21 amended list containing all of the information required in subsection 1. If
22 the limited-liability company has had no changes in its managers or, if
23 there is no manager, its managing members, since its previous list was
24 filed, no amended list need be filed if a manager or managing member of
25 the limited-liability company certifies to the secretary of state as a true and
26 accurate statement that no changes in the managers or managing members
27 have occurred.

28 3. *Each list required by subsection 1 and each list or certification*
29 *required by subsection 2 must be accompanied by an affidavit that the*
30 *limited-liability company has complied with the provisions of chapter*
31 *364A of NRS.*

32 4. Upon filing ~~the list of managers or managing members,~~ :

33 (a) *The initial list required by subsection 1, the limited-liability*
34 *company shall pay to the secretary of state a fee of \$165.*

35 (b) *Each annual list required by subsection 2* or certifying that no
36 changes have occurred, the limited-liability company shall pay to the
37 secretary of state a fee of \$85.

38 ~~4.~~ 5. The secretary of state shall, 60 days before the last day for
39 filing ~~the~~ *each* list required by subsection ~~1~~ 2, cause to be mailed to
40 each limited-liability company required to comply with the provisions of
41 this section, which has not become delinquent, a notice of the fee due
42 under subsection ~~3~~ 4 and a reminder to file a list ~~of managers or~~
43 ~~managing members~~ *required by subsection 2* or a certification of no
44 change. Failure of any company to receive a notice or form does not excuse
45 it from the penalty imposed by law.

46 ~~5.~~ 6. If the list to be filed pursuant to the provisions of subsection 1
47 or 2 is defective or the fee required by subsection ~~3~~ 4 is not paid, the
48 secretary of state may return the list for correction or payment.



1 ~~16.1~~ 7. An annual list for a limited-liability company not in default
2 received by the secretary of state more than 60 days before its due date
3 shall be deemed an amended list for the previous year.

4 **Sec. 21.** NRS 86.266 is hereby amended to read as follows:

5 86.266 If a limited-liability company has filed the *initial or* annual list
6 ~~{of managers or members and designation of a resident agent}~~ in
7 compliance with NRS 86.263 and has paid the appropriate fee for the
8 filing, the canceled check received by the limited-liability company
9 constitutes a certificate authorizing it to transact its business within this
10 state until the last day of the month in which the anniversary of its
11 formation occurs in the next succeeding calendar year. If the company
12 desires a formal certificate upon its payment of the annual fee, its payment
13 must be accompanied by a self-addressed, stamped envelope.

14 **Sec. 22.** NRS 86.272 is hereby amended to read as follows:

15 86.272 1. Each limited-liability company required to make a filing
16 and pay the fee prescribed in NRS 86.263 which refuses or neglects to do
17 so within the time provided is in default.

18 2. For default there must be added to the amount of the fee a penalty of
19 ~~15~~ *50*. The fee and penalty must be collected as provided in this
20 chapter.

21 **Sec. 23.** NRS 86.276 is hereby amended to read as follows:

22 86.276 1. Except as otherwise provided in subsections 3 and 4, the
23 secretary of state shall reinstate any limited-liability company which has
24 forfeited its right to transact business under the provisions of this chapter
25 and restore to the company its right to carry on business in this state, and to
26 exercise its privileges and immunities, if it:

27 (a) Files with the secretary of state the list required by NRS 86.263; and

28 (b) Pays to the secretary of state:

29 (1) The ~~annual~~ filing fee and penalty set forth in NRS 86.263 and
30 86.272 for each year or portion thereof during which its charter has been
31 revoked; and

32 (2) A fee of ~~50~~ *200* for reinstatement.

33 2. When the secretary of state reinstates the limited-liability company,
34 he shall:

35 (a) Immediately issue and deliver to the company a certificate of
36 reinstatement authorizing it to transact business as if the filing fee had been
37 paid when due; and

38 (b) Upon demand, issue to the company one or more certified copies of
39 the certificate of reinstatement.

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

43 4. If a company's charter has been revoked pursuant to the provisions
44 of this chapter and has remained revoked for a period of 5 consecutive
45 years, the charter must not be reinstated.

46 **Sec. 24.** NRS 86.561 is hereby amended to read as follows:

47 86.561 1. The secretary of state shall charge and collect for:

48 (a) Filing the original articles of organization, or for registration of a
49 foreign company, ~~125~~ *175*;



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- 1 (b) Amending or restating the articles of organization, or amending the
2 registration of a foreign company, ~~§75;~~ **§150;**
3 (c) Filing the articles of dissolution of a domestic or foreign company,
4 ~~§30;~~ **§60;**
5 (d) Filing a statement of change of address of a records or registered
6 office, or change of the resident agent, ~~§15;~~ **§30;**
7 (e) Certifying articles of organization or an amendment to the articles,
8 in both cases where a copy is provided, ~~§10;~~ **§20;**
9 (f) Certifying an authorized printed copy of this chapter, ~~§10;~~ **§20;**
10 (g) Reserving a name for a limited-liability company, \$20;
11 (h) Executing, filing or certifying any other document, ~~§20;~~ **§40;** and
12 (i) Copies made at the office of the secretary of state, \$1 per page.
13 2. The secretary of state shall charge and collect at the time of any
14 service of process on him as agent for service of process of a limited-
15 liability company, \$10 which may be recovered as taxable costs by the
16 party to the action causing the service to be made if the party prevails in
17 the action.
18 3. Except as otherwise provided in this section, the fees set forth in
19 NRS 78.785 apply to this chapter.
20 **Sec. 25.** NRS 87.440 is hereby amended to read as follows:
21 87.440 1. To become a registered limited-liability partnership, a
22 partnership shall file with the secretary of state a certificate of registration
23 stating each of the following:
24 (a) The name of the partnership.
25 (b) The street address of its principal office.
26 (c) The name of the person designated as the partnership's resident
27 agent, the street address of the resident agent where process may be served
28 upon the partnership and the mailing address of the resident agent if it is
29 different than his street address.
30 (d) The name and business address of each managing partner in this
31 state.
32 (e) A brief statement of the professional service rendered by the
33 partnership.
34 (f) That the partnership thereafter will be a registered limited-liability
35 partnership.
36 (g) Any other information that the partnership wishes to include.
37 2. The certificate of registration must be executed by a majority in
38 interest of the partners or by one or more partners authorized to execute
39 such a certificate.
40 3. The certificate of registration must be accompanied by a fee of
41 ~~§125;~~ **§175.**
42 4. The secretary of state shall register as a registered limited-liability
43 partnership any partnership that submits a completed certificate of
44 registration with the required fee.
45 5. The registration of a registered limited-liability partnership is
46 effective at the time of the filing of the certificate of registration.



