

REQUIRES TWO-THIRDS MAJORITY VOTE (§§ 1.5, 4, 6, 7, 8.5, 10, 11, 12, 13, 14, 15, 16, 18, 19, 19.5, 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, 54, 55, 56, 57, 58)

(REPRINTED WITH ADOPTED AMENDMENTS)

SECOND REPRINT

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—Revises 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; revising the statutory liability of the stockholders, directors and officers of a corporation; increasing the fees and revising certain requirements 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 is individually liable for a debt or***
5 ***liability of the corporation, unless:***
6 ***(a) The stockholder, director or officer acts as the alter ego of the***
7 ***corporation; or***
8 ***(b) The corporate fiction of a separate entity should be disregarded for***
9 ***any other reason.***
10 ***2. A stockholder, director or officer acts as the alter ego of a***
11 ***corporation if:***
12 ***(a) The corporation is influenced and governed by the stockholder,***
13 ***director or officer;***
14 ***(b) There is such unity of interest and ownership that the corporation***
15 ***and the stockholder, director or officer are inseparable from each other;***
16 ***and***



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1 *(c) Adherence to the corporate fiction of a separate entity would*
2 *sanction fraud or promote injustice.*

3 **Sec. 1.5.** NRS 78.0295 is hereby amended to read as follows:

4 78.0295 1. A corporation may correct a document filed by the
5 secretary of state with respect to the corporation if the document contains
6 an inaccurate record of a corporate action described in the document or was
7 defectively executed, attested, sealed, verified or acknowledged.

8 2. To correct a document, the corporation shall:

9 (a) Prepare a certificate of correction which:

10 (1) States the name of the corporation;

11 (2) Describes the document, including, without limitation, its filing
12 date;

13 (3) Specifies the inaccuracy or defect;

14 (4) Sets forth the inaccurate or defective portion of the document in
15 an accurate or corrected
16 form; and

17 (5) Is signed by an officer of the corporation.

18 (b) Deliver the certificate to the secretary of state for filing.

19 (c) Pay a filing fee of ~~\$75~~ **\$150** to the secretary of state.

20 3. A certificate of correction is effective on the effective date of the
21 document it corrects except as to persons relying on the uncorrected
22 document and adversely affected by the correction. As to those persons, the
23 certificate is effective when filed.

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

25 78.037 The articles of incorporation may also contain ~~1.~~

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

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

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

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

34 **1. For** the management of the business and for the conduct of the
35 affairs of the corporation ~~1.~~ **and any provision creating,1** ;

36 **2. Creating,** defining, limiting or regulating the powers of the
37 corporation or the rights, powers or duties of the directors, ~~and~~ **the**
38 **officers or** the stockholders, or any class of the stockholders, or the holders
39 of bonds or other obligations of the corporation ~~1.~~ **or governing1** ; **or**

40 **3. Governing** the distribution or division of the profits of the
41 corporation.

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

43 78.138 1. Directors and officers shall exercise their powers in good
44 faith and with a view to the interests of the corporation.

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



- 1 (a) One or more directors, officers or employees of the corporation
2 reasonably believed to be reliable and competent in the matters prepared or
3 presented;
- 4 (b) Counsel, public accountants, *financial advisers, valuation advisers,*
5 *investment bankers* or other persons as to matters reasonably believed to
6 be within the preparer's or presenter's professional or expert competence;
7 or
- 8 (c) A committee on which the director or officer relying thereon does
9 not serve, established in accordance with NRS 78.125, as to matters within
10 the committee's designated authority and matters on which the committee
11 is reasonably believed to merit confidence,
12 but a director or officer is not entitled to rely on such information,
13 opinions, reports, books of account or statements if he has knowledge
14 concerning the matter in question that would cause reliance thereon to be
15 unwarranted.
- 16 3. Directors and officers, in deciding upon matters of business, are
17 presumed to act in good faith, on an informed basis and with a view to the
18 interests of the corporation.
- 19 4. Directors and officers, in exercising their respective powers with a
20 view to the interests of the corporation, may consider:
- 21 (a) The interests of the corporation's employees, suppliers, creditors and
22 customers;
- 23 (b) The economy of the state and nation;
- 24 (c) The interests of the community and of society; and
- 25 (d) The long-term as well as short-term interests of the corporation and
26 its stockholders, including the possibility that these interests may be best
27 served by the continued independence of the corporation.
- 28 5. Directors and officers are not required to consider the effect of a
29 proposed corporate action upon any particular group having an interest in
30 the corporation as a dominant factor.
- 31 6. The provisions of subsections 4 and 5 do not create or authorize any
32 causes of action against the corporation or its directors or officers.
- 33 7. *Except as otherwise provided in NRS 35.230, 78.300, 90.660,*
34 *91.250, 452.200, 452.270, 668.045 and 694A.030, a director or officer is*
35 *not individually liable to the corporation or its stockholders for any*
36 *damages as a result of any act or failure to act in his capacity as a*
37 *director or officer unless it is proven that:*
- 38 *(a) His act or failure to act constituted a breach of his fiduciary duties*
39 *as a director or officer; or*
- 40 *(b) His breach of those duties involved intentional misconduct, fraud*
41 *or a knowing violation of law.*
- 42 **Sec. 4.** NRS 78.150 is hereby amended to read as follows:
- 43 78.150 1. A corporation organized pursuant to the laws of this state
44 shall, on or before the first day of the second month after the filing of its
45 articles of incorporation with the secretary of state, file with the secretary
46 of state a list, on a form furnished by him, containing:
- 47 (a) The name of the corporation;
- 48 (b) The file number of the corporation, if known;



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1 (c) The names and titles of the president, secretary, treasurer and of all
2 the directors of the corporation;
3 (d) The mailing or street address, either residence or business, of each
4 officer and director listed, following the name of the officer or director;
5 ~~{and}~~
6 (e) *The name and street address of the resident agent of the*
7 *corporation; and*
8 (f) The signature of an officer of the corporation certifying that the list
9 is true, complete and accurate.
10 2. The corporation shall annually thereafter, on or before the last day
11 of the month in which the anniversary date of incorporation occurs in each
12 year, file with the secretary of state, on a form furnished by him, an annual
13 list containing all of the information required in subsection 1.
14 3. *Each list required by subsection 1 or 2 must be accompanied by a*
15 *declaration under penalty of perjury that the corporation has complied*
16 *with the provisions of chapter 364A of NRS.*
17 4. Upon filing the ~~{annual}~~ list required by ~~{subsection}~~ :
18 (a) *Subsection 1, the corporation shall pay to the secretary of state a*
19 *fee of \$165.*
20 (b) *Subsection 2, the corporation shall pay to the secretary of state a fee*
21 *of \$85.*
22 ~~{4-}~~ 5. The secretary of state shall, 60 days before the last day for
23 filing ~~{the}~~ *each* annual list required by subsection 2, cause to be mailed to
24 each corporation which is required to comply with the provisions of NRS
25 78.150 to 78.185, inclusive, and which has not become delinquent, a notice
26 of the fee due pursuant to subsection ~~{3}~~ 4 and a reminder to file the annual
27 list required by subsection 2. Failure of any corporation to receive a notice
28 or form does not excuse it from the penalty imposed by law.
29 ~~{5-}~~ 6. If the list to be filed pursuant to the provisions of subsection 1
30 or 2 is defective in any respect or the fee required by subsection ~~{3, 6 or 7}~~
31 *4 or 8* is not paid, the secretary of state may return the list for correction or
32 payment.
33 ~~{6-}~~ 7. An annual list for a corporation not in default which is received
34 by the secretary of state more than 60 days before its due date shall be
35 deemed an amended list for the previous year and must be accompanied by
36 a fee of \$85 for filing. A payment submitted pursuant to this subsection
37 does not satisfy the requirements of subsection 2 for the year to which the
38 due date is applicable.
39 ~~{7-}~~ 8. If the corporation is an association as defined in NRS
40 116.110315, the secretary of state shall not accept the filing required by
41 this section unless it is accompanied by evidence of the payment of the fee
42 required to be paid pursuant to NRS 116.31155 that is provided to the
43 association pursuant to subsection 4 of that section.
44 **Sec. 5.** NRS 78.155 is hereby amended to read as follows:
45 78.155 If a corporation has filed the initial or annual list ~~{of officers~~
46 ~~and directors and designation of resident agent}~~ in compliance with NRS
47 78.150 and has paid the appropriate fee for the filing, the canceled check
48 received by the corporation constitutes a certificate authorizing it to
49 transact its business within this state until the last day of the month in



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1 which the anniversary of its incorporation occurs in the next succeeding
2 calendar year. If the corporation desires a formal certificate upon its
3 payment of the initial or annual fee, its payment must be accompanied by a
4 self-addressed, stamped envelope.

