

(Reprinted with amendments adopted on May 19, 2003)

THIRD REPRINT

A.B. 163

ASSEMBLY BILL NO. 163—ASSEMBLYMEN GOLDWATER, GIBBONS, PARKS, CHOWNING, LESLIE, ANDERSON, ANDONOV, ARBERRY, BEERS, BUCKLEY, CLABORN, COLLINS, CONKLIN, GIUNCHIGLIANI, GRIFFIN, HETTRICK, HORNE, KOIVISTO, MANENDO, MARVEL, MCCLAIN, MCCLEARY, MORTENSON, OCEGUERA, OHRENSCHALL, PERKINS, PIERCE AND WILLIAMS

FEBRUARY 19, 2003

Referred to Committee on Judiciary

SUMMARY—Makes various changes to provisions pertaining to business. (BDR 7-383)

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

~

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

AN ACT relating to business; requiring a defaulting business entity that wants to reinstate its right to transact business in this state to file with the Secretary of State a certificate of acceptance of appointment signed by its resident agent; changing the exclusive remedy by which a judgment creditor of a member of a limited-liability company or a limited partnership may satisfy a judgment; allowing a limited partnership to register as a limited-liability limited partnership; increasing certain fees and establishing new fees; requiring a resident agent to file with the Secretary of State a certificate of name change of resident agent under certain circumstances; providing a penalty for a person who willfully offers into evidence as genuine certain fraudulent records or who willfully destroys or alters certain records under certain circumstances; increasing the penalty for certain securities violations; extending the civil and criminal statutes of limitations for certain securities violations; providing for the issuance of an order to cease and desist for failure to comply with



* A B 1 6 3 R 3 *

certain provisions pertaining to business licenses; excluding the performance of certain internal audits pertaining to gaming licensees by certain independent accountants; repealing the exemption from business tax provisions for a natural person who does not employ employees during a calendar quarter; authorizing the Secretary of State to hire additional personnel; making various other changes to provisions pertaining to business entities; 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.** The Legislature hereby declares that:
2 1. Many of the fees increased pursuant to the amendatory
3 provisions of this act have not been increased for a substantial
4 length of time, and increasing these fees is necessary and
5 appropriate at this time.
6 2. It is the intent of the Legislature that the fees increased
7 pursuant to the amendatory provisions of this act must not be
8 increased again for a period of at least 10 years following the
9 enactment of this act.
10 **Sec. 2.** NRS 78.0295 is hereby amended to read as follows:
11 78.0295 1. A corporation may correct a document filed by
12 the Secretary of State with respect to the corporation if the
13 document contains an inaccurate record of a corporate action
14 described in the document or was defectively executed, attested,
15 sealed, verified or acknowledged.
16 2. To correct a document, the corporation shall:
17 (a) Prepare a certificate of correction which:
18 (1) States the name of the corporation;
19 (2) Describes the document, including, without limitation, its
20 filing date;
21 (3) Specifies the inaccuracy or defect;
22 (4) Sets forth the inaccurate or defective portion of the
23 document in an accurate or corrected form; and
24 (5) Is signed by an officer of the corporation.
25 (b) Deliver the certificate to the Secretary of State for filing.
26 (c) Pay a filing fee of ~~150~~ 175 to the Secretary of State.
27 3. A certificate of correction is effective on the effective date
28 of the document it corrects except as to persons relying on the
29 uncorrected document and adversely affected by the correction. As
30 to those persons, the certificate is effective when filed.



* A B 1 6 3 R 3 *

1 **Sec. 3.** NRS 78.097 is hereby amended to read as follows:
2 78.097 1. A resident agent who desires to resign shall file
3 with the Secretary of State a signed statement , *on a form provided*
4 *by the Secretary of State*, for each ~~corporation~~ *artificial person*
5 *formed, organized, registered or qualified pursuant to the*
6 *provisions of this title* that he is unwilling to continue to act as the
7 *resident* agent of the ~~corporation~~ *artificial person* for the service
8 of process. *The fee for filing a statement of resignation is \$100 for*
9 *the first artificial person that the resident agent is unwilling to*
10 *continue to act as the agent of and \$1 for each additional artificial*
11 *person listed on the statement of resignation.* A resignation is not
12 effective until the signed statement is filed with the Secretary of
13 State.
14 2. The statement of resignation may contain a statement of the
15 affected corporation appointing a successor resident agent for that
16 corporation. A certificate of acceptance executed by the new
17 resident agent, stating the full name, complete street address and, if
18 different from the street address, mailing address of the new resident
19 agent, must accompany the statement appointing a successor
20 resident agent.
21 3. Upon the filing of the statement of resignation with the
22 Secretary of State the capacity of the resigning person as resident
23 agent terminates. If the statement of resignation contains no
24 statement by the corporation appointing a successor resident agent,
25 the resigning resident agent shall immediately give written notice,
26 by mail, to the corporation of the filing of the statement and its
27 effect. The notice must be addressed to any officer of the
28 corporation other than the resident agent.
29 4. If a resident agent dies, resigns or removes from the State,
30 the corporation, within 30 days thereafter, shall file with the
31 Secretary of State a certificate of acceptance executed by the new
32 resident agent. The certificate must set forth the full name and
33 complete street address of the new resident agent for the service of
34 process, and may have a separate mailing address, such as *a* post
35 office box, which may be different from the street address.
36 5. A corporation that fails to file a certificate of acceptance
37 executed by the new resident agent within 30 days after the death,
38 resignation or removal of its former resident agent shall be deemed
39 in default and is subject to the provisions of NRS 78.170 and
40 78.175.
41 **Sec. 4.** NRS 78.110 is hereby amended to read as follows:
42 78.110 1. If a corporation created pursuant to this chapter
43 desires to change its resident agent, the change may be effected by
44 filing with the Secretary of State a certificate of change *of resident*
45 *agent* signed by an officer of the corporation which sets forth:



* A B 1 6 3 R 3 *

- 1 (a) The name of the corporation;
2 (b) The name and street address of its present resident agent; and
3 (c) The name and street address of the new resident agent.
4 2. The new resident agent's certificate of acceptance must be a
5 part of or attached to the certificate of change ~~H~~ of resident agent.
6 3. *If the name of a resident agent is changed as a result of a*
7 *merger, conversion, exchange, sale, reorganization or*
8 *amendment, the resident agent shall:*
9 (a) *File with the Secretary of State a certificate of name*
10 *change of resident agent that includes:*
11 (1) *The current name of the resident agent as filed with the*
12 *Secretary of State;*
13 (2) *The new name of the resident agent; and*
14 (3) *The name and file number of each artificial person*
15 *formed, organized, registered or qualified pursuant to the*
16 *provisions of this title that the resident agent represents; and*
17 (b) *Pay to the Secretary of State a filing fee of \$100.*
18 4. A change authorized by this section becomes effective upon
19 the filing of the *proper* certificate of change.
20 **Sec. 5.** NRS 78.150 is hereby amended to read as follows:
21 78.150 1. A corporation organized pursuant to the laws of
22 this state shall, on or before the first day of the second month after
23 the filing of its articles of incorporation with the Secretary of State,
24 file with the Secretary of State a list, on a form furnished by him,
25 containing:
26 (a) The name of the corporation;
27 (b) The file number of the corporation, if known;
28 (c) The names and titles of the president, secretary, treasurer and
29 of all the directors of the corporation;
30 (d) The mailing or street address, either residence or business, of
31 each officer and director listed, following the name of the officer or
32 director;
33 (e) The name and street address of the *lawfully designated*
34 resident agent of the corporation; and
35 (f) The signature of an officer of the corporation certifying that
36 the list is true, complete and accurate.
37 2. The corporation shall annually thereafter, on or before the
38 last day of the month in which the anniversary date of incorporation
39 occurs in each year, file with the Secretary of State, on a form
40 furnished by him, an annual list containing all of the information
41 required in subsection 1.
42 3. Each list required by subsection 1 or 2 must be accompanied
43 by a declaration under penalty of perjury that the corporation has
44 complied with the provisions of chapter 364A of NRS.
45 4. Upon filing the list required by:



* A B 1 6 3 R 3 *

1 (a) Subsection 1, the corporation shall pay to the Secretary of
2 State a fee of ~~165~~ **125**.

3 (b) Subsection 2, the corporation shall pay to the Secretary of
4 State ~~125~~ **125**, *if the amount represented by the total*
5 *number of shares provided for in the articles is:*

6
7 *\$75,000 or less 125*
8 *Over \$75,000 and not over \$200,000 175*
9 *Over \$200,000 and not over \$500,000 275*
10 *Over \$500,000 and not over \$1,000,000 375*

11 *Over \$1,000,000:*
12 *For the first \$1,000,000..... 375*

13 *For each additional \$500,000 or fraction thereof 275*

14 *The maximum fee which may be charged pursuant to paragraph*
15 *(b) for filing the annual list is \$11,100.*

16
17 5. *If a director or officer of a corporation resigns and the*
18 *resignation is not made in conjunction with the filing of an*
19 *annual or amended list of directors and officers, the corporation*
20 *shall pay to the Secretary of State a fee of \$75 to file the*
21 *resignation of the director or officer.*

22 6. The Secretary of State shall, 60 days before the last day for
23 filing each annual list required by subsection 2, cause to be mailed
24 to each corporation which is required to comply with the provisions
25 of NRS 78.150 to 78.185, inclusive, and which has not become
26 delinquent, a notice of the fee due pursuant to subsection 4 and a
27 reminder to file the annual list required by subsection 2. Failure of
28 any corporation to receive a notice or form does not excuse it from
29 the penalty imposed by law.

30 ~~7~~ 7. If the list to be filed pursuant to the provisions of
31 subsection 1 or 2 is defective in any respect or the fee required by
32 subsection 4 or ~~9~~ 9 is not paid, the Secretary of State may return
33 the list for correction or payment.

34 ~~8~~ 8. An annual list for a corporation not in default which is
35 received by the Secretary of State more than 60 days before its due
36 date shall be deemed an amended list for the previous year and must
37 be accompanied by ~~125~~ **the appropriate fee as provided in**
38 **subsection 4** for filing. A payment submitted pursuant to this
39 subsection does not satisfy the requirements of subsection 2 for the
40 year to which the due date is applicable.

41 ~~9~~ 9. If the corporation is an association as defined in NRS
42 116.110315, the Secretary of State shall not accept the filing
43 required by this section unless it is accompanied by evidence of the
44 payment of the fee required to be paid pursuant to NRS 116.31155



* A B 1 6 3 R 3 *

1 that is provided to the association pursuant to subsection 4 of that
2 section.

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

4 78.170 1. Each corporation required to make a filing and pay
5 the fee prescribed in NRS 78.150 to 78.185, inclusive, which refuses
6 or neglects to do so within the time provided shall be deemed in
7 default.

8 2. For default there must be added to the amount of the fee a
9 penalty of ~~150~~ **75**. The fee and penalty must be collected as
10 provided in this chapter.

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

12 78.180 1. Except as otherwise provided in subsections 3 and
13 4, the Secretary of State shall reinstate a corporation which has
14 forfeited its right to transact business pursuant to the provisions of
15 this chapter and restore to the corporation its right to carry on
16 business in this state, and to exercise its corporate privileges and
17 immunities, if it:

18 (a) Files with the Secretary of State ~~the~~ :
19 **(1) The** list required by NRS 78.150; **and**
20 **(2) A certificate of acceptance of appointment signed by its**
21 **resident agent;** and

22 (b) Pays to the Secretary of State:
23 (1) The filing fee and penalty set forth in NRS 78.150 and
24 78.170 for each year or portion thereof during which it failed to file
25 each required annual list in a timely manner; and
26 (2) A fee of ~~200~~ **300** for reinstatement.

27 2. When the Secretary of State reinstates the corporation, he
28 shall:

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

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

34 3. The Secretary of State shall not order a reinstatement unless
35 all delinquent fees and penalties have been paid, and the revocation
36 of the charter occurred only by reason of failure to pay the fees and
37 penalties.

38 4. If a corporate charter has been revoked pursuant to the
39 provisions of this chapter and has remained revoked for a period of
40 5 consecutive years, the charter must not be reinstated.

41 **Sec. 8.** NRS 78.390 is hereby amended to read as follows:

42 78.390 1. Every amendment adopted pursuant to the
43 provisions of NRS 78.385 must be made in the following manner:

44 (a) The board of directors must adopt a resolution setting forth
45 the amendment proposed and declaring its advisability, and either



* A B 1 6 3 R 3 *

1 call a special meeting of the stockholders entitled to vote on the
2 amendment or direct that the proposed amendment be considered at
3 the next annual meeting of the stockholders entitled to vote on the
4 amendment.

5 (b) At the meeting, of which notice must be given to each
6 stockholder entitled to vote pursuant to the provisions of this
7 section, a vote of the stockholders entitled to vote in person or by
8 proxy must be taken for and against the proposed amendment. If it
9 appears upon the canvassing of the votes that stockholders holding
10 shares in the corporation entitling them to exercise at least a
11 majority of the voting power, or such greater proportion of the
12 voting power as may be required in the case of a vote by classes or
13 series, as provided in subsections 2 and 4, or as may be required by
14 the provisions of the articles of incorporation, have voted in favor of
15 the amendment, an officer of the corporation shall sign a certificate
16 setting forth the amendment, or setting forth the articles of
17 incorporation as amended, and the vote by which the amendment
18 was adopted.