1 **Sec. 26.** NRS 87.460 is hereby amended to read as follows:
2 87.460 1. A certificate of registration of a registered limited-liability
3 partnership may be amended by filing with the secretary of state a
4 certificate of amendment. The certificate of amendment must set forth:
5 (a) The name of the registered limited-liability partnership;
6 (b) The dates on which the registered limited-liability partnership filed
7 its original certificate of registration and any other certificates of
8 amendment; and
9 (c) The change to the information contained in the original certificate of
10 registration or any other certificates of amendment.
11 2. The certificate of amendment must be:
12 (a) Signed by a managing partner of the registered limited-liability
13 partnership; and
14 (b) Accompanied by a fee of ~~{\$75.}~~ **\$150.**
15 **Sec. 27.** NRS 87.470 is hereby amended to read as follows:
16 87.470 The registration of a registered limited-liability partnership is
17 effective until:
18 1. Its certificate of registration is revoked pursuant to NRS 87.520; or
19 2. The registered limited-liability partnership files with the secretary of
20 state a written notice of withdrawal executed by a managing partner. The
21 notice must be accompanied by a fee of ~~{\$30.}~~ **\$60.**
22 **Sec. 28.** 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.
36 2. A certificate of change filed pursuant to this section must be:
37 (a) Signed by a managing partner of the registered limited-liability
38 partnership; and
39 (b) Accompanied by a fee of ~~{\$15.}~~ **\$30.**
40 **Sec. 29.** NRS 87.510 is hereby amended to read as follows:
41 87.510 1. A registered limited-liability partnership shall ~~{annually,}~~ ,
42 *on or before the first day of the second month after the filing of its*
43 *certificate of registration with the secretary of state, and annually*
44 *thereafter* on or before the last day of the month in which the anniversary
45 date of the filing of its certificate of registration ~~{of limited partnership}~~
46 with the secretary of state occurs, file with the secretary of state, on a form
47 furnished by him, a list ~~{containing:}~~ **that contains:**
48 (a) The name of the registered limited-liability partnership;



1 (b) The file number of the registered limited-liability partnership, if
2 known;

3 (c) The names of all of its managing partners;

4 (d) The mailing or street address, either residence or business, of each
5 managing partner; and

6 (e) The signature of a managing partner of the registered limited-
7 liability partnership certifying that the list is true, complete and accurate.

8 *Each list filed pursuant to this subsection must be accompanied by an*
9 *affidavit that the registered limited-liability partnership has complied*
10 *with the provisions of chapter 364A of NRS.*

11 2. Upon filing ~~the list of managing partners,~~ :

12 (a) *The initial list required by subsection 1, the registered limited-*
13 *liability partnership shall pay to the secretary of state a fee of \$165.*

14 (b) *Each annual list required by subsection 1, the registered limited-*
15 *liability partnership shall pay to the secretary of state a fee of \$85.*

16 3. The secretary of state shall, at least 60 days before the last day for
17 filing ~~the~~ *each* annual list required by subsection 1, cause to be mailed to
18 the registered limited-liability partnership a notice of the fee due pursuant
19 to subsection 2 and a reminder to file the annual list ~~of managing~~
20 *partners,* *required by subsection 1.* The failure of any registered limited-
21 liability partnership to receive a notice or form does not excuse it from
22 complying with the provisions of this section.

23 4. If the list to be filed pursuant to the provisions of subsection 1 is
24 defective, or the fee required by subsection 2 is not paid, the secretary of
25 state may return the list for correction or payment.

26 5. An annual list that is filed by a registered limited-liability
27 partnership which is not in default more than 60 days before it is due shall
28 be deemed an amended list for the previous year and does not satisfy the
29 requirements of subsection 1 for the year to which the due date is
30 applicable.

31 **Sec. 30.** NRS 87.520 is hereby amended to read as follows:

32 87.520 1. A registered limited-liability partnership that fails to
33 comply with the provisions of NRS 87.510 is in default.

34 2. Any registered limited-liability partnership that is in default
35 pursuant to subsection 1 must, in addition to the fee required to be paid
36 pursuant to NRS 87.510, pay a penalty of ~~\$15-~~ *\$50.*

37 3. On or before the 15th day of the third month after the month in
38 which the fee required to be paid pursuant to NRS 87.510 is due, the
39 secretary of state shall notify, by certified mail, the resident agent of any
40 registered limited-liability partnership that is in default. The notice must
41 include the amount of any payment that is due from the registered limited-
42 liability partnership.