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

6 78.170 1. Each corporation required to make a filing and pay the fee
7 prescribed in NRS 78.150 to 78.185, inclusive, which refuses or neglects to
8 do so within the time provided shall be deemed in default.

9 2. For default there must be added to the amount of the fee a penalty of
10 ~~\$15.1~~ **\$50**. The fee and penalty must be collected as provided in this
11 chapter.

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

13 78.180 1. Except as otherwise provided in subsections 3 and 4, the
14 secretary of state shall reinstate a corporation which has forfeited its right
15 to transact business pursuant to the provisions of this chapter and restore to
16 the corporation its right to carry on business in this state, and to exercise its
17 corporate privileges and immunities, if it:

18 (a) Files with the secretary of state the list required by NRS 78.150; and

19 (b) Pays to the secretary of state:

20 (1) The ~~annual~~ filing fee and penalty set forth in NRS 78.150 and
21 78.170 for each year or portion thereof during which it failed to file each
22 required annual list in a timely manner; and

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

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

25 (a) Immediately issue and deliver to the corporation a certificate of
26 reinstatement authorizing it to transact business as if the filing fee or fees
27 had been paid when due; and

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

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

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

36 **Sec. 8.** (Deleted by amendment.)

37 **Sec. 8.5.** NRS 78.390 is hereby amended to read as follows:

38 78.390 1. Every amendment adopted pursuant to the provisions of
39 NRS 78.385 must be made in the following manner:

40 (a) The board of directors must adopt a resolution setting forth the
41 amendment proposed and declaring its advisability, and either call a special
42 meeting of the stockholders entitled to vote on the amendment or direct
43 that the proposed amendment be considered at the next annual meeting of
44 the stockholders entitled to vote on the amendment.

45 (b) At the meeting, of which notice must be given to each stockholder
46 entitled to vote pursuant to the provisions of this section, a vote of the
47 stockholders entitled to vote in person or by proxy must be taken for and
48 against the proposed amendment. If it appears upon the canvassing of the
49 votes that stockholders holding shares in the corporation entitling them to



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1 exercise at least a majority of the voting power, or such greater proportion
2 of the voting power as may be required in the case of a vote by classes or
3 series, as provided in subsections 2 and 4, or as may be required by the
4 provisions of the articles of incorporation, have voted in favor of the
5 amendment, an officer of the corporation shall sign a certificate setting
6 forth the amendment, or setting forth the articles of incorporation as
7 amended, and the vote by which the amendment was adopted.

8 (c) The certificate so signed must be filed with the secretary of state.

9 2. If any proposed amendment would adversely alter or change any
10 preference or any relative or other right given to any class or series of
11 outstanding shares, then the amendment must be approved by the vote, in
12 addition to the affirmative vote otherwise required, of the holders of shares
13 representing a majority of the voting power of each class or series
14 adversely affected by the amendment regardless of limitations or
15 restrictions on the voting power thereof.

16 3. Provision may be made in the articles of incorporation requiring, in
17 the case of any specified amendments, a larger proportion of the voting
18 power of stockholders than that required by this section.

19 4. Different series of the same class of shares do not constitute
20 different classes of shares for the purpose of voting by classes except when
21 the series is adversely affected by an amendment in a different manner than
22 other series of the same class.

23 5. The resolution of the stockholders approving the proposed
24 amendment may provide that at any time before the effective date of the
25 amendment, notwithstanding approval of the proposed amendment by the
26 stockholders, the board of directors may, by resolution, abandon the
27 proposed amendment without further action by the stockholders.

28 6. A certificate filed pursuant to subsection 1 becomes effective upon
29 filing with the secretary of state or upon a later date specified in the
30 certificate, which must not be later than 90 days after the certificate is filed.

31 7. If a certificate filed pursuant to subsection 1 specifies an effective
32 date and if the resolution of the stockholders approving the proposed
33 amendment provides that the board of directors may abandon the proposed
34 amendment pursuant to subsection 5, the board of directors may terminate
35 the effectiveness of the certificate by resolution and by filing a certificate
36 of termination with the secretary of state that:

37 (a) Is filed before the effective date specified in the certificate filed
38 pursuant to subsection 1;

39 (b) Identifies the certificate being terminated;

40 (c) States that, pursuant to the resolution of the stockholders, the board
41 of directors is authorized

42 to terminate the effectiveness of the certificate;

43 (d) States that the effectiveness of the certificate has been terminated;

44 (e) Is signed by an officer of the corporation; and

45 (f) Is accompanied by a filing fee of ~~\$75~~ \$150.

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

47 78.7502 1. A corporation may indemnify any person who was or is a
48 party or is threatened to be made a party to any threatened, pending or
49 completed action, suit or proceeding, whether civil, criminal,



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1 administrative or investigative, except an action by or in the right of the
2 corporation, by reason of the fact that he is or was a director, officer,
3 employee or agent of the corporation, or is or was serving at the request of
4 the corporation as a director, officer, employee or agent of another
5 corporation, partnership, joint venture, trust or other enterprise, against
6 expenses, including attorneys' fees, judgments, fines and amounts paid in
7 settlement actually and reasonably incurred by him in connection with the
8 action, suit or proceeding if he ~~acted~~ :

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

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

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

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

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

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

35 Indemnification may not be made for any claim, issue or matter as to which
36 such a person has been adjudged by a court of competent jurisdiction, after
37 exhaustion of all appeals therefrom, to be liable to the corporation or for
38 amounts paid in settlement to the corporation, unless and only to the extent
39 that the court in which the action or suit was brought or other court of
40 competent jurisdiction determines upon application that in view of all the
41 circumstances of the case, the person is fairly and reasonably entitled to
42 indemnity for such expenses as the court deems proper.

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



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

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

If the amount represented by the total number of shares provided for in the articles is:

Under \$25,000 or less	\$125
Over \$25,000 and not over \$75,000 <i>or less</i>	\$175
Over \$75,000 and not over \$200,000	225
Over \$200,000 and not over \$500,000	325
Over \$500,000 and not over \$1,000,000	425
Over \$1,000,000:	
For the first \$1,000,000	425
For each additional \$500,000 or fraction thereof	225

2. The maximum fee which may be charged pursuant to this section is \$25,000 for:

(a) The original filing of articles of incorporation.

(b) A subsequent filing of any instrument which authorizes an increase in stock.

3. For the purposes of computing the filing fees according to the schedule in subsection 1, the amount represented by the total number of shares provided for in the articles of incorporation is:

(a) The aggregate par value of the shares, if only shares with a par value are therein provided for;

(b) The product of the number of shares multiplied by \$1, regardless of any lesser amount prescribed as the value or consideration for which shares may be issued and disposed of, if only shares without par value are therein provided for; or

(c) The aggregate par value of the shares with a par value plus the product of the number of shares without par value multiplied by \$1, regardless of any lesser amount prescribed as the value or consideration for which the shares without par value may be issued and disposed of, if shares with and without par value are therein provided for.

For the purposes of this subsection, shares with no prescribed par value shall be deemed shares without par value.

4. The secretary of state shall calculate filing fees pursuant to this section with respect to shares with a par value of less than one-tenth of a cent as if the par value were one-tenth of a cent.

Sec. 11. NRS 78.765 is hereby amended to read as follows:

78.765 1. The fee for filing a certificate changing the number of authorized shares pursuant to NRS 78.209 or a certificate of amendment to articles of incorporation that increases the corporation's authorized stock or a certificate of correction that increases the corporation's authorized stock is the difference between the fee computed at the rates specified in NRS 78.760 upon the total authorized stock of the corporation, including the proposed increase, and the fee computed at the rates specified in NRS 78.760 upon the total authorized capital, excluding the proposed increase.