19 (c) The certificate so signed must be filed with the Secretary of
20 State.

21 2. If any proposed amendment would adversely alter or change
22 any preference or any relative or other right given to any class or
23 series of outstanding shares, then the amendment must be approved
24 by the vote, in addition to the affirmative vote otherwise required, of
25 the holders of shares representing a majority of the voting power of
26 each class or series adversely affected by the amendment regardless
27 of limitations or restrictions on the voting power thereof.

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

32 4. Different series of the same class of shares do not constitute
33 different classes of shares for the purpose of voting by classes
34 except when the series is adversely affected by an amendment in a
35 different manner than other series of the same class.

36 5. The resolution of the stockholders approving the proposed
37 amendment may provide that at any time before the effective date of
38 the amendment, notwithstanding approval of the proposed
39 amendment by the stockholders, the board of directors may, by
40 resolution, abandon the proposed amendment without further action
41 by the stockholders.

42 6. A certificate filed pursuant to subsection 1 becomes
43 effective upon filing with the Secretary of State or upon a later date
44 specified in the certificate, which must not be later than 90 days
45 after the certificate is filed.



* A B 1 6 3 R 3 *

1 7. If a certificate filed pursuant to subsection 1 specifies an
2 effective date and if the resolution of the stockholders approving the
3 proposed amendment provides that the board of directors may
4 abandon the proposed amendment pursuant to subsection 5, the
5 board of directors may terminate the effectiveness of the certificate
6 by resolution and by filing a certificate of termination with the
7 Secretary of State that:

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

10 (b) Identifies the certificate being terminated;

11 (c) States that, pursuant to the resolution of the stockholders, the
12 board of directors is authorized to terminate the effectiveness of the
13 certificate;

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

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

17 (f) Is accompanied by a filing fee of ~~[\$150.]~~ **\$175.**

18 **Sec. 9.** NRS 78.760 is hereby amended to read as follows:

19 78.760 1. The fee for filing articles of incorporation is
20 prescribed in the following schedule:

21

22	If the amount represented by the total number of	
23	shares provided for in the articles is:	
24	\$75,000 or less	[\$175.] \$ 75
25	Over \$75,000 and not over \$200,000	[225] 175
26	Over \$200,000 and not over \$500,000	[325] 275
27	Over \$500,000 and not over \$1,000,000	[425] 375
28	Over \$1,000,000:	
29	For the first \$1,000,000	[425] 375
30	For each additional \$500,000 or fraction	
31	thereof	[225] 275
32		

33 2. The maximum fee which may be charged pursuant to this
34 section is ~~[\$25,000]~~ **\$35,000** for:

35 (a) The original filing of articles of incorporation.

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

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

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

43 (b) The product of the number of shares multiplied by \$1,
44 regardless of any lesser amount prescribed as the value or



1 consideration for which shares may be issued and disposed of, if
2 only shares without par value are therein provided for; or

3 (c) The aggregate par value of the shares with a par value plus
4 the product of the number of shares without par value multiplied by
5 \$1, regardless of any lesser amount prescribed as the value or
6 consideration for which the shares without par value may be issued
7 and disposed of, if shares with and without par value are therein
8 provided for.

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

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

14 **Sec. 10.** NRS 78.765 is hereby amended to read as follows:

15 78.765 1. The fee for filing a certificate changing the number
16 of authorized shares pursuant to NRS 78.209 or a certificate of
17 amendment to articles of incorporation that increases the
18 corporation's authorized stock or a certificate of correction that
19 increases the corporation's authorized stock is the difference
20 between the fee computed at the rates specified in NRS 78.760 upon
21 the total authorized stock of the corporation, including the proposed
22 increase, and the fee computed at the rates specified in NRS 78.760
23 upon the total authorized capital, excluding the proposed increase.
24 In no case may the amount be less than ~~150~~ **175**.

25 2. The fee for filing a certificate of amendment to articles of
26 incorporation that does not increase the corporation's authorized
27 stock or a certificate of correction that does not increase the
28 corporation's authorized stock is ~~150~~ **175**.

29 3. The fee for filing a certificate or an amended certificate
30 pursuant to NRS 78.1955 is ~~150~~ **175**.

31 4. The fee for filing a certificate of termination pursuant to
32 NRS 78.1955, 78.209 or 78.380 is ~~150~~ **175**.

33 **Sec. 11.** NRS 78.767 is hereby amended to read as follows:

34 78.767 1. The fee for filing a certificate of restated articles of
35 incorporation that does not increase the corporation's authorized
36 stock is ~~150~~ **175**.

37 2. The fee for filing a certificate of restated articles of
38 incorporation that increases the corporation's authorized stock is the
39 difference between the fee computed pursuant to NRS 78.760 based
40 upon the total authorized stock of the corporation, including the
41 proposed increase, and the fee computed pursuant to NRS 78.760
42 based upon the total authorized stock of the corporation, excluding
43 the proposed increase. In no case may the amount be less than
44 ~~150~~ **175**.



1 **Sec. 12.** NRS 78.780 is hereby amended to read as follows:
2 78.780 1. The fee for filing a certificate of extension of
3 corporate existence of any corporation is an amount equal to one-
4 fourth of the fee computed at the rates specified in NRS 78.760 for
5 filing articles of incorporation.

6 2. The fee for filing a certificate of dissolution whether it
7 occurs before or after payment of capital and beginning of business
8 is ~~is \$60.~~ **\$75.**

9 **Sec. 13.** NRS 78.785 is hereby amended to read as follows:
10 78.785 1. The fee for filing a certificate of change of location
11 of a corporation's registered office and resident agent, or a new
12 designation of resident agent, is ~~is \$30.~~ **\$60.**

13 2. The fee for certifying articles of incorporation where a copy
14 is provided is ~~is \$20.~~ **\$30.**

15 3. The fee for certifying a copy of an amendment to articles of
16 incorporation, or to a copy of the articles as amended, where a copy
17 is furnished, is ~~is \$20.~~ **\$30.**

18 4. The fee for certifying an authorized printed copy of the
19 general corporation law as compiled by the Secretary of State is
20 ~~is \$20.~~ **\$30.**

21 5. The fee for reserving a corporate name is ~~is \$20.~~ **\$25.**

22 6. The fee for executing a certificate of corporate existence
23 which does not list the previous documents relating to the
24 corporation, or a certificate of change in a corporate name, is ~~is \$40.~~
25 **\$50.**

26 7. The fee for executing a certificate of corporate existence
27 which lists the previous documents relating to the corporation is
28 ~~is \$40.~~ **\$50.**

29 8. The fee for executing, certifying or filing any certificate or
30 document not provided for in NRS 78.760 to 78.785, inclusive, is
31 ~~is \$40.~~ **\$50.**

32 9. The fee for copies made at the Office of the Secretary of
33 State is ~~is \$1.~~ **\$2** per page.