43 4. If a registered limited-liability partnership fails to pay the amount
44 that is due, the certificate of registration of the registered limited-liability
45 partnership shall be deemed revoked on the first day of the ninth month
46 after the month in which the fee required to be paid pursuant to NRS
47 87.510 was due. The secretary of state shall notify a registered limited-
48 liability partnership, by certified mail, addressed to its resident agent or, if
49 the registered limited-liability partnership does not have a resident agent, to



1 a managing partner, that its certificate of registration is revoked and the
2 amount of any fees and penalties that are due.

3 **Sec. 31.** NRS 87.530 is hereby amended to read as follows:

4 87.530 1. Except as otherwise provided in subsection 3, the secretary
5 of state shall reinstate the certificate of registration of a registered limited-
6 liability partnership that is revoked pursuant to NRS 87.520 if the
7 registered limited-liability partnership:

8 (a) Files with the secretary of state the information required by NRS
9 87.510; and

10 (b) Pays to the secretary of state:

11 (1) The fee required to be paid by that section;

12 (2) Any penalty required to be paid pursuant to NRS 87.520; and

13 (3) A reinstatement fee of ~~150~~ *200*.

14 2. Upon reinstatement of a certificate of registration pursuant to this
15 section, the secretary of state shall:

16 (a) Deliver to the registered limited-liability partnership a certificate of
17 reinstatement authorizing it to transact business retroactively from the date
18 the fee required by NRS 87.510 was due; and

19 (b) Upon request, issue to the registered limited-liability partnership one
20 or more certified copies of the certificate of reinstatement.

21 3. The secretary of state shall not reinstate the certificate of registration
22 of a registered limited-liability partnership if the certificate was revoked
23 pursuant to NRS 87.520 at least 5 years before the date of the proposed
24 reinstatement.

25 **Sec. 32.** NRS 87.550 is hereby amended to read as follows:

26 87.550 In addition to any other fees required by NRS 87.440 to
27 87.540, inclusive, and 87.560, the secretary of state shall charge and collect
28 the following fees for services rendered pursuant to those sections:

29 1. For certifying documents required by NRS 87.440 to 87.540,
30 inclusive, and 87.560, ~~10~~ *20* per certification.

31 2. For executing a certificate verifying the existence of a registered
32 limited-liability partnership, if the registered limited-liability partnership
33 has not filed a certificate of amendment, ~~15~~ *30*.

34 3. For executing a certificate verifying the existence of a registered
35 limited-liability partnership, if the registered limited-liability partnership
36 has filed a certificate of amendment, ~~20~~ *40*.

37 4. For executing, certifying or filing any certificate or document not
38 required by NRS 87.440 to 87.540, inclusive, and 87.560, ~~20~~ *40*.

39 5. For any copies made by the office of the secretary of state, \$1 per
40 page.

41 6. For examining and provisionally approving any document before
42 the document is presented for filing, \$100.

43 **Sec. 33.** NRS 88.395 is hereby amended to read as follows:

44 88.395 1. A limited partnership shall ~~annually,~~ *on or before the*
45 *first day of the second month after the filing of its certificate of limited*
46 *partnership with the secretary of state, and annually thereafter* on or
47 before the last day of the month in which the anniversary date of the filing
48 of its certificate of limited partnership occurs, file with the secretary of
49 state, on a form furnished by him, a list ~~containing~~ *that contains:*



- 1 (a) The name of the limited partnership;
- 2 (b) The file number of the limited partnership, if known;
- 3 (c) The names of all of its general partners;
- 4 (d) The mailing or street address, either residence or business, of each
- 5 general partner; and
- 6 (e) The signature of a general partner of the limited partnership
- 7 certifying that the list is true, complete and accurate.

8 *Each list filed pursuant to this subsection must be accompanied by an*
9 *affidavit that the limited partnership has complied with the provisions of*
10 *chapter 364A of NRS.*

11 2. Upon filing ~~the list of general partners,~~ :

12 (a) *The initial list required by subsection 1, the limited partnership*
13 *shall pay to the secretary of state a fee of \$165.*

14 (b) *Each annual list required by subsection 1, the limited partnership*
15 *shall pay to the secretary of state a fee of \$85.*

16 3. The secretary of state shall, 60 days before the last day for filing
17 ~~the~~ *each annual* list required by subsection 1, cause to be mailed to each
18 limited partnership required to comply with the provisions of this section
19 which has not become delinquent a notice of the fee due pursuant to the
20 provisions of subsection 2 and a reminder to file the annual list. Failure of
21 any limited partnership to receive a notice or form does not excuse it from
22 the penalty imposed by NRS 88.400.

23 4. If the list to be filed pursuant to the provisions of subsection 1 is
24 defective or the fee required by subsection 2 is not paid, the secretary of
25 state may return the list for correction or payment.

26 5. An annual list for a limited partnership not in default that is received
27 by the secretary of state more than 60 days before its due date shall be
28 deemed an amended list for the previous year and does not satisfy the
29 requirements of subsection 1 for the year to which the due date is
30 applicable.

31 **Sec. 34.** NRS 88.400 is hereby amended to read as follows:

32 88.400 1. If a corporation has filed the list in compliance with NRS
33 88.395 and has paid the appropriate fee for the filing, the canceled check
34 received by the limited partnership constitutes a certificate authorizing it to
35 transact its business within this state until the anniversary date of the filing
36 of its certificate of limited partnership in the next succeeding calendar year.
37 If the limited partnership desires a formal certificate upon its payment of
38 the annual fee, its payment must be accompanied by a self-addressed,
39 stamped envelope.