In no case may the amount be less than ~~\$75~~ **\$150**.



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1 2. The fee for filing a certificate of amendment to articles of
2 incorporation that does not increase the corporation's authorized stock or a
3 certificate of correction that does not increase the corporation's authorized
4 stock is ~~150~~ **150**.
5 3. The fee for filing a certificate or an amended certificate pursuant to
6 NRS 78.1955 is ~~150~~ **150**.
7 4. The fee for filing a certificate of termination pursuant to NRS
8 78.1955, 78.209 or 78.380 is ~~150~~ **150**.
9 **Sec. 12.** NRS 78.767 is hereby amended to read as follows:
10 78.767 1. The fee for filing a certificate of restated articles of
11 incorporation that does not increase the corporation's authorized stock is
12 ~~150~~ **150**.
13 2. The fee for filing a certificate of restated articles of incorporation
14 that increases the corporation's authorized stock is the difference between
15 the fee computed pursuant to NRS 78.760 based upon the total authorized
16 stock of the corporation, including the proposed increase, and the fee
17 computed pursuant to NRS 78.760 based upon the total authorized stock of
18 the corporation, excluding the proposed increase. In no case may the
19 amount be less than ~~150~~ **150**.
20 **Sec. 13.** NRS 78.780 is hereby amended to read as follows:
21 78.780 1. The fee for filing a certificate of extension of corporate
22 existence of any corporation is an amount equal to one-fourth of the fee
23 computed at the rates specified in NRS 78.760 for filing articles of
24 incorporation.
25 2. The fee for filing a certificate of dissolution whether it occurs before
26 or after payment of capital and beginning of business is ~~30~~ **60**.
27 **Sec. 14.** NRS 78.785 is hereby amended to read as follows:
28 78.785 1. The fee for filing a certificate of change of location of a
29 corporation's registered office and resident agent, or a new designation of
30 resident agent, is ~~15~~ **30**.
31 2. The fee for certifying articles of incorporation where a copy is
32 provided is ~~10~~ **20**.
33 3. The fee for certifying a copy of an amendment to articles of
34 incorporation, or to a copy of the articles as amended, where a copy is
35 furnished, is ~~10~~ **20**.
36 4. The fee for certifying an authorized printed copy of the general
37 corporation law as compiled by the secretary of state is ~~10~~ **20**.
38 5. The fee for reserving a corporate name is \$20.
39 6. The fee for executing a certificate of corporate existence which does
40 not list the previous documents relating to the corporation, or a certificate
41 of change in a corporate name, is ~~20~~ **40**.
42 7. The fee for executing a certificate of corporate existence which lists
43 the previous documents relating to the corporation is ~~20~~ **40**.
44 8. The fee for executing, certifying or filing any certificate or
45 document not provided for in NRS 78.760 to 78.785, inclusive, is ~~20~~
46 **40**.
47 9. The fee for copies made at the office of the secretary of state is \$1
48 per page.



1 10. The ~~fee~~ *fees* for filing articles of incorporation, articles of
2 merger, or certificates of amendment increasing the basic surplus of a
3 mutual or reciprocal insurer must be computed pursuant to NRS 78.760,
4 78.765 and 92A.210, on the basis of the amount of basic surplus of the
5 insurer.

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

8 **Sec. 15.** NRS 80.050 is hereby amended to read as follows:

9 80.050 1. Except as otherwise provided in subsection 3, foreign
10 corporations shall pay the same fees to the secretary of state as are required
11 to be paid by corporations organized pursuant to the laws of this state, but
12 the amount of fees to be charged must not exceed:

- 13 (a) The sum of \$25,000 for filing documents for initial qualification; or
14 (b) The sum of \$25,000 for each subsequent filing of a certificate
15 increasing authorized capital stock.

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

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

25 4. The fee for filing a notice of withdrawal from the State of Nevada
26 by a foreign corporation is ~~the fee of \$30~~ *\$60*.

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

28 80.110 1. Each foreign corporation doing business in this state shall,
29 on or before the first day of the second month after the filing of its
30 certificate of corporate existence with the secretary of state, and annually
31 thereafter on or before the last day of the month in which the anniversary
32 date of its qualification to do business in this state occurs in each year, file
33 with the secretary of state ~~a list~~ *a list*, on a form furnished by him, ~~a list of~~
34 *that contains:*

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

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

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

39 *Each list filed pursuant to this subsection must be accompanied by a*
40 *declaration under penalty of perjury that the foreign corporation has*
41 *complied with the provisions of chapter 364A of NRS.*

42 2. Upon filing ~~the list and designation~~ :

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

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

47 3. The secretary of state shall, 60 days before the last day for filing
48 ~~the~~ *each* annual list required by subsection 1, cause to be mailed to each
49 corporation required to comply with the provisions of NRS 80.110 to



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1 80.170, inclusive, which has not become delinquent, the blank forms to be
2 completed and filed with him. Failure of any corporation to receive the
3 forms does not excuse it from the penalty imposed by the provisions of
4 NRS 80.110 to 80.170, inclusive.

5 4. An annual list for a corporation not in default which is received by
6 the secretary of state more than 60 days before its due date shall be deemed
7 an amended list for the previous year and does not satisfy the requirements
8 of subsection 1 for the year to which the due date is applicable.

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

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

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

20 80.150 1. Any corporation required to make a filing and pay the fee
21 prescribed in NRS 80.110 to 80.170, inclusive, which refuses or neglects to
22 do so within the time provided, is in default.

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

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

30 80.170 1. Except as otherwise provided in subsections 3 and 4, the
31 secretary of state shall reinstate a corporation which has forfeited or which
32 forfeits its right to transact business under the provisions of this chapter
33 and restore to the corporation its right to transact business in this state, and
34 to exercise its corporate privileges and immunities if it:

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

37 (b) Pays to the secretary of state:

38 (1) The ~~annual~~ filing fee and penalty set forth in NRS 80.110 and
39 80.150 for each year or portion thereof that its right to transact business
40 was forfeited; and

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

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

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

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



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

5 4. If the right of a corporation to transact business in this state has been
6 forfeited pursuant to the provisions of NRS 80.160 and has remained
7 forfeited for a period of 5 consecutive years, the right is not subject to
8 reinstatement.

9 **Sec. 19.5.** NRS 86.226 is hereby amended to read as follows:

10 86.226 1. A signed certificate of amendment, or a certified copy of a
11 judicial decree of amendment, must be filed with the secretary of state. A
12 person who executes a certificate as an agent, officer or fiduciary of the
13 limited-liability company need not exhibit evidence of his authority as a
14 prerequisite to filing. Unless the secretary of state finds that a certificate
15 does not conform to law, upon his receipt of all required filing fees he shall
16 file the certificate.

17 2. A certificate of amendment or judicial decree of amendment is
18 effective upon filing with the secretary of state or upon a later date
19 specified in the certificate or judicial decree, which must not be more than
20 90 days after the certificate or judicial decree is filed.

21 3. If a certificate specifies an effective date and if the resolution of the
22 members approving the proposed amendment provides that one or more
23 managers or, if management is not vested in a manager, one or more
24 members may abandon the proposed amendment, then those managers or
25 members may terminate the effectiveness of the certificate by filing a
26 certificate of termination with the secretary of state that:

27 (a) Is filed before the effective date specified in the certificate or
28 judicial decree filed pursuant to subsection 1;

29 (b) Identifies the certificate being terminated;

30 (c) States that, pursuant to the resolution of the members, the manager
31 of the company or, if management is not vested in a manager, a designated
32 member is authorized to terminate the effectiveness of the certificate;

33 (d) States that the effectiveness of the certificate has been terminated;

34 (e) Is signed by a manager of the company or, if management is not
35 vested in a manager, a designated member; and

36 (f) Is accompanied by a filing fee of ~~1975~~ **150**.