34 10. The fees for filing articles of incorporation, articles of
35 merger, or certificates of amendment increasing the basic surplus of
36 a mutual or reciprocal insurer must be computed pursuant to NRS
37 78.760, 78.765 and 92A.210, on the basis of the amount of basic
38 surplus of the insurer.

39 11. The fee for examining and provisionally approving any
40 document at any time before the document is presented for filing is
41 ~~is \$100.~~ **\$125.**

42 **Sec. 14.** NRS 78.795 is hereby amended to read as follows:

43 78.795 1. Any natural person or corporation residing or
44 located in this state may ~~[- on or after January 1 of any year but~~
45 ~~before January 31 of that year.]~~ register **for that calendar year** his



1 willingness to serve as the resident agent of a domestic or foreign
2 corporation, limited-liability company or limited partnership with
3 the Secretary of State. The registration must *state the full, legal*
4 *name of the person or corporation willing to serve as the resident*
5 *agent and* be accompanied by a fee of ~~[\$250]~~ \$500 per office
6 location of the resident agent.

7 2. The Secretary of State shall maintain a list of those persons
8 who are registered pursuant to subsection 1 and make the list
9 available to persons seeking to do business in this state.

10 3. *A person registered pursuant to subsection 1 may apply to*
11 *the Secretary of State to amend any information pertaining to that*
12 *person contained in the list for a fee of \$50.*

13 4. *The Secretary of State may adopt regulations prescribing*
14 *the content, maintenance and presentation of the list.*

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

16 80.050 1. Except as otherwise provided in subsection 3,
17 foreign corporations shall pay the same fees to the Secretary of State
18 as are required to be paid by corporations organized pursuant to the
19 laws of this state, but the amount of fees to be charged must not
20 exceed:

21 (a) The sum of ~~[\$25,000]~~ \$35,000 for filing documents for
22 initial qualification; or

23 (b) The sum of ~~[\$25,000]~~ \$35,000 for each subsequent filing of
24 a certificate increasing authorized capital stock.

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

30 3. Foreign corporations which are nonprofit corporations and
31 do not have or issue shares of stock shall pay the same fees to the
32 Secretary of State as are required to be paid by nonprofit
33 corporations organized pursuant to the laws of this state.

34 4. The fee for filing a notice of withdrawal from the State of
35 Nevada by a foreign corporation is ~~[\$60]~~ \$75.

36 **Sec. 16.** NRS 80.070 is hereby amended to read as follows:

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

39 (a) A certificate of change ~~[H]~~ *of resident agent*, signed by an
40 officer of the corporation, setting forth:

41 (1) The name of the corporation;

42 (2) The name and street address of the present resident agent;

43 and

44 (3) The name and street address of the new resident agent;

45 and



* A B 1 6 3 R 3 *

1 (b) A certificate of acceptance executed by the new resident
2 agent, which must be a part of or attached to the certificate of
3 change ~~[-~~.

4 ~~The change authorized by this subsection becomes effective upon~~
5 ~~the filing of the certificate of change.] of resident agent.~~

6 2. *If the name of a resident agent is changed as a result of a*
7 *merger, conversion, exchange, sale, reorganization or*
8 *amendment, the resident agent shall:*

9 (a) *File with the Secretary of State a certificate of name*
10 *change of resident agent that includes:*

11 (1) *The current name of the resident agent as filed with the*
12 *Secretary of State;*

13 (2) *The new name of the resident agent; and*

14 (3) *The name and file number of each artificial person*
15 *formed, organized, registered or qualified pursuant to the*
16 *provisions of this title that the resident agent represents; and*

17 (b) *Pay to the Secretary of State a filing fee of \$100.*

18 3. *A change authorized by subsection 1 or 2 becomes effective*
19 *upon the filing of the proper certificate of change.*

20 4. A ~~{person who has been designated by a foreign corporation~~
21 ~~as}~~ resident agent ~~{may file}~~ *who desires to resign shall:*

22 (a) *File with the Secretary of State a signed statement in the*
23 *manner provided pursuant to subsection 1 of NRS 78.097 that he is*
24 *unwilling to continue to act as the resident agent of the corporation*
25 *for the service of process* ~~[-~~

26 ~~—3.]; and~~

27 (b) *Pay to the Secretary of State the filing fee set forth in*
28 *subsection 1 of NRS 78.097.*

29 *A resignation is not effective until the signed statement is filed*
30 *with the Secretary of State.*

31 5. Upon the filing of the statement of resignation with the
32 Secretary of State, the capacity of the resigning person as resident
33 agent terminates. If the statement of resignation is not accompanied
34 by a statement of the corporation appointing a successor resident
35 agent, the resigning resident agent shall give written notice, by mail,
36 to the corporation, of the filing of the statement and its effect. The
37 notice must be addressed to any officer of the corporation other than
38 the resident agent.

39 ~~{4.}~~ 6. If a resident agent dies, resigns or moves from the State,
40 the corporation, within 30 days thereafter, shall file with the
41 Secretary of State a certificate of acceptance executed by the new
42 resident agent. The certificate must set forth the name of the new
43 resident agent, his street address for the service of process, and his
44 mailing address if different from his street address.



* A B 1 6 3 R 3 *

1 ~~15.1~~ 7. A corporation that fails to file a certificate of acceptance
2 executed by a new resident agent within 30 days after the death,
3 resignation or removal of its resident agent shall be deemed in
4 default and is subject to the provisions of NRS 80.150 and 80.160.

5 **Sec. 17.** NRS 80.110 is hereby amended to read as follows:

6 80.110 1. Each foreign corporation doing business in this
7 state shall, on or before the first day of the second month after the
8 filing of its certificate of corporate existence with the Secretary of
9 State, and annually thereafter on or before the last day of the month
10 in which the anniversary date of its qualification to do business in
11 this state occurs in each year, file with the Secretary of State a list,
12 on a form furnished by him, that contains:

13 (a) The names of its president, secretary and treasurer or their
14 equivalent, and all of its directors;

15 (b) ~~[A designation of its]~~ *The name and street address of the*
16 *lawfully designated* resident agent *of the corporation* in this state;
17 and

18 (c) The signature of an officer of the corporation.