40 2. Each limited partnership which refuses or neglects to file the list and
41 pay the fee within the time provided is in default.

42 3. For default there must be added to the amount of the fee a penalty of
43 ~~\$15,~~ *\$50*, and unless the filings are made and the fee and penalty are paid
44 on or before the first day of the ninth month following the month in which
45 filing was required, the defaulting limited partnership, by reason of its
46 default, forfeits its right to transact any business within this state.

47 **Sec. 35.** NRS 88.410 is hereby amended to read as follows:

48 88.410 1. Except as otherwise provided in subsections 3 and 4, the
49 secretary of state may:



- 1 (a) Reinstate any limited partnership which has forfeited its right to
2 transact business; and
- 3 (b) Restore to the limited partnership its right to carry on business in
4 this state, and to exercise its privileges and immunities,
5 upon the filing with the secretary of state of the list required pursuant to
6 NRS 88.395, and upon payment to the secretary of state of the ~~{annual}~~
7 filing fee and penalty set forth in NRS 88.395 and 88.400 for each year or
8 portion thereof during which the certificate has been revoked, and a fee of
9 ~~{50}~~ \$200 for reinstatement.
- 10 2. When payment is made and the secretary of state reinstates the
11 limited partnership to its former rights, he shall:
- 12 (a) Immediately issue and deliver to the limited partnership a certificate
13 of reinstatement authorizing it to transact business as if the filing fee had
14 been paid when due; and
- 15 (b) Upon demand, issue to the limited partnership one or more certified
16 copies of the certificate of reinstatement.
- 17 3. The secretary of state shall not order a reinstatement unless all
18 delinquent fees and penalties have been paid, and the revocation occurred
19 only by reason of failure to pay the fees and penalties.
- 20 4. If a limited partnership's certificate has been revoked pursuant to
21 the provisions of this chapter and has remained revoked for a period of
22 5 years, the certificate must not be reinstated.
- 23 **Sec. 36.** NRS 88.415 is hereby amended to read as follows:
24 88.415 The secretary of state, for services relating to his official duties
25 and the records of his office, shall charge and collect the following fees:
- 26 1. For filing a certificate of limited partnership, or for registering a
27 foreign limited partnership, ~~{125}~~ \$175.
- 28 2. For filing a certificate of amendment of limited partnership or
29 restated certificate of limited partnership, ~~{75}~~.
- 30 ~~3. For filing a reinstated certificate of limited partnership, \$50.~~
- 31 ~~4. For filing the annual list of general partners and designation of a~~
32 ~~resident agent, \$85.~~
- 33 ~~5. \$150.~~
- 34 3. For filing a certificate of a change of location of the records office
35 of a limited partnership or the office of its resident agent, or a designation
36 of a new resident agent, ~~{15}~~.
- 37 ~~6. \$30.~~
- 38 4. For certifying a certificate of limited partnership, an amendment to
39 the certificate, or a certificate as amended where a copy is provided, ~~{10}~~
40 \$20 per certification.
- 41 ~~{7}~~ 5. For certifying an authorized printed copy of the limited
42 partnership law, ~~{10}~~.
- 43 ~~8. \$20.~~
- 44 6. For reserving a limited partnership name, or for executing, filing or
45 certifying any other document, \$20.
- 46 ~~{9}~~ 7. For copies made at the office of the secretary of state, \$1 per
47 page.
- 48 ~~{10}~~ 8. For filing a certificate of cancellation of a limited partnership,
49 ~~{30}~~ \$60.



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1 Except as otherwise provided in this section, the fees set forth in NRS
2 78.785 apply to this chapter.

3 **Sec. 37.** NRS 88A.600 is hereby amended to read as follows:

4 88A.600 1. A business trust formed pursuant to this chapter shall
5 ~~annually,~~ *on or before the first day of the second month after the filing*
6 *of its certificate of trust with the secretary of state, and annually*
7 *thereafter* on or before the last day of the month in which the anniversary
8 date of the filing of its certificate of trust with the secretary of state occurs,
9 file with the secretary of state, on a form furnished by him, a list signed
10 by at least one trustee ~~containing~~ *that contains* the name and mailing
11 address of its resident agent and at least one trustee. *Each list filed*
12 *pursuant to this subsection must be accompanied by an affidavit that the*
13 *business trust has complied with the provisions of chapter 364A of NRS.*

14 2. Upon filing ~~the list,~~ :

15 (a) *The initial list required by subsection 1, the business trust shall*
16 *pay to the secretary of state a fee of \$165.*

17 (b) *Each annual list required by subsection 1, the business trust shall*
18 *pay to the secretary of state a fee of \$85.*

19 ~~2-~~ 3. The secretary of state shall, 60 days before the last day for
20 filing ~~the~~ *each* annual list required by subsection 1, cause to be mailed to
21 each business trust which is required to comply with the provisions of NRS
22 88A.600 to 88A.660, inclusive, and which has not become delinquent, the
23 blank forms to be completed and filed with him. Failure of a business trust
24 to receive the forms does not excuse it from the penalty imposed by law.

25 ~~3-~~ 4. An annual list for a business trust not in default which is
26 received by the secretary of state more than 60 days before its due date
27 shall be deemed an amended list for the previous year.

28 **Sec. 38.** NRS 88A.630 is hereby amended to read as follows:

29 88A.630 1. Each business trust required to file the ~~annual~~ list and
30 pay the fee prescribed in NRS 88A.600 to 88A.660, inclusive, which
31 refuses or neglects to do so within the time provided shall be deemed in
32 default.