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

38 86.263 1. A limited-liability company shall, on or before the ~~last~~
39 *first* day of the *second* month ~~in which the anniversary date of its~~
40 *formation occurs,* *after the filing of its articles of organization with the*
41 *secretary of state,* file with the secretary of state, on a form furnished by
42 him, a list ~~containing~~ *that contains:*

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

44 (b) The file number of the limited-liability company, if known;

45 (c) The names and titles of all of its managers or, if there is no manager,
46 all of its managing members;

47 (d) The mailing or street address, either residence or business, of each
48 manager or managing member listed, following the name of the manager or
49 managing member; ~~and~~



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1 (e) *The name and street address of the resident agent of the limited-*
2 *liability company; and*

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

5 2. The limited-liability company shall annually thereafter, on or before
6 the last day of the month in which the anniversary date of *its* organization
7 occurs, file with the secretary of state, on a form furnished by him, an
8 amended list containing all of the information required in subsection 1. If
9 the limited-liability company has had no changes in its managers or, if
10 there is no manager, its managing members, since its previous list was
11 filed, no amended list need be filed if a manager or managing member of
12 the limited-liability company certifies to the secretary of state as a true and
13 accurate statement that no changes in the managers or managing members
14 have occurred.

15 3. *Each list required by subsection 1 and each list or certification*
16 *required by subsection 2 must be accompanied by a declaration under*
17 *penalty of perjury that the limited-liability company has complied with*
18 *the provisions of chapter 364A of NRS.*

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

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

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

25 ~~4.~~ 5. The secretary of state shall, 60 days before the last day for
26 filing ~~the~~ *each* list required by subsection ~~1.~~ 2, cause to be mailed to
27 each limited-liability company required to comply with the provisions of
28 this section, which has not become delinquent, a notice of the fee due
29 under subsection ~~3.~~ 4 and a reminder to file a list ~~of managers or~~
30 ~~managing members~~ *required by subsection 2* or a certification of no
31 change. Failure of any company to receive a notice or form does not excuse
32 it from the penalty imposed by law.

33 ~~5.~~ 6. If the list to be filed pursuant to the provisions of subsection 1
34 or 2 is defective or the fee required by subsection ~~3.~~ 4 is not paid, the
35 secretary of state may return the list for correction or payment.

36 ~~6.~~ 7. An annual list for a limited-liability company not in default
37 received by the secretary of state more than 60 days before its due date
38 shall be deemed an amended list for the previous year.

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

40 86.266 If a limited-liability company has filed the *initial or* annual list
41 ~~of managers or members and designation of a resident agent~~ in
42 compliance with NRS 86.263 and has paid the appropriate fee for the
43 filing, the canceled check received by the limited-liability company
44 constitutes a certificate authorizing it to transact its business within this
45 state until the last day of the month in which the anniversary of its
46 formation occurs in the next succeeding calendar year. If the company
47 desires a formal certificate upon its payment of the annual fee, its payment
48 must be accompanied by a self-addressed, stamped envelope.



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1 **Sec. 22.** NRS 86.272 is hereby amended to read as follows:
2 86.272 1. Each limited-liability company required to make a filing
3 and pay the fee prescribed in NRS 86.263 which refuses or neglects to do
4 so within the time provided is in default.

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

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

9 86.276 1. Except as otherwise provided in subsections 3 and 4, the
10 secretary of state shall reinstate any limited-liability company which has
11 forfeited its right to transact business pursuant to the provisions of this
12 chapter and restore to the company its right to carry on business in this
13 state, and to exercise its privileges and immunities, if it:

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

15 (b) Pays to the secretary of state:

16 (1) The ~~annual~~ filing fee and penalty set forth in NRS 86.263 and
17 86.272 for each year or portion thereof during which it failed to file in a
18 timely manner each required annual list; and

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

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

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

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

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

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

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

34 86.561 1. The secretary of state shall charge and collect for:

35 (a) Filing the original articles of organization, or for registration of a
36 foreign company, ~~\$125~~ **\$175**;

37 (b) Amending or restating the articles of organization, amending the
38 registration of a foreign company or filing a certificate of correction, ~~\$75~~
39 **\$150**;

40 (c) Filing the articles of dissolution of a domestic or foreign company,
41 ~~\$30~~ **\$60**;

42 (d) Filing a statement of change of address of a records or registered
43 office, or change of the resident agent, ~~\$15~~ **\$30**;

44 (e) Certifying articles of organization or an amendment to the articles,
45 in both cases where a copy is provided, ~~\$10~~ **\$20**;

46 (f) Certifying an authorized printed copy of this chapter, ~~\$10~~ **\$20**;

47 (g) Reserving a name for a limited-liability company, \$20;

48 (h) Filing a certificate of cancellation, ~~\$30~~ **\$60**;

49 (i) Executing, filing or certifying any other document, ~~\$20~~ **\$40**; and



1 (j) Copies made at the office of the secretary of state, \$1 per page.
2 2. The secretary of state shall charge and collect at the time of any
3 service of process on him as agent for service of process of a limited-
4 liability company, \$10 which may be recovered as taxable costs by the
5 party to the action causing the service to be made if the party prevails in
6 the action.

7 3. Except as otherwise provided in this section, the fees set forth in
8 NRS 78.785 apply to this chapter.

9 **Sec. 25.** NRS 87.440 is hereby amended to read as follows:

10 87.440 1. To become a registered limited-liability partnership, a
11 partnership shall file with the secretary of state a certificate of registration
12 stating each of the following:

- 13 (a) The name of the partnership.
14 (b) The street address of its principal office.
15 (c) The name of the person designated as the partnership's resident
16 agent, the street address of the resident agent where process may be served
17 upon the partnership and the mailing address of the resident agent if it is
18 different than his street address.
19 (d) The name and business address of each managing partner in this
20 state.

21 (e) A brief statement of the professional service rendered by the
22 partnership.

23 (f) That the partnership thereafter will be a registered limited-liability
24 partnership.

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

26 2. The certificate of registration must be executed by a majority in
27 interest of the partners or by one or more partners authorized to execute
28 such a certificate.

29 3. The certificate of registration must be accompanied by a fee of
30 ~~\$125~~ **\$175**.

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

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

36 **Sec. 26.** NRS 87.460 is hereby amended to read as follows:

37 87.460 1. A certificate of registration of a registered limited-liability
38 partnership may be amended by filing with the secretary of state a
39 certificate of amendment. The certificate of amendment must set forth:

- 40 (a) The name of the registered limited-liability partnership;
41 (b) The dates on which the registered limited-liability partnership filed
42 its original certificate of registration and any other certificates of
43 amendment; and

44 (c) The change to the information contained in the original certificate of
45 registration or any other certificates of amendment.

46 2. The certificate of amendment must be:

47 (a) Signed by a managing partner of the registered limited-liability
48 partnership; and

49 (b) Accompanied by a fee of ~~\$75~~ **\$150**.



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1 **Sec. 27.** NRS 87.470 is hereby amended to read as follows:
2 87.470 The registration of a registered limited-liability partnership is
3 effective until:

- 4 1. Its certificate of registration is revoked pursuant to NRS 87.520; or
5 2. The registered limited-liability partnership files with the secretary of
6 state a written notice of withdrawal executed by a managing partner. The
7 notice must be accompanied by a fee of ~~150~~ **60**.

8 **Sec. 28.** NRS 87.490 is hereby amended to read as follows:

9 87.490 1. If a registered limited-liability partnership wishes to
10 change the location of its principal office in this state or its resident agent,
11 it shall first file with the secretary of state a certificate of change that sets
12 forth:

- 13 (a) The name of the registered limited-liability partnership;
14 (b) The street address of its principal office;
15 (c) If the location of its principal office will be changed, the street
16 address of its new principal office;
17 (d) The name of its resident agent; and
18 (e) If its resident agent will be changed, the name of its new resident
19 agent.

20 The certificate of acceptance of its new resident agent must accompany the
21 certificate of change.

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

- 23 (a) Signed by a managing partner of the registered limited-liability
24 partnership; and
25 (b) Accompanied by a fee of ~~15~~ **30**.