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

22 2. Upon filing:

23 (a) The initial list required by subsection 1, the corporation shall
24 pay to the Secretary of State a fee of ~~[\$165.]~~ *\$125.*

25 (b) Each annual list required by subsection 1, the corporation
26 shall pay to the Secretary of State ~~[a fee of \$85.]~~ *, if the amount*
27 *represented by the total number of shares provided for in the*
28 *articles is:*

29
30 *\$75,000 or less \$125*

31 *Over \$75,000 and not over \$200,000 175*

32 *Over \$200,000 and not over \$500,000 275*

33 *Over \$500,000 and not over \$1,000,000 375*

34 *Over \$1,000,000:*

35 *For the first \$1,000,000..... 375*

36 *For each additional \$500,000 or fraction*
37 *thereof..... 275*

38 *The maximum fee which may be charged pursuant to paragraph*
39 *(b) for filing the annual list is \$11,100.*

40
41 3. *If a director or officer of a corporation resigns and the*
42 *resignation is not made in conjunction with the filing of an*
43 *annual or amended list of directors and officers, the corporation*
44 *shall pay to the Secretary of State a fee of \$75 to file the*
45 *resignation of the director or officer.*



* A B 1 6 3 R 3 *

1 **4.** The Secretary of State shall, 60 days before the last day for
2 filing each annual list required by subsection 1, cause to be mailed
3 to each corporation required to comply with the provisions of NRS
4 80.110 to 80.170, inclusive, which has not become delinquent, the
5 blank forms to be completed and filed with him. Failure of any
6 corporation to receive the forms does not excuse it from the penalty
7 imposed by the provisions of NRS 80.110 to 80.170, inclusive.

8 ~~4.~~ **5.** An annual list for a corporation not in default which is
9 received by the Secretary of State more than 60 days before its due
10 date shall be deemed an amended list for the previous year and does
11 not satisfy the requirements of subsection 1 for the year to which the
12 due date is applicable.

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

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

17 2. For default there must be added to the amount of the fee a
18 penalty of ~~[\$50.]~~ **\$75**, and unless the filing is made and the fee and
19 penalty are paid on or before the first day of the ninth month
20 following the month in which filing was required, the defaulting
21 corporation by reason of its default forfeits its right to transact any
22 business within this state. The fee and penalty must be collected as
23 provided in this chapter.

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

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

31 (a) Files with the Secretary of State ~~the~~ :

32 **(1) The** list as provided in NRS 80.110 and 80.140; **and**

33 **(2) A certificate of acceptance of appointment signed by its**
34 **resident agent;** and

35 (b) Pays to the Secretary of State:

36 (1) The filing fee and penalty set forth in NRS 80.110 and
37 80.150 for each year or portion thereof that its right to transact
38 business was forfeited; and

39 (2) A fee of ~~[\$200]~~ **\$300** for reinstatement.

40 2. If payment is made and the Secretary of State reinstates the
41 corporation to its former rights, he shall:

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



* A B 1 6 3 R 3 *

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

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

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

11 **Sec. 19.5.** NRS 80.190 is hereby amended to read as follows:

12 80.190 1. Except as otherwise provided in subsection 2, each
13 foreign corporation doing business in this state shall, not later than
14 the month of March in each year, publish a statement of its last
15 calendar year's business in two numbers or issues of a newspaper
16 published in this state ~~that~~ *that has a total weekly circulation of at*
17 *least 1,000. The statement must include:*

18 *(a) The name of the corporation.*

19 *(b) The name and title of the corporate officer submitting the*
20 *statement.*

21 *(c) The mailing or street address of the corporation's principal*
22 *office.*

23 *(d) The mailing or street address of the corporation's office in*
24 *this state, if one exists.*

25 *(e) The total assets and liabilities of the corporation at the end*
26 *of the year.*

27 2. If the corporation keeps its records on the basis of a fiscal
28 year other than the calendar, the statement required by subsection 1
29 must be published not later than the end of the third month
30 following the close of each fiscal year.

31 3. A corporation which neglects or refuses to publish a
32 statement as required by this section is liable to a penalty of \$100
33 for each month that the statement remains unpublished.

34 4. Any district attorney in the State or the Attorney General
35 may sue to recover the penalty. The first county suing through its
36 district attorney shall recover the penalty, and if no suit is brought
37 for the penalty by any district attorney, the State may recover
38 through the Attorney General.

39 **Sec. 20.** NRS 82.193 is hereby amended to read as follows:

40 82.193 1. A corporation shall have a resident agent in the
41 manner provided in NRS 78.090, 78.095, 78.097 and 78.110. The
42 resident agent and the corporation shall comply with the provisions
43 of those sections.

44 2. A corporation is subject to the provisions of NRS 78.150 to
45 78.185, inclusive, except that:



- 1 (a) The fee for filing a list is ~~15~~ 25;
2 (b) The penalty added for default is ~~5~~ 50; and
3 (c) The fee for reinstatement is ~~25~~ 100.

4 **Sec. 21.** NRS 82.531 is hereby amended to read as follows:

5 82.531 1. The fee for filing articles of incorporation,
6 amendments to or restatements of articles of incorporation,
7 certificates pursuant to NRS 82.061 and 82.063 and documents for
8 dissolution is ~~25~~ 50 for each document.

9 2. Except as otherwise provided in NRS 82.193 and subsection
10 1, the fees for filing documents are those set forth in NRS 78.765 to
11 78.785, inclusive.

12 **Sec. 22.** NRS 82.546 is hereby amended to read as follows:

13 82.546 1. Any corporation which did exist or is existing
14 pursuant to the laws of this state may, upon complying with the
15 provisions of NRS 78.150 and 82.193, procure a renewal or revival
16 of its charter for any period, together with all the rights, franchises,
17 privileges and immunities, and subject to all its existing and
18 preexisting debts, duties and liabilities secured or imposed by its
19 original charter and amendments thereto, or its existing charter, by
20 filing:

21 (a) A certificate with the Secretary of State, which must set
22 forth:

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

26 (2) The name and street address of the *lawfully designated*
27 resident agent of the filing corporation, and his mailing address if
28 different from his street address.

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

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

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

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

43 2. A corporation whose charter has not expired and is being
44 renewed shall cause the certificate to be signed by its president or
45 vice president and secretary or assistant secretary. The certificate



* A B 1 6 3 R 3 *

1 must be approved by a majority of the last-appointed surviving
2 directors.

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

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

17 **Sec. 23.** NRS 84.090 is hereby amended to read as follows:

18 84.090 1. The fee for filing articles of incorporation,
19 amendments to or restatements of articles of incorporation ~~for~~
20 ~~certificates of reinstatement~~ and documents for dissolution is ~~[\$25]~~
21 ~~\$50~~ for each document.