33 2. For default, there must be added to the amount of the fee a penalty
34 of ~~\$15-~~ *\$50*. The fee and penalty must be collected as provided in this
35 chapter.

36 **Sec. 39.** NRS 88A.650 is hereby amended to read as follows:

37 88A.650 1. Except as otherwise provided in subsection 3, the
38 secretary of state shall reinstate a business trust which has forfeited its right
39 to transact business pursuant to the provisions of this chapter and restore to
40 the business trust its right to carry on business in this state, and to exercise
41 its privileges and immunities, if it:

42 (a) Files with the secretary of state the list ~~and designation~~ required by
43 NRS 88A.600; and

44 (b) Pays to the secretary of state:

45 (1) The ~~annual~~ filing fee and penalty set forth in NRS 88A.600 and
46 88A.630 for each year or portion thereof during which its certificate of
47 trust was revoked; and

48 (2) A fee of ~~\$50~~ *\$200* for reinstatement.

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



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1 (a) Immediately issue and deliver to the business trust a certificate of
2 reinstatement authorizing it to transact business as if the filing fee had been
3 paid when due; and

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

6 3. The secretary of state shall not order a reinstatement unless all
7 delinquent fees and penalties have been paid, and the revocation of the
8 certificate of trust occurred only by reason of the failure to file the list or
9 pay the fees and penalties.

10 **Sec. 40.** NRS 88A.900 is hereby amended to read as follows:

11 88A.900 The secretary of state shall charge and collect the following
12 fees for:

13 1. Filing an original certificate of trust, or for registering a foreign
14 business trust, ~~125~~ **175**.

15 2. Filing an amendment or restatement, or a combination thereof, to a
16 certificate of trust, ~~75~~ **150**.

17 3. Filing a certificate of cancellation, ~~125~~ **175**.

18 4. Certifying a copy of a certificate of trust or an amendment or
19 restatement, or a combination thereof, ~~10~~ **20** per certification.

20 5. Certifying an authorized printed copy of this chapter, ~~10~~ **20**.

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

22 7. Executing a certificate of existence of a business trust which does
23 not list the previous documents relating to it, or a certificate of change in
24 the name of a business trust, ~~15~~ **30**.

25 8. Executing a certificate of existence of a business trust which lists
26 the previous documents relating to it, ~~20~~ **40**.

27 9. Filing a statement of change of address of the registered office for
28 each business trust, ~~15~~ **30**.

29 10. Filing a statement of change of the registered agent, ~~15~~ **30**.

30 11. Executing, certifying or filing any certificate or document not
31 otherwise provided for in this section, ~~20~~ **40**.

32 12. Examining and provisionally approving a document before the
33 document is presented for filing, \$100.

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

35 **Sec. 41.** NRS 89.210 is hereby amended to read as follows:

36 89.210 1. Within 30 days ~~following~~ **after** the organization of a
37 professional association under this chapter, the association shall file with
38 the secretary of state a copy of the articles of association, duly executed,
39 and shall pay at that time a filing fee of ~~25~~ **175**. Any such association
40 formed as a common law association before July 1, 1969, shall file, within
41 30 days ~~to~~ **after** July 1, 1969, a certified copy of its articles of
42 association, with any amendments thereto, with the secretary of state, and
43 shall pay at that time a filing fee of \$25. A copy of any amendments to the
44 articles of association adopted after July 1, 1969, must also be filed with
45 the secretary of state within 30 days after the adoption of such
46 amendments. Each copy of amendments so filed must be certified as true
47 and correct and be accompanied by a filing fee of ~~10~~ **150**.

48 2. The name of such a professional association must contain the words
49 "Professional Association," "Professional Organization" or the



1 abbreviations "Prof. Ass'n" or "Prof. Org." The association may render
2 professional services and exercise its authorized powers under a fictitious
3 name if the association has first registered the name in the manner required
4 under chapter 602 of NRS.

5 **Sec. 42.** NRS 89.250 is hereby amended to read as follows:

6 89.250 1. A professional association shall, *on or before the first day*
7 *of the second month after the filing of its articles of association with the*
8 *secretary of state, and annually thereafter* on or before the last day of the
9 month in which the anniversary date of its organization occurs in each
10 year, furnish a statement to the secretary of state ~~showing~~ *that contains*
11 the names and residence addresses of all members and employees in ~~such~~
12 ~~association and~~ *the association. Each statement filed pursuant to this*
13 *subsection must be accompanied by an affidavit that the professional*
14 *association has complied with the provisions of chapter 364A of NRS.*

15 2. *The professional association* shall certify that all members and
16 employees are licensed to render professional service in this state.

17 ~~2-~~ 3. The statement must:

18 (a) Be made on a form prescribed by the secretary of state and must not
19 contain any fiscal or other information except that expressly called for by
20 this section.

21 (b) Be signed by the chief executive officer of the association.

22 ~~3-~~ 4. Upon filing ~~the annual~~ :

23 (a) *The initial statement required by this section, the association shall*
24 *pay to the secretary of state a fee of \$165.*

25 (b) *Each annual* statement required by this section, the association
26 shall pay to the secretary of state a fee of ~~\$15.~~
27 ~~4-~~ *\$85.*

28 5. As used in this section, "signed" means to have executed or adopted
29 a name, word or mark, including, without limitation, a digital signature as
30 defined in NRS 720.060, with the present intention to authenticate a
31 document.

32 **Sec. 43.** NRS 89.252 is hereby amended to read as follows:

33 89.252 1. Each professional association that is required to make a
34 filing and pay the fee prescribed in NRS 89.250 but refuses to do so within
35 the time provided is in default.