26 **Sec. 29.** NRS 87.510 is hereby amended to read as follows:

27 87.510 1. A registered limited-liability partnership shall ~~annually~~ ,
28 *on or before the first day of the second month after the filing of its*
29 *certificate of registration with the secretary of state, and annually*
30 *thereafter* on or before the last day of the month in which the anniversary
31 date of the filing of its certificate of registration ~~of limited partnership~~
32 with the secretary of state occurs, file with the secretary of state, on a form
33 furnished by him, a list ~~containing~~ *that contains*:

- 34 (a) The name of the registered limited-liability partnership;
35 (b) The file number of the registered limited-liability partnership, if
36 known;
37 (c) The names of all of its managing partners;
38 (d) The mailing or street address, either residence or business, of each
39 managing partner; ~~and~~
40 (e) *The name and street address of the resident agent of the registered*
41 *limited-liability partnership; and*

42 (f) The signature of a managing partner of the registered limited-
43 liability partnership certifying that the list is true, complete and accurate.
44 *Each list filed pursuant to this subsection must be accompanied by a*
45 *declaration under penalty of perjury that the registered limited-liability*
46 *partnership has complied with the provisions of chapter 364A of NRS.*

47 2. Upon filing ~~the list of managing partners~~ :

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



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

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

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

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

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

19 87.520 1. A registered limited-liability partnership that fails to
20 comply with the provisions of NRS 87.510 is in default.

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

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

30 4. If a registered limited-liability partnership fails to pay the amount
31 that is due, the certificate of registration of the registered limited-liability
32 partnership shall be deemed revoked on the first day of the ninth month
33 after the month in which the fee required to be paid pursuant to NRS
34 87.510 was due. The secretary of state shall notify a registered limited-
35 liability partnership, by certified mail, addressed to its resident agent or, if
36 the registered limited-liability partnership does not have a resident agent, to
37 a managing partner, that its certificate of registration is revoked and the
38 amount of any fees and penalties that are due.

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

40 87.530 1. Except as otherwise provided in subsection 3, the secretary
41 of state shall reinstate the certificate of registration of a registered limited-
42 liability partnership that is revoked pursuant to NRS 87.520 if the
43 registered limited-liability partnership:

44 (a) Files with the secretary of state the information required by NRS
45 87.510; and

46 (b) Pays to the secretary of state:

- 47 (1) The fee required to be paid by that section;
48 (2) Any penalty required to be paid pursuant to NRS 87.520; and
49 (3) A reinstatement fee of ~~\$50~~ **\$200.**



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

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

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

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

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

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

1. For certifying documents required by NRS 87.440 to 87.540, inclusive, and 87.560, ~~the fee is \$100~~ \$20 per certification.

2. For executing a certificate verifying the existence of a registered limited-liability partnership, if the registered limited-liability partnership has not filed a certificate of amendment, ~~the fee is \$20~~ \$40.

3. For executing a certificate verifying the existence of a registered limited-liability partnership, if the registered limited-liability partnership has filed a certificate of amendment, ~~the fee is \$20~~ \$40.

4. For executing, certifying or filing any certificate or document not required by NRS 87.440 to 87.540, inclusive, and 87.560, ~~the fee is \$20~~ \$40.

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

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

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

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

(a) The name of the limited partnership;

(b) The file number of the limited partnership, if known;

(c) The names of all of its general partners;

(d) The mailing or street address, either residence or business, of each general partner; ~~and~~

(e) *The name and street address of the resident agent of the limited partnership; and*

(f) The signature of a general partner of the limited partnership certifying that the list is true, complete and accurate.

Each list filed pursuant to this subsection must be accompanied by a declaration under penalty of perjury that the limited partnership has complied with the provisions of chapter 364A of NRS.

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



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

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

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

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

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

20 6. A filing made pursuant to this section does not satisfy the provisions
21 of NRS 88.355 and may not be substituted for filings submitted pursuant to
22 NRS 88.355.

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

24 88.400 1. If a limited partnership has filed the list in compliance with
25 NRS 88.395 and has paid the appropriate fee for the filing, the canceled
26 check received by the limited partnership constitutes a certificate
27 authorizing it to transact its business within this state until the anniversary
28 date of the filing of its certificate of limited partnership in the next
29 succeeding calendar year. If the limited partnership desires a formal
30 certificate upon its payment of the annual fee, its payment must be
31 accompanied by a self-addressed, stamped envelope.

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

34 3. For default there must be added to the amount of the fee a penalty of
35 ~~\$150~~ *\$50*, and unless the filings are made and the fee and penalty are paid
36 on or before the first day of the ninth month following the month in which
37 filing was required, the defaulting limited partnership, by reason of its
38 default, forfeits its right to transact any business within this state.

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

40 88.410 1. Except as otherwise provided in subsections 3 and 4, the
41 secretary of state may:

42 (a) Reinstate any limited partnership which has forfeited its right to
43 transact business; and

44 (b) Restore to the limited partnership its right to carry on business in
45 this state, and to exercise its privileges and immunities,

46 upon the filing with the secretary of state of the list required pursuant to
47 NRS 88.395, and upon payment to the secretary of state of the ~~annual~~
48 filing fee and penalty set forth in NRS 88.395 and 88.400 for each year or



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1 portion thereof during which the certificate has been revoked, and a fee of
2 ~~150~~ **200** for reinstatement.

3 2. When payment is made and the secretary of state reinstates the
4 limited partnership to its former rights, he shall:

5 (a) Immediately issue and deliver to the limited partnership a certificate
6 of reinstatement authorizing it to transact business as if the filing fee had
7 been paid when due; and

8 (b) Upon demand, issue to the limited partnership one or more certified
9 copies of the certificate of reinstatement.

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

13 4. If a limited partnership's certificate has been revoked pursuant to
14 the provisions of this chapter and has remained revoked for a period of
15 5 years, the certificate must not be reinstated.

16 **Sec. 36.** NRS 88.415 is hereby amended to read as follows:

17 88.415 The secretary of state, for services relating to his official duties
18 and the records of his office, shall charge and collect the following fees:

19 1. For filing a certificate of limited partnership, or for registering a
20 foreign limited partnership, ~~125~~ **175**.

21 2. For filing a certificate of amendment of limited partnership or
22 restated certificate of limited partnership, ~~75~~.

23 ~~3. For filing a reinstated certificate of limited partnership, \$50.~~

24 ~~4. For filing the annual list of general partners and designation of a
25 resident agent, \$85.~~

26 ~~5. 150.~~

27 3. For filing a certificate of a change of location of the records office
28 of a limited partnership or the office of its resident agent, or a designation
29 of a new resident agent, ~~15~~.

30 ~~6. 30.~~

31 4. For certifying a certificate of limited partnership, an amendment to
32 the certificate, or a certificate as amended where a copy is provided, ~~10~~
33 **20** per certification.

34 ~~7. 5.~~ 5. For certifying an authorized printed copy of the limited
35 partnership law, ~~10~~.

36 ~~8. 20.~~

37 6. For reserving a limited partnership name, or for executing, filing or
38 certifying any other document, \$20.

39 ~~9. 7.~~ 7. For copies made at the office of the secretary of state, \$1 per
40 page.

41 ~~10. 8.~~ 8. For filing a certificate of cancellation of a limited partnership,
42 ~~30~~ **60**.

43 Except as otherwise provided in this section, the fees set forth in NRS
44 78.785 apply to this chapter.

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

46 88A.600 1. A business trust formed pursuant to this chapter shall
47 ~~annually,~~ **on or before the first day of the second month after the filing**
48 **of its certificate of trust with the secretary of state, and annually**
49 **thereafter** on or before the last day of the month in which the anniversary



1 date of the filing of its certificate of trust with the secretary of state occurs,
2 file with the secretary of state , on a form furnished by him , a list signed
3 by at least one trustee ~~containing~~ *that contains* the name and mailing
4 address of its resident agent and at least one trustee. *Each list filed*
5 *pursuant to this subsection must be accompanied by a declaration under*
6 *penalty of perjury that the business trust has complied with the*
7 *provisions of chapter 364A of NRS.*

8 2. Upon filing ~~the list,~~ :
9 (a) *The initial list required by subsection 1, the business trust shall*
10 *pay to the secretary of state a fee of \$165.*

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

13 ~~2-~~ 3. The secretary of state shall, 60 days before the last day for
14 filing ~~the~~ *each* annual list required by subsection 1, cause to be mailed to
15 each business trust which is required to comply with the provisions of NRS
16 88A.600 to 88A.660, inclusive, and which has not become delinquent, the
17 blank forms to be completed and filed with him. Failure of a business trust
18 to receive the forms does not excuse it from the penalty imposed by law.