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

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

25 84.110 1. Every corporation sole must have a resident agent
26 in the manner provided in NRS 78.090 and 78.095, subsections 1 to
27 4, inclusive, of NRS 78.097 and NRS 78.110. The resident agent
28 shall comply with the provisions of those sections.

29 2. A corporation sole that fails to file a certificate of acceptance
30 executed by the new resident agent within 30 days after the death,
31 resignation or removal of its former resident agent shall be deemed
32 in default and is subject to the provisions of NRS 84.130 and
33 84.140.

34 3. ~~[No] A corporation sole [may be required to file an annual~~
35 ~~list of officers, directors and designation of resident agent.] is~~
36 ~~subject to the provisions of NRS 78.150 to 78.185, inclusive, except~~
37 ~~that:~~

- 38 (a) *The fee for filing a list is \$25;*
39 (b) *The penalty added for default is \$50; and*
40 (c) *The fee for reinstatement is \$100.*

41 **Sec. 24.5.** NRS 84.120 is hereby amended to read as follows:

42 84.120 1. A resident agent who wishes to resign shall ~~[file]~~ :

43 (a) *File* with the Secretary of State a signed statement ~~[for each~~
44 ~~corporation sole] in the manner provided pursuant to subsection 1~~



* A B 1 6 3 R 3 *

1 of NRS 78.097 that he is unwilling to continue to act as the *resident*
2 agent of the corporation for the service of process ~~H~~; and
3 (b) *Pay to the Secretary of State the filing fee set forth in*
4 *subsection 1 of NRS 78.097.*

5 A resignation is not effective until the signed statement is filed with
6 the Secretary of State.

7 2. The statement of resignation may contain a statement of the
8 affected corporation sole appointing a successor resident agent for
9 that corporation. A certificate of acceptance executed by the new
10 resident agent, stating the full name, complete street address and, if
11 different from the street address, mailing address of the new resident
12 agent, must accompany the statement appointing a successor
13 resident agent.

14 3. Upon the filing of the statement of resignation with the
15 Secretary of State, the capacity of the resigning person as resident
16 agent terminates. If the statement of resignation contains no
17 statement by the corporation sole appointing a successor resident
18 agent, the resigning resident agent shall immediately give written
19 notice, by mail, to the corporation of the filing of the statement and
20 its effect. The notice must be addressed to the person in whom is
21 vested the legal title to property specified in NRS 84.020.

22 4. If a resident agent dies, resigns or removes from the State,
23 the corporation sole, within 30 days thereafter, shall file with the
24 Secretary of State a certificate of acceptance executed by the new
25 resident agent. The certificate must set forth the full name and
26 complete street address of the new resident agent for the service of
27 process, and may have a separate mailing address, such as a post
28 office box, which may be different from the street address.

29 5. A corporation sole that fails to file a certificate of acceptance
30 executed by the new resident agent within 30 days after the death,
31 resignation or removal of its former resident agent shall be deemed
32 in default and is subject to the provisions of NRS 84.130 and
33 84.140.

34 **Sec. 25.** NRS 86.226 is hereby amended to read as follows:

35 86.226 1. A signed certificate of amendment, or a certified
36 copy of a judicial decree of amendment, must be filed with the
37 Secretary of State. A person who executes a certificate as an agent,
38 officer or fiduciary of the limited-liability company need not exhibit
39 evidence of his authority as a prerequisite to filing. Unless the
40 Secretary of State finds that a certificate does not conform to law,
41 upon his receipt of all required filing fees he shall file the certificate.

42 2. A certificate of amendment or judicial decree of amendment
43 is effective upon filing with the Secretary of State or upon a later
44 date specified in the certificate or judicial decree, which must not be
45 more than 90 days after the certificate or judicial decree is filed.



1 3. If a certificate specifies an effective date and if the
2 resolution of the members approving the proposed amendment
3 provides that one or more managers or, if management is not vested
4 in a manager, one or more members may abandon the proposed
5 amendment, then those managers or members may terminate the
6 effectiveness of the certificate by filing a certificate of termination
7 with the Secretary of State that:

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

10 (b) Identifies the certificate being terminated;

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

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

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

19 (f) Is accompanied by a filing fee of ~~[\$150.]~~ **\$175.**

20 **Sec. 26.** NRS 86.235 is hereby amended to read as follows:

21 86.235 1. If a limited-liability company formed pursuant to
22 this chapter desires to change its resident agent, the change may be
23 effected by filing with the Secretary of State a certificate of change
24 **of resident agent** signed by a manager of the company or, if
25 management is not vested in a manager, by a member, that sets
26 forth:

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

28 (b) The name and street address of its present resident agent; and

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

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

32 ~~—3. The~~ **of resident agent.**

33 **3. If the name of a resident agent is changed as a result of a**
34 **merger, conversion, exchange, sale, reorganization or**
35 **amendment, the resident agent shall:**

36 **(a) File with the Secretary of State a certificate of name**
37 **change of resident agent that includes:**

38 **(1) The current name of the resident agent as filed with the**
39 **Secretary of State;**

40 **(2) The new name of the resident agent; and**

41 **(3) The name and file number of each artificial person**
42 **formed, organized, registered or qualified pursuant to the**
43 **provisions of this title that the resident agent represents; and**

44 **(b) Pay to the Secretary of State a filing fee of \$100.**



* A B 1 6 3 R 3 *

1 **4.** A change authorized by this section becomes effective upon
2 the filing of the *proper* certificate of change.

3 **Sec. 26.5.** NRS 86.251 is hereby amended to read as follows:

4 86.251 1. A resident agent who desires to resign shall ~~file~~:

5 **(a)** *File* with the Secretary of State a signed statement ~~for each~~
6 ~~limited-liability company~~ *in the manner provided pursuant to*
7 *subsection 1 of NRS 78.097* that he is unwilling to continue to act
8 as the *resident* agent of the limited-liability company for the service
9 of process ~~it~~; and

10 **(b)** *Pay to the Secretary of State the filing fee set forth in*
11 *subsection 1 of NRS 78.097.*

12 A resignation is not effective until the signed statement is filed with
13 the Secretary of State.

14 2. The statement of resignation may contain a statement of the
15 affected limited-liability company appointing a successor resident
16 agent for that limited-liability company, giving the agent's full
17 name, street address for the service of process, and mailing address
18 if different from the street address. A certificate of acceptance
19 executed by the new resident agent must accompany the statement
20 appointing a successor resident agent.

21 3. Upon the filing of the statement of resignation with the
22 Secretary of State the capacity of the resigning person as resident
23 agent terminates. If the statement of resignation contains no
24 statement by the limited-liability company appointing a successor
25 resident agent, the resigning agent shall immediately give written
26 notice, by mail, to the limited-liability company of the filing of the
27 statement and its effect. The notice must be addressed to any
28 manager or, if none, to any member, of the limited-liability
29 company other than the resident agent.