36 2. For default, there must be added to the amount of the fee a penalty
37 of ~~\$5-~~ *\$50.* The fee and penalty must be collected as provided in this
38 chapter.

39 **Sec. 44.** NRS 89.256 is hereby amended to read as follows:

40 89.256 1. Except as otherwise provided in subsections 3 and 4, the
41 secretary of state shall reinstate any professional association which has
42 forfeited its right to transact business under the provisions of this chapter
43 and restore the right to carry on business in this state and exercise its
44 privileges and immunities if it:

45 (a) Files with the secretary of state the statement and certification
46 required by NRS 89.250; and

47 (b) Pays to the secretary of state:



1 (1) The ~~annual~~ filing fee and penalty set forth in NRS 89.250 and
2 89.252 for each year or portion thereof during which the articles of
3 association have been revoked; and

4 (2) A fee of ~~\$25~~ \$200 for reinstatement.

5 2. When the secretary of state reinstates the association to its former
6 rights, he shall:

7 (a) Immediately issue and deliver to the association a certificate of
8 reinstatement authorizing it to transact business, as if the fees had been
9 paid when due; and

10 (b) Upon demand, issue to the association a certified copy of the
11 certificate of reinstatement.

12 3. The secretary of state shall not order a reinstatement unless all
13 delinquent fees and penalties have been paid, and the revocation of the
14 association's articles of association occurred only by reason of its failure to
15 pay the fees and penalties.

16 4. If the articles of association of a professional association have been
17 revoked pursuant to the provisions of this chapter and have remained
18 revoked for 10 consecutive years, the articles must not be reinstated.

19 **Sec. 45.** NRS 92A.190 is hereby amended to read as follows:

20 92A.190 1. One or more foreign entities may merge or enter into an
21 exchange of owner's interests with one or more domestic entities if:

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

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

29 (c) The foreign entity complies with NRS 92A.200 to 92A.240,
30 inclusive, if it is the surviving entity in the merger or acquiring entity in the
31 exchange and sets forth in the articles of merger or exchange its address
32 where copies of process may be sent by the secretary of state; and

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

37 2. When the merger or exchange takes effect, the surviving foreign
38 entity in a merger and the acquiring foreign entity in an exchange shall be
39 deemed:

40 (a) To appoint the secretary of state as its agent for service of process in
41 a proceeding to enforce any obligation or the rights of dissenting owners of
42 each domestic entity that was a party to the merger or exchange. Service of
43 such process must be made by personally delivering to and leaving with the
44 secretary of state duplicate copies of the process and the payment of a fee
45 of ~~\$25~~ \$50 for accepting and transmitting the process. The secretary of
46 state shall forthwith send by registered or certified mail one of the copies to
47 the surviving or acquiring entity at its specified address, unless the
48 surviving or acquiring entity has designated in writing to the secretary of



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1 state a different address for that purpose, in which case it must be mailed to
2 the last address so designated.

3 (b) To agree that it will promptly pay to the dissenting owners of each
4 domestic entity that is a party to the merger or exchange the amount, if any,
5 to which they are entitled under or created pursuant to NRS 92A.300 to
6 92A.500, inclusive.

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

10 **Sec. 46.** NRS 92A.210 is hereby amended to read as follows:

11 92A.210 ~~{The}~~

12 *1. Except as otherwise provided in this section, the fee for filing*
13 *articles of merger, articles of exchange or articles of termination is ~~{\\$125.}~~*
14 ***\$325.***

15 *2. The fee for filing articles of merger of two or more domestic*
16 *corporations is the difference between the fee computed at the rates*
17 *specified in NRS 78.760 upon the aggregate authorized stock of the*
18 *corporation created by the merger and the fee computed upon the*
19 *aggregate amount of the total authorized stock of the constituent*
20 *corporation.*

21 *3. The fee for filing articles of merger of one or more domestic*
22 *corporations with one or more foreign corporations is the difference*
23 *between the fee computed at the rates specified in NRS 78.760 upon the*
24 *aggregate authorized stock of the corporation created by the merger and*
25 *the fee computed upon the aggregate amount of the total authorized*
26 *stock of the constituent corporations which have paid the fees required*
27 *by NRS 78.760 and 80.050.*

28 *4. The fee for filing articles of merger of two or more domestic or*
29 *foreign corporations must not be less than \$325. The amount paid*
30 *pursuant to subsection 3 must not exceed \$25,000.*

31 **Sec. 47.** NRS 116.3103 is hereby amended to read as follows:

32 116.3103 1. Except as otherwise provided in the declaration, the
33 bylaws, this section or other provisions of this chapter, the executive board
34 may act in all instances on behalf of the association. In the performance of
35 their duties, the officers and members of the executive board are
36 ~~{fiduciaries and are}~~ subject to the *fiduciary duties and* insulation from
37 liability provided for directors of corporations by the laws of this state.
38 ~~{The members of the executive board are required to exercise the ordinary~~
39 ~~and reasonable care of directors of a corporation, subject to the business~~
40 ~~judgment rule.}~~

41 2. The executive board may not act on behalf of the association to
42 amend the declaration , ~~{(NRS 116.2117).}~~ to terminate the common-
43 interest community , ~~{(NRS 116.2118).}~~ or to elect members of the
44 executive board or determine their qualifications, powers and duties or
45 terms of office , ~~{(subsection 1 of NRS 116.31034).}~~ but the executive
46 board may fill vacancies in its membership for the unexpired portion of any
47 term.