19 ~~3-~~ 4. An annual list for a business trust not in default which is
20 received by the secretary of state more than 60 days before its due date
21 shall be deemed an amended list for the previous year.

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

23 88A.630 1. Each business trust required to file the ~~annual~~ list and
24 pay the fee prescribed in NRS 88A.600 to 88A.660, inclusive, which
25 refuses or neglects to do so within the time provided shall be deemed in
26 default.

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

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

31 88A.650 1. Except as otherwise provided in subsection 3, the
32 secretary of state shall reinstate a business trust which has forfeited its right
33 to transact business pursuant to the provisions of this chapter and restore to
34 the business trust its right to carry on business in this state, and to exercise
35 its privileges and immunities, if it:

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

38 (b) Pays to the secretary of state:

39 (1) The ~~annual~~ filing fee and penalty set forth in NRS 88A.600 and
40 88A.630 for each year or portion thereof during which its certificate of
41 trust was revoked; and

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

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

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

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



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

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

6 88A.900 The secretary of state shall charge and collect the following
7 fees for:

8 1. Filing an original certificate of trust, or for registering a foreign
9 business trust, ~~125~~ 175.

10 2. Filing an amendment or restatement, or a combination thereof, to a
11 certificate of trust, ~~75~~ 150.

12 3. Filing a certificate of cancellation, ~~125~~ 175.

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

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

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

17 7. Executing a certificate of existence of a business trust which does
18 not list the previous documents relating to it, or a certificate of change in
19 the name of a business trust, ~~20~~ 40.

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

22 9. Filing a statement of change of address of the registered office for
23 each business trust, ~~15~~ 30.

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

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

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

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

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

31 89.210 1. Within 30 days ~~following~~ after the organization of a
32 professional association under this chapter, the association shall file with
33 the secretary of state a copy of the articles of association, duly executed,
34 and shall pay at that time a filing fee of ~~25~~ 175. Any such association
35 formed as a common law association before July 1, 1969, shall file, within
36 30 days ~~to~~ after July 1, 1969, a certified copy of its articles of
37 association, with any amendments thereto, with the secretary of state, and
38 shall pay at that time a filing fee of \$25. A copy of any amendments to the
39 articles of association adopted after July 1, 1969, must also be filed with
40 the secretary of state within 30 days after the adoption of such
41 amendments. Each copy of amendments so filed must be certified as true
42 and correct and be accompanied by a filing fee of ~~10~~ 150.

43 2. The name of such a professional association must contain the words
44 "Professional Association," "Professional Organization" or the
45 abbreviations "Prof. Ass'n" or "Prof. Org." The association may render
46 professional services and exercise its authorized powers under a fictitious
47 name if the association has first registered the name in the manner required
48 under chapter 602 of NRS.



1 **Sec. 42.** NRS 89.250 is hereby amended to read as follows:
2 89.250 1. Except as otherwise provided in subsection 2, a
3 professional association shall, *on or before the first day of the second*
4 *month after the filing of its articles of association with the secretary of*
5 *state, and annually thereafter* on or before the last day of the month in
6 which the anniversary date of its organization occurs in each year, furnish a
7 statement to the secretary of state showing the names and residence
8 addresses of all members and employees in ~~{such}~~ *the* association and
9 ~~{shall certify}~~ *certifying* that all members and employees are licensed to
10 render professional service in this state.
11 2. A professional association organized and practicing pursuant to the
12 provisions of this chapter and NRS 623.349 shall, *on or before the first*
13 *day of the second month after the filing of its articles of association with*
14 *the secretary of state, and annually thereafter* on or before the last day of
15 the month in which the anniversary date of its organization occurs in each
16 year, furnish a statement to the secretary of state:
17 (a) Showing the names and residence addresses of all members and
18 employees of the association who are licensed or otherwise authorized by
19 law to render professional service in this state;
20 (b) Certifying that all members and employees who render professional
21 service are licensed or otherwise authorized by law to render professional
22 service in this state; and
23 (c) Certifying that all members who are not licensed to render
24 professional service in this state do not render professional service on
25 behalf of the association except as authorized by law.
26 3. ~~{The statement must:~~
27 ~~— (a) Be made}~~ *Each statement filed pursuant to this section must be:*
28 *(a) Made* on a form prescribed by the secretary of state and must not
29 contain any fiscal or other information except that expressly called for by
30 this section.
31 (b) ~~{Be signed}~~ *Signed* by the chief executive officer of the association.
32 (c) *Accompanied by a declaration under penalty of perjury that the*
33 *professional association has complied with the provisions of chapter*
34 *364A of NRS.*
35 4. Upon filing ~~{the annual}~~ :
36 (a) *The initial statement required by this section, the association shall*
37 *pay to the secretary of state a fee of \$165.*
38 (b) *Each annual* statement required by this section, the association
39 shall pay to the secretary of state a fee of ~~{ \$15 }~~ *\$85.*
40 5. As used in this section, “signed” means to have executed or adopted
41 a name, word or mark, including, without limitation, a digital signature as
42 defined in NRS 720.060, with the present intention to authenticate a
43 document.
44 **Sec. 43.** NRS 89.252 is hereby amended to read as follows:
45 89.252 1. Each professional association that is required to make a
46 filing and pay the fee prescribed in NRS 89.250 but refuses to do so within
47 the time provided is in default.



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

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

5 89.256 1. Except as otherwise provided in subsections 3 and 4, the
6 secretary of state shall reinstate any professional association which has
7 forfeited its right to transact business under the provisions of this chapter
8 and restore the right to carry on business in this state and exercise its
9 privileges and immunities if it:

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

12 (b) Pays to the secretary of state:

13 (1) The ~~annual~~ filing fee and penalty set forth in NRS 89.250 and
14 89.252 for each year or portion thereof during which the articles of
15 association have been revoked; and

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

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

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

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

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

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

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

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

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

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

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

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



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

4 (a) To appoint the secretary of state as its agent for service of process in
5 a proceeding to enforce any obligation or the rights of dissenting owners of
6 each domestic entity that was a party to the merger or exchange. Service of
7 such process must be made by personally delivering to and leaving with the
8 secretary of state duplicate copies of the process and the payment of a fee
9 of ~~125~~ 50 for accepting and transmitting the process. The secretary of
10 state shall forthwith send by registered or certified mail one of the copies to
11 the surviving or acquiring entity at its specified address, unless the
12 surviving or acquiring entity has designated in writing to the secretary of
13 state a different address for that purpose, in which case it must be mailed to
14 the last address so designated.

15 (b) To agree that it will promptly pay to the dissenting owners of each
16 domestic entity that is a party to the merger or exchange the amount, if any,
17 to which they are entitled under or created pursuant to NRS 92A.300 to
18 92A.500, inclusive.

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

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

23 92A.210 1. Except as otherwise provided in this section, the fee for
24 filing articles of merger, articles of conversion, articles of exchange,
25 articles of domestication or articles of termination is ~~125~~ 325. The fee
26 for filing the constituent documents of a domestic resulting entity is the fee
27 for filing the constituent documents determined by the chapter of NRS
28 governing the particular domestic resulting entity.

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

34 3. The fee for filing articles of merger of one or more domestic
35 corporations with one or more foreign corporations is the difference
36 between the fee computed at the rates specified in NRS 78.760 upon the
37 aggregate authorized stock of the corporation created by the merger and the
38 fee computed upon the aggregate amount of the total authorized stock of
39 the constituent corporations which have paid the fees required by NRS
40 78.760 and 80.050.

41 4. The fee for filing articles of merger of two or more domestic or
42 foreign corporations must not be less than ~~125~~ 325. The amount paid
43 pursuant to subsection 3 must not exceed \$25,000.