30 4. If a resident agent dies, resigns or moves from the State, the
31 limited-liability company, within 30 days thereafter, shall file with
32 the Secretary of State a certificate of acceptance executed by the
33 new resident agent. The certificate must set forth the name,
34 complete street address and mailing address, if different from the
35 street address, of the new resident agent.

36 5. Each limited-liability company which fails to file a
37 certificate of acceptance executed by the new resident agent within
38 30 days after the death, resignation or removal of its resident agent
39 as provided in subsection 4, shall be deemed in default and is
40 subject to the provisions of NRS 86.272 and 86.274.

41 **Sec. 27.** NRS 86.263 is hereby amended to read as follows:

42 86.263 1. A limited-liability company shall, on or before the
43 first day of the second month after the filing of its articles of
44 organization with the Secretary of State, file with the Secretary of
45 State, on a form furnished by him, a list that contains:



* A B 1 6 3 R 3 *

- 1 (a) The name of the limited-liability company;
2 (b) The file number of the limited-liability company, if known;
3 (c) The names and titles of all of its managers or, if there is no
4 manager, all of its managing members;
5 (d) The mailing or street address, either residence or business, of
6 each manager or managing member listed, following the name of
7 the manager or managing member;
8 (e) The name and street address of the *lawfully designated*
9 resident agent of the limited-liability company; and
10 (f) The signature of a manager or managing member of the
11 limited-liability company certifying that the list is true, complete
12 and accurate.
- 13 2. The limited-liability company shall annually thereafter, on
14 or before the last day of the month in which the anniversary date of
15 its organization occurs, file with the Secretary of State, on a form
16 furnished by him, an amended list containing all of the information
17 required in subsection 1. ~~If the limited-liability company has had no~~
18 ~~changes in its managers or, if there is no manager, its managing~~
19 ~~members, since its previous list was filed, no amended list need be~~
20 ~~filed if a manager or managing member of the limited-liability~~
21 ~~company certifies to the Secretary of State as a true and accurate~~
22 ~~statement that no changes in the managers or managing members~~
23 ~~have occurred.~~
- 24 3. Each list required by ~~{subsection 1 and each list or~~
25 ~~certification required by subsection}~~ *subsections 1 and* 2 must be
26 accompanied by a declaration under penalty of perjury that the
27 limited-liability company has complied with the provisions of
28 chapter 364A of NRS.
- 29 4. Upon filing:
30 (a) The initial list required by subsection 1, the limited-liability
31 company shall pay to the Secretary of State a fee of ~~[\$165.]~~ *\$125.*
32 (b) Each annual list required by subsection 2, ~~{for certifying that~~
33 ~~no changes have occurred,}~~ the limited-liability company shall pay
34 to the Secretary of State a fee of ~~[\$85.]~~ *\$125.*
- 35 5. *If a manager or managing member of a limited-liability*
36 *company resigns and the resignation is not made in conjunction*
37 *with the filing of an annual or amended list of managers and*
38 *managing members, the limited-liability company shall pay to the*
39 *Secretary of State a fee of \$75 to file the resignation of the*
40 *manager or managing member.*
- 41 6. The Secretary of State shall, 60 days before the last day for
42 filing each list required by subsection 2, cause to be mailed to each
43 limited-liability company required to comply with the provisions of
44 this section, which has not become delinquent, a notice of the fee
45 due under subsection 4 and a reminder to file a list required by



* A B 1 6 3 R 3 *

1 subsection 2 . ~~for a certification of no change.~~ Failure of any
2 company to receive a notice or form does not excuse it from the
3 penalty imposed by law.

4 ~~16.~~ 7. If the list to be filed pursuant to the provisions of
5 subsection 1 or 2 is defective or the fee required by subsection 4 is
6 not paid, the Secretary of State may return the list for correction or
7 payment.

8 ~~17.~~ 8. An annual list for a limited-liability company not in
9 default received by the Secretary of State more than 60 days before
10 its due date shall be deemed an amended list for the previous year.

11 **Sec. 28.** NRS 86.272 is hereby amended to read as follows:

12 86.272 1. Each limited-liability company required to make a
13 filing and pay the fee prescribed in NRS 86.263 which refuses or
14 neglects to do so within the time provided is in default.

15 2. For default there must be added to the amount of the fee a
16 penalty of ~~150.~~ \$75. The fee and penalty must be collected as
17 provided in this chapter.

18 **Sec. 29.** NRS 86.276 is hereby amended to read as follows:

19 86.276 1. Except as otherwise provided in subsections 3 and
20 4, the Secretary of State shall reinstate any limited-liability company
21 which has forfeited its right to transact business pursuant to the
22 provisions of this chapter and restore to the company its right to
23 carry on business in this state, and to exercise its privileges and
24 immunities, if it:

25 (a) Files with the Secretary of State ~~the~~ :

26 (1) *The* list required by NRS 86.263; *and*

27 (2) *A certificate of acceptance of appointment signed by its*
28 *resident agent;* and

29 (b) Pays to the Secretary of State:

30 (1) The filing fee and penalty set forth in NRS 86.263 and
31 86.272 for each year or portion thereof during which it failed *to file*
32 in a timely manner each required annual list; and

33 (2) A fee of ~~200.~~ \$300 for reinstatement.

34 2. When the Secretary of State reinstates the limited-liability
35 company, he shall:

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

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

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



* A B 1 6 3 R 3 *

1 4. If a company's charter has been revoked pursuant to the
2 provisions of this chapter and has remained revoked for a period of
3 5 consecutive years, the charter must not be reinstated.

4 **Sec. 30.** NRS 86.401 is hereby amended to read as follows:

5 86.401 1. On application to a court of competent jurisdiction
6 by a judgment creditor of a member, the court may charge the
7 member's interest with payment of the unsatisfied amount of the
8 judgment with interest. To the extent so charged, the judgment
9 creditor has only the rights of an assignee of the member's interest.