48 3. Within 30 days after adoption of any proposed budget for the
49 common-interest community, the executive board shall provide a summary



1 of the budget to all the units' owners, and shall set a date for a meeting of
2 the units' owners to consider ratification of the budget not less than 14 nor
3 more than 30 days after mailing of the summary. Unless at that meeting a
4 majority of all units' owners or any larger vote specified in the declaration
5 reject the budget, the budget is ratified, whether or not a quorum is present.
6 If the proposed budget is rejected, the periodic budget last ratified by the
7 units' owners must be continued until such time as the units' owners ratify
8 a subsequent budget proposed by the executive board.

9 **Sec. 48.** NRS 225.140 is hereby amended to read as follows:

10 225.140 1. Except as otherwise provided in subsection 2, in addition
11 to other fees authorized by law, the secretary of state shall charge and
12 collect the following fees:

13
14 For a copy of any law, joint resolution, transcript of record,
15 or other paper on file or of record in his office, other than
16 a document required to be filed pursuant to Title 24 of
17 NRS, per page\$1.00
18 For a copy of any document required to be filed pursuant to
19 Title 24 of NRS, per page..... .50
20 For certifying to any such copy and use of the state
21 seal, for each impression 10.00
22 For each passport or other document signed by the governor
23 and attested by the secretary of state 10.00
24 For a negotiable instrument returned unpaid..... 10.00
25

26 2. The secretary of state:

27 (a) Shall charge a reasonable fee for searching records and documents
28 kept in his office.

29 (b) May charge or collect any filing or other fees for services rendered
30 by him to the State of Nevada, any local governmental agency or agency of
31 the Federal Government, or any officer thereof in his official capacity or
32 respecting his office or official duties.

33 (c) May not charge or collect a filing or other fee for:

34 (1) Attesting extradition papers or executive warrants for other states.

35 (2) Any commission or appointment issued or made by the governor,
36 either for the use of the state seal or otherwise.

37 (d) May charge a reasonable fee, not to exceed :

38 (1) Five hundred dollars, for providing service within 2 hours after
39 the time the service is requested; and

40 (2) One hundred dollars, for providing any other special service,
41 including, but not limited to, providing service more than 2 hours but
42 within 24 hours after the time the service is requested, accepting
43 documents filed by facsimile machine and other use of new technology.

44 (e) Shall charge a fee, not to exceed the actual cost to the secretary of
45 state, for providing:

46 (1) A copy of any record kept in his office that is stored on a
47 computer or on microfilm if the copy is provided on a tape, disk or other
48 medium used for the storage of information by a computer or on duplicate
49 film.



1 (2) Access to his computer data base on which records are stored.

2 ~~§3. — All fees collected pursuant to paragraph (d) of subsection 2 must be~~
3 ~~deposited with the state treasurer for credit to the account for special~~
4 ~~services of the secretary of state in the state general fund. Any amount~~
5 ~~remaining in the account at the end of a fiscal year in excess of \$2,000,000~~
6 ~~must be transferred to the state general fund. Money in the account may be~~
7 ~~transferred to the secretary of state's operating general fund budget account~~
8 ~~and must only be used to create and maintain the capability of the office of~~
9 ~~the secretary of state to provide special services, including, but not limited~~
10 ~~to, providing service:~~

11 ~~— (a) On the day it is requested or within 24 hours; or~~

12 ~~— (b) Necessary to increase or maintain the efficiency of the office.~~

13 ~~Any transfer of money from the account for expenditure by the secretary of~~
14 ~~state must be approved by the interim finance committee.]~~

15 **Sec. 49.** NRS 600.340 is hereby amended to read as follows:

16 600.340 1. A person who has adopted and is using a mark in this
17 state may file in the office of the secretary of state, on a form to be
18 furnished by the secretary of state, an application for registration of that
19 mark setting forth, but not limited to, the following information:

20 (a) Whether the mark to be registered is a trade-mark, trade name or
21 service mark;

22 (b) A description of the mark by name, words displayed in it ~~or~~ or other
23 information;

24 (c) The name and business address of the person applying for the
25 registration and, if it is a corporation, limited-liability company, limited
26 partnership or registered limited-liability partnership, the state of
27 incorporation or organization;

28 (d) The specific goods or services in connection with which the mark is
29 used and the mode or manner in which the mark is used in connection with
30 those goods or services and the class as designated by the secretary of state
31 which includes those goods or services;

32 (e) The date when the mark was first used anywhere and the date when
33 it was first used in this state by the applicant or his predecessor in business
34 which must precede the filing of the application; and

35 (f) A statement that the applicant is the owner of the mark and that no
36 other person has the right to use the mark in this state either in the form set
37 forth in the application or in such near resemblance to it as might deceive
38 or cause mistake.

39 2. The application must:

40 (a) Be signed and verified by the applicant or by a member of the firm
41 or an officer of the corporation or association applying.

42 (b) Be accompanied by a specimen or facsimile of the mark in duplicate
43 and by a filing fee of ~~\$50~~ \$100 payable to the secretary of state.

44 3. If the application fails to comply with this section or NRS 600.343,
45 the secretary of state shall return it for correction.

46 **Sec. 50.** NRS 600.355 is hereby amended to read as follows:

47 600.355 1. If any statement in an application for registration of a
48 mark was incorrect when made or any arrangements or other facts
49 described in the application have changed, making the application



1 inaccurate in any respect without materially altering the mark, the
2 registrant shall promptly file in the office of the secretary of state a
3 certificate, signed by the registrant or his successor or by a member of the
4 firm or an officer of the corporation or association to which the mark is
5 registered, correcting the statement.