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

45 116.3103 1. Except as otherwise provided in the declaration, the
46 bylaws, this section or other provisions of this chapter, the executive board
47 may act in all instances on behalf of the association. In the performance
48 of their duties, the officers and members of the executive board are
49 fiduciaries . ~~and are subject to the insulation from liability provided for~~



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1 ~~directors of corporations by the laws of this state.~~ The members of the
2 executive board are required to exercise the ordinary and reasonable care
3 of directors of a corporation, subject to the business-judgment rule.

4 2. The executive board may not act on behalf of the association to
5 amend the declaration , ~~{(NRS 116.2117),}~~ to terminate the common-
6 interest community , ~~{(NRS 116.2118),}~~ or to elect members of the
7 executive board or determine their qualifications, powers and duties or
8 terms of office , ~~{(subsection 1 of NRS 116.31034),}~~ but the executive
9 board may fill vacancies in its membership for the unexpired portion of any
10 term.

11 3. Within 30 days after adoption of any proposed budget for the
12 common-interest community, the executive board shall provide a summary
13 of the budget to all the units' owners, and shall set a date for a meeting of
14 the units' owners to consider ratification of the budget not less than 14 nor
15 more than 30 days after mailing of the summary. Unless at that meeting a
16 majority of all units' owners or any larger vote specified in the declaration
17 reject the budget, the budget is ratified, whether or not a quorum is present.
18 If the proposed budget is rejected, the periodic budget last ratified by the
19 units' owners must be continued until such time as the units' owners ratify
20 a subsequent budget proposed by the executive board.

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

22 225.140 1. Except as otherwise provided in subsection 2, in addition
23 to other fees authorized by law, the secretary of state shall charge and
24 collect the following fees:

25
26 For a copy of any law, joint resolution, transcript of record,
27 or other paper on file or of record in his office, other than
28 a document required to be filed pursuant to Title 24 of
29 NRS, per page\$1.00
30 For a copy of any document required to be filed pursuant to
31 Title 24 of NRS, per page..... .50
32 For certifying to any such copy and use of the state
33 seal, for each impression 10.00
34 For each passport or other document signed by the governor
35 and attested by the secretary of state 10.00
36 For a negotiable instrument returned unpaid..... 10.00
37

38 2. The secretary of state:

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

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

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

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

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

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



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

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

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

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

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

14 3. ~~§ All fees~~ *From each fee* collected pursuant to paragraph (d) of
15 subsection 2 :

16 *(a) The entire amount or \$50, whichever is less, of the fee collected*
17 *pursuant to subparagraph (1) of that paragraph and half of the fee*
18 *collected pursuant to subparagraph (2) of that paragraph* must be
19 deposited with the state treasurer for credit to the account for special
20 services of the secretary of state in the state general fund. Any amount
21 remaining in the account at the end of a fiscal year in excess of \$2,000,000
22 must be transferred to the state general fund. Money in the account may be
23 transferred to the secretary of state's operating general fund budget account
24 and must only be used to create and maintain the capability of the office of
25 the secretary of state to provide special services, including, but not limited
26 to, providing service:

27 ~~§ (a)~~ (1) On the day it is requested or within 24 hours; or

28 ~~§ (b)~~ (2) Necessary to increase or maintain the efficiency of the
29 office.

30 Any transfer of money from the account for expenditure by the secretary of
31 state must be approved by the interim finance committee.

32 *(b) After deducting the amount required pursuant to paragraph (a),*
33 *the remainder must be deposited with the state treasurer for credit to the*
34 *state general fund.*

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

36 600.340 1. A person who has adopted and is using a mark in this
37 state may file in the office of the secretary of state, on a form to be
38 furnished by the secretary of state, an application for registration of that
39 mark setting forth, but not limited to, the following information:

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

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

44 (c) The name and business address of the person applying for the
45 registration and, if it is a corporation, limited-liability company, limited
46 partnership or registered limited-liability partnership, the state of
47 incorporation or organization;

48 (d) The specific goods or services in connection with which the mark is
49 used and the mode or manner in which the mark is used in connection with



1 those goods or services and the class as designated by the secretary of state
2 which includes those goods or services;

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

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

10 2. The application must:

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

13 (b) Be accompanied by a specimen or facsimile of the mark in duplicate
14 and by a filing fee of ~~150~~ \$100 payable to the secretary of state.

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

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

18 600.355 1. If any statement in an application for registration of a
19 mark was incorrect when made or any arrangements or other facts
20 described in the application have changed, making the application
21 inaccurate in any respect without materially altering the mark, the
22 registrant shall promptly file in the office of the secretary of state a
23 certificate, signed by the registrant or his successor or by a member of the
24 firm or an officer of the corporation or association to which the mark is
25 registered, correcting the statement.

26 2. Upon the filing of a certificate of amendment or judicial decree of
27 amendment and the payment of a filing fee of ~~30~~ \$60, the secretary of
28 state shall issue, in accordance with NRS 600.350, an amended certificate
29 of registration for the remainder of the period of the registration.

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

31 600.360 1. The registration of a mark is effective for 5 years from
32 the date of registration and, upon application filed within 6 months before
33 the expiration of that period, on a form to be furnished by the secretary of
34 state, the registration may be renewed for a successive period of 5 years. A
35 renewal fee of ~~25~~ \$50, payable to the secretary of state, must
36 accompany the application for renewal of the registration.

37 2. The registration of a mark may be renewed for additional successive
38 5-year periods if the requirements of subsection 1 are satisfied.

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

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

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

46 600.370 1. A mark and its registration are assignable with the good
47 will of the business in which the mark is used, or with that part of the good
48 will of the business connected with the use of and symbolized by the mark.
49 An assignment must:



1 (a) Be in writing;
2 (b) Be signed and acknowledged by the registrant or his successor or a
3 member of the firm or an officer of the corporation or association under
4 whose name the mark is registered; and

5 (c) Be recorded with the secretary of state upon the payment of a fee of
6 ~~100~~ \$100 to the secretary of state who, upon recording the assignment,
7 shall issue in the name of the assignee a certificate of assignment for the
8 remainder of the period of the registration.

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

11 (a) The assignment is recorded with the secretary of state within
12 3 months after the date of the assignment; or

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

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

15 600.395 The fee for filing a cancellation of registration pursuant to
16 NRS 600.390 is ~~25~~ \$50.

17 **Sec. 54.** Section 29 of Senate Bill No. 51 of this session is hereby
18 amended to read as follows:

19 Sec. 29. NRS 78.390 is hereby amended to read as follows:

20 78.390 1. Every amendment adopted pursuant to the provisions
21 of NRS 78.385 must be made in the following manner:

22 (a) The board of directors must adopt a resolution setting forth the
23 amendment proposed and declaring its advisability, and *either* call a
24 *special meeting of the stockholders entitled to vote on the*
25 *amendment or direct that the proposed amendment be considered at*
26 *the next annual meeting* of the stockholders entitled to vote *on the*
27 *amendment.*

28 (b) At the meeting, of which notice must be given to each
29 stockholder entitled to vote pursuant to the provisions of this section,
30 a vote of the stockholders entitled to vote in person or by proxy must
31 be taken for and against the proposed amendment. If it appears upon
32 the canvassing of the votes that stockholders holding shares in the
33 corporation entitling them to exercise at least a majority of the voting
34 power, or such greater proportion of the voting power as may be
35 required in the case of a vote by classes or series, as provided in
36 subsections *2 and 4*, or as may be required by the provisions of the
37 articles of incorporation, have voted in favor of the amendment, *an*
38 *officer of the corporation shall sign* a certificate setting forth the
39 amendment, or setting forth the articles of incorporation as amended,
40 and the vote by which the amendment was adopted.

41 (c) The certificate so *signed* must be filed *with* the secretary of
42 state.

43 2. If any proposed amendment would *adversely* alter or change
44 any preference or any relative or other right given to any class or
45 series of outstanding shares, then the amendment must be approved by
46 the vote, in addition to the affirmative vote otherwise required, of the
47 holders of shares representing a majority of the voting power of each
48 class or series *adversely* affected by the amendment regardless of
49 limitations or restrictions on the voting power thereof.



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1 3. Provision may be made in the articles of incorporation
2 requiring, in the case of any specified amendments, a larger
3 proportion of the voting power of stockholders than that required by
4 this section.