6 2. Upon the filing of a certificate of amendment or judicial decree of
7 amendment and the payment of a filing fee of ~~130~~ \$60, the secretary of
8 state shall issue, in accordance with NRS 600.350, an amended certificate
9 of registration for the remainder of the period of the registration.

10 **Sec. 51.** NRS 600.360 is hereby amended to read as follows:

11 600.360 1. The registration of a mark is effective for 5 years from
12 the date of registration and, upon application filed within 6 months before
13 the expiration of that period, on a form to be furnished by the secretary of
14 state, the registration may be renewed for a successive period of 5 years. A
15 renewal fee of ~~125~~ \$50, payable to the secretary of state, must
16 accompany the application for renewal of the registration.

17 2. The registration of a mark may be renewed for additional successive
18 5-year periods if the requirements of subsection 1 are satisfied.

19 3. The secretary of state shall give notice to each registrant when his
20 registration is about to expire. The notice must be given within the year
21 next preceding the expiration date, by writing to the registrant's last known
22 address.

23 4. All applications for renewals must include a statement that the mark
24 is still in use in this state.

25 **Sec. 52.** NRS 600.370 is hereby amended to read as follows:

26 600.370 1. A mark and its registration are assignable with the good
27 will of the business in which the mark is used, or with that part of the good
28 will of the business connected with the use of and symbolized by the mark.
29 An assignment must:

30 (a) Be in writing;

31 (b) Be signed and acknowledged by the registrant or his successor or a
32 member of the firm or an officer of the corporation or association under
33 whose name the mark is registered; and

34 (c) Be recorded with the secretary of state upon the payment of a fee of
35 ~~150~~ \$100 to the secretary of state who, upon recording the assignment,
36 shall issue in the name of the assignee a certificate of assignment for the
37 remainder of the period of the registration.

38 2. An assignment of any registration is void as against any subsequent
39 purchaser for valuable consideration without notice, unless:

40 (a) The assignment is recorded with the secretary of state within
41 3 months after the date of the assignment; or

42 (b) The assignment is recorded before the subsequent purchase.

43 **Sec. 53.** NRS 600.395 is hereby amended to read as follows:

44 600.395 The fee for filing a cancellation of registration pursuant to
45 NRS 600.390 is ~~125~~ \$50.

46 **Sec. 54.** NRS 78.770 is hereby repealed.

47 **Sec. 55.** It is the intent of the legislature in enacting section 1 of this
48 act to codify the equitable doctrine of the common law known as "piercing
49 the corporate veil," "alter ego" or "disregarding the corporate fiction." In



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1 codifying this equitable doctrine, the legislature intends for the provisions
2 of section 1 of this act to preempt entirely the equitable doctrine as it exists
3 in the common law on the effective date of section 1 of this act. Further, it
4 is the intent of the legislature to change the equitable doctrine, pursuant to
5 section 1 of this act, so that a stockholder, director or officer of a
6 corporation may not be made individually liable for a debt or liability of
7 the corporation unless, among other findings, the court finds that the
8 stockholder, director or officer has actually committed fraud in connection
9 with the debt or liability in question.

10 **Sec. 56.** Sections 1, 2, 3, 8, 9, 47 and 55 of this act do not apply to any
11 cause of action that accrues before the effective date of this section.

12 **Sec. 57.** Notwithstanding the provisions of section 59 of this act to the
13 contrary, the amendatory provisions of section 42 of this act do not apply
14 to the filing of the statement of a professional association, or the fee for
15 that filing, before August 1, 2001, except that a professional association
16 whose anniversary date for the 2001 calendar year falls on or after August
17 1, 2001, shall comply with that section as amended by this act, even if the
18 filing is made before August 1, 2001.

19 **Sec. 58.** The state treasurer shall transfer any balance remaining
20 unexpended on June 30, 2001, in the account for special services of the
21 secretary of state to the state general fund.

22 **Sec. 59.** 1. This section and sections 1, 2, 3, 8, 9, 47, 55, 56 and
23 57 of this act become effective upon passage and approval.

24 2. Sections 4 to 7, inclusive, 10 to 41, inclusive, 43 to 46, inclusive,
25 49 to 54, inclusive, and 58 of this act become effective:

26 (a) Upon passage and approval for the purpose of adopting regulations
27 and performing any other preparatory administrative tasks that are
28 necessary to carry out the provisions of this act; and

29 (b) On July 1, 2001, for all other purposes.

30 3. Section 48 of this act becomes effective at 12:01 a.m. on July 1,
31 2001.

32 4. Section 42 of this act becomes effective:

33 (a) Upon passage and approval for the purpose of adopting regulations
34 and performing any other preparatory administrative tasks that are
35 necessary to carry out the provisions of this act; and

36 (b) On August 1, 2001, for all other purposes.

TEXT OF REPEALED SECTION

78.770 Filing fees: Articles of merger; articles of exchange.

1. The fee for filing articles of merger of two or more domestic corporations is the difference between the fee computed at the rates specified in NRS 78.760 upon the aggregate authorized stock of the corporation created by the merger and the fee so computed upon the aggregate amount of the total authorized stock of the constituent corporations.



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2. The fee for filing articles of merger of one or more domestic corporations with one or more foreign corporations is the difference between the fee computed at the rates specified in NRS 78.760 upon the aggregate authorized stock of the corporation created by the merger and the fee so computed upon the aggregate amount of the total authorized stock of the constituent corporations which have paid fees as required by NRS 78.760 and 80.050.

3. In no case may the amount paid be less than \$125, and in no case may the amount paid pursuant to subsection 2 exceed \$25,000.

4. The fee for filing articles of exchange is \$125.