5 4. Different series of the same class of shares do not constitute
6 different classes of shares for the purpose of voting by classes except
7 when the series is adversely affected by an amendment in a different
8 manner than other series of the same class.

9 5. *The resolution of the stockholders approving the proposed*
10 *amendment may provide that at any time before the effective date of*
11 *the amendment, notwithstanding approval of the proposed*
12 *amendment by the stockholders, the board of directors may, by*
13 *resolution, abandon the proposed amendment without further action*
14 *by the stockholders.*

15 6. *A certificate filed pursuant to subsection 1 becomes effective*
16 *upon filing with the secretary of state or upon a later date specified*
17 *in the certificate, which must not be later than 90 days after the*
18 *certificate is filed.*

19 7. *If a certificate filed pursuant to subsection 1 specifies an*
20 *effective date and if the resolution of the stockholders approving the*
21 *proposed amendment provides that the board of directors may*
22 *abandon the proposed amendment pursuant to subsection 5, the*
23 *board of directors may terminate the effectiveness of the certificate*
24 *by resolution and by filing a certificate of termination with the*
25 *secretary of state that:*

26 (a) *Is filed before the effective date specified in the certificate*
27 *filed pursuant to subsection 1;*

28 (b) *Identifies the certificate being terminated;*

29 (c) *States that, pursuant to the resolution of the stockholders, the*
30 *board of directors is authorized to terminate the effectiveness of the*
31 *certificate;*

32 (d) *States that the effectiveness of the certificate has been*
33 *terminated;*

34 (e) *Is signed by an officer of the corporation; and*

35 (f) *Is accompanied by a filing fee of ~~150~~ \$150.*

36 **Sec. 55.** Section 55 of Senate Bill No. 51 of this session is hereby
37 amended to read as follows:

38 Sec. 55. 1. A limited-liability company may correct a document
39 filed by the secretary of state with respect to the limited-liability
40 company if the document contains an inaccurate record of a company
41 action described in the document or was defectively executed,
42 attested, sealed, verified or acknowledged.

43 2. To correct a document, the limited-liability company must:

44 (a) Prepare a certificate of correction that:

45 (1) States the name of the limited-liability company;

46 (2) Describes the document, including, without limitation, its
47 filing date;

48 (3) Specifies the inaccuracy or defect;



(4) Sets forth the inaccurate or defective portion of the document in an accurate or corrected form; and

(5) Is signed by a manager of the company, or if management is not vested in a manager, by a member of the company.

(b) Deliver the certificate to the secretary of state for filing.

(c) Pay a filing fee of ~~\$75~~ \$150 to the secretary of state.

3. A certificate of correction is effective on the effective date of the document it corrects except as to persons relying on the uncorrected document and adversely affected by the correction. As to those persons, the certificate is effective when filed.

Sec. 56. Section 90 of Senate Bill No. 51 of this session is hereby amended to read as follows:

Sec. 90. Chapter 87 of NRS is hereby amended by adding thereto a new section to read as follows:

1. A limited-liability partnership may correct a document filed by the secretary of state with respect to the limited-liability partnership if the document contains an inaccurate record of a partnership action described in the document or was defectively executed, attested, sealed, verified or acknowledged.

2. To correct a document, the limited-liability partnership must:

(a) Prepare a certificate of correction that:

(1) States the name of the limited-liability partnership;

(2) Describes the document, including, without limitation, its filing date;

(3) Specifies the inaccuracy or defect;

(4) Sets forth the inaccurate or defective portion of the document in an accurate or corrected form; and

(5) Is signed by a managing partner of the limited-liability partnership.

(b) Deliver the certificate to the secretary of state for filing.

(c) Pay a filing fee of ~~\$75~~ \$150 to the secretary of state.

3. A certificate of correction is effective on the effective date of the document it corrects except as to persons relying on the uncorrected document and adversely affected by the correction. As to those persons, the certificate is effective when filed.

Sec. 57. Section 93 of Senate Bill No. 51 of this session is hereby amended to read as follows:

Sec. 93. 1. A limited partnership may correct a document filed by the secretary of state with respect to the limited partnership if the document contains an inaccurate record of a partnership action described in the document or was defectively executed, attested, sealed, verified or acknowledged.

2. To correct a document, the limited partnership must:

(a) Prepare a certificate of correction that:

(1) States the name of the limited partnership;

(2) Describes the document, including, without limitation, its filing date;

(3) Specifies the inaccuracy or defect;



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(4) Sets forth the inaccurate or defective portion of the document in an accurate or corrected form; and

(5) Is signed by a general partner of the limited partnership.

(b) Deliver the certificate to the secretary of state for filing.

(c) Pay a filing fee of ~~\$75~~ \$150 to the secretary of state.

3. A certificate of correction is effective on the effective date of the document it corrects except as to persons relying on the uncorrected document and adversely affected by the correction. As to those persons, the certificate is effective when filed.

Sec. 58. Section 102 of Senate Bill No. 51 of this session is hereby amended to read as follows:

Sec. 102. 1. A business trust may correct a document filed by the secretary of state with respect to the business trust if the document contains an inaccurate record of a trust action described in the document or was defectively executed, attested, sealed, verified or acknowledged.

2. To correct a document, the business trust must:

(a) Prepare a certificate of correction that:

(1) States the name of the business trust;

(2) Describes the document, including, without limitation, its filing date;

(3) Specifies the inaccuracy or defect;

(4) Sets forth the inaccurate or defective portion of the document in an accurate or corrected form; and

(5) Is signed by a trustee of the business trust.

(b) Deliver the certificate to the secretary of state for filing.

(c) Pay a filing fee of ~~\$75~~ \$150 to the secretary of state.

3. A certificate of correction is effective on the effective date of the document it corrects except as to persons relying on the uncorrected document and adversely affected by the correction. As to those persons, the certificate is effective when filed.

Sec. 59. Senate Bill No. 51 is hereby amended by adding thereto a new section designated sec. 138, following sec. 137, to read as follows:

Sec. 138. This act becomes effective on August 1, 2001.

Sec. 60. Sections 1, 2, 3, 9 and 47 of this act do not apply to a claim that arises before the effective date of this section.

Sec. 61. Notwithstanding the provisions of section 63 of this act to the contrary, the amendatory provisions of section 42 of this act do not apply to the filing of the statement of a professional association, or the fee for that filing, before August 1, 2001, except that a professional association whose anniversary date for the 2001 calendar year falls on or after August 1, 2001, shall comply with that section as amended by this act, even if the filing is made before August 1, 2001.

Sec. 62. Notwithstanding any provision of NRS 225.140 to the contrary:

1. The state controller shall, without obtaining the approval of the interim finance committee and in addition to any amounts transferred pursuant to that section with the approval of the interim finance committee,



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1 transfer from the account for special services of the secretary of state to the
2 secretary of state's operating general fund budget account:
3 For the fiscal year 2001-2002..... \$300,000
4 For the fiscal year 2002-2003..... \$250,000
5 2. The secretary of state may expend the amounts transferred pursuant
6 to subsection 1 for such additional personnel, equipment, supplies, office
7 space and other costs as are necessary to carry out the provisions of this
8 act.
9 **Sec. 63.** 1. This section and sections 1, 2, 3, 9, 47, 59, 60, 61 and 62
10 of this act become effective upon passage and approval.
11 2. Sections 5, 6, 12, 13 to 19, inclusive, 20, 21, 22, 25 to 31, inclusive,
12 35 to 39, inclusive, 41 to 45, inclusive, and 47 to 53, inclusive, of this act
13 become effective:
14 (a) Upon passage and approval for the purpose of adopting regulations
15 and performing any other preparatory administrative tasks that are
16 necessary to carry out the provisions of this act; and
17 (b) On August 1, 2001, for all other purposes.
18 3. Sections 1.5, 4, 7, 8.5, 10, 11, 14, 19.5, 23, 24, 32, 33, 34, 40, 46
19 and 54 to 58, inclusive, of this act become effective:
20 (a) Upon passage and approval for the purpose of adopting regulations
21 and performing any other preparatory administrative tasks that are
22 necessary to carry out the provisions of this act; and
23 (b) At 12:01 a.m. on August 1, 2001, for all other purposes.