10 2. ~~{The court may appoint a receiver of the share of the~~
11 ~~distributions due or to become due to the judgment debtor in respect~~
12 ~~of the limited liability company. The receiver has only the rights of~~
13 ~~an assignee. The court may make all other orders, directions,~~
14 ~~accounts and inquiries that the judgment debtor might have made or~~
15 ~~which the circumstances of the case may require.~~

16 ~~—3.— A charging order constitutes a lien on the member's interest~~
17 ~~of the judgment debtor. The court may order a foreclosure of the~~
18 ~~member's interest subject to the charging order at any time. The~~
19 ~~purchaser at the foreclosure sale has only the rights of an assignee.~~

20 ~~—4.— Unless otherwise provided in the articles of organization or~~
21 ~~operating agreement, at any time before foreclosure, a member's~~
22 ~~interest charged may be redeemed:~~

23 ~~—(a) By the judgment debtor;~~

24 ~~—(b) With property other than property of the limited liability~~
25 ~~company, by one or more of the other members; or~~

26 ~~—(c) By the limited liability company with the consent of all of~~
27 ~~the members whose interests are not so charged.~~

28 ~~—5.— This section {provides} :~~

29 (a) **Provides** the exclusive remedy by which a judgment creditor
30 of a member or an assignee of a member may satisfy a judgment out
31 of the member's interest of the judgment debtor.

32 ~~{6.— No creditor of a member has any right to obtain possession~~
33 ~~of, or otherwise exercise legal or equitable remedies with respect to,~~
34 ~~the property of the limited liability company.~~

35 ~~—7.— This section does}~~

36 (b) **Does** not deprive any member of the benefit of any
37 exemption applicable to his interest.

38 **Sec. 31.** NRS 86.561 is hereby amended to read as follows:

39 86.561 1. The Secretary of State shall charge and collect for:

40 (a) Filing the original articles of organization, or for registration
41 of a foreign company, ~~{ \$175; }~~ **\$75;**

42 (b) Amending or restating the articles of organization, amending
43 the registration of a foreign company or filing a certificate of
44 correction, ~~{ \$150; }~~ **\$175;**



- 1 (c) Filing the articles of dissolution of a domestic or foreign
2 company, ~~1560;~~ **175;**
- 3 (d) Filing a statement of change of address of a records or
4 registered office, or change of the resident agent, ~~130;~~ **60;**
- 5 (e) Certifying articles of organization or an amendment to the
6 articles, in both cases where a copy is provided, ~~120;~~ **30;**
- 7 (f) Certifying an authorized printed copy of this chapter, ~~120;~~
8 **30;**
- 9 (g) Reserving a name for a limited-liability company, ~~120;~~
10 **25;**
- 11 (h) Filing a certificate of cancellation, ~~160;~~ **75;**
- 12 (i) Executing, filing or certifying any other document, ~~140;~~
13 **50;** and
- 14 (j) Copies made at the Office of the Secretary of State, ~~11;~~ **2**
15 per page.
- 16 2. The Secretary of State shall charge and collect at the time of
17 any service of process on him as agent for service of process of a
18 limited-liability company, ~~110;~~ **100** which may be recovered as
19 taxable costs by the party to the action causing the service to be
20 made if the party prevails in the action.
- 21 3. Except as otherwise provided in this section, the fees set
22 forth in NRS 78.785 apply to this chapter.
- 23 **Sec. 32.** NRS 86.568 is hereby amended to read as follows:
- 24 86.568 1. A limited-liability company may correct a
25 document filed by the Secretary of State with respect to the limited-
26 liability company if the document contains an inaccurate record of a
27 company action described in the document or was defectively
28 executed, attested, sealed, verified or acknowledged.
- 29 2. To correct a document, the limited-liability company must:
- 30 (a) Prepare a certificate of correction that:
- 31 (1) States the name of the limited-liability company;
- 32 (2) Describes the document, including, without limitation, its
33 filing date;
- 34 (3) Specifies the inaccuracy or defect;
- 35 (4) Sets forth the inaccurate or defective portion of the
36 document in an accurate or corrected form; and
- 37 (5) Is signed by a manager of the company, or if
38 management is not vested in a manager, by a member of the
39 company.
- 40 (b) Deliver the certificate to the Secretary of State for filing.
- 41 (c) Pay a filing fee of ~~1150;~~ **175** to the Secretary of State.
- 42 3. A certificate of correction is effective on the effective date
43 of the document it corrects except as to persons relying on the
44 uncorrected document and adversely affected by the correction. As
45 to those persons, the certificate is effective when filed.



* A B 1 6 3 R 3 *

1 **Sec. 33.** NRS 86.580 is hereby amended to read as follows:

2 86.580 1. A limited-liability company which did exist or is
3 existing pursuant to the laws of this state may, upon complying with
4 the provisions of NRS 86.276, procure a renewal or revival of its
5 charter for any period, together with all the rights, franchises,
6 privileges and immunities, and subject to all its existing and
7 preexisting debts, duties and liabilities secured or imposed by its
8 original charter and amendments thereto, or existing charter, by
9 filing:

10 (a) A certificate with the Secretary of State, which must set
11 forth:

12 (1) The name of the limited-liability company, which must
13 be the name of the limited-liability company at the time of the
14 renewal or revival, or its name at the time its original charter
15 expired.

16 (2) The name of the person *lawfully* designated as the
17 resident agent of the limited-liability company, his street address for
18 the service of process, and his mailing address if different from his
19 street address.

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

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

26 (5) That the limited-liability company desiring to renew or
27 revive its charter is, or has been, organized and carrying on the
28 business authorized by its existing or original charter and
29 amendments thereto, and desires to renew or continue through
30 revival its existence pursuant to and subject to the provisions of this
31 chapter.

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

35 2. A limited-liability company whose charter has not expired
36 and is being renewed shall cause the certificate to be signed by its
37 manager, or if there is no manager, by a person designated by its
38 members. The certificate must be approved by a majority in interest.

39 3. A limited-liability company seeking to revive its original or
40 amended charter shall cause the certificate to be signed by a person
41 or persons designated or appointed by the members. The execution
42 and filing of the certificate must be approved by the written consent
43 of a majority in interest and must contain a recital that this consent
44 was secured. The limited-liability company shall pay to the



* A B 1 6 3 R 3 *

1 Secretary of State the fee required to establish a new limited-
2 liability company pursuant to the provisions of this chapter.

3 4. The filed certificate, or a copy thereof which has been
4 certified under the hand and seal of the Secretary of State, must be
5 received in all courts and places as prima facie evidence of the facts
6 therein stated and of the existence of the limited-liability company
7 therein named.

8 **Sec. 34.** NRS 87.460 is hereby amended to read as follows:

9 87.460 1. A certificate of registration of a registered limited-
10 liability partnership may be amended by filing with the Secretary of
11 State a certificate of amendment. The certificate of amendment must
12 set forth:

- 13 (a) The name of the registered limited-liability partnership;
14 (b) The dates on which the registered limited-liability
15 partnership filed its original certificate of registration and any other
16 certificates of amendment; and
17 (c) The change to the information contained in the original
18 certificate of registration or any other certificates of amendment.

19 2. The certificate of amendment must be:

- 20 (a) Signed by a managing partner of the registered limited-
21 liability partnership; and
22 (b) Accompanied by a fee of ~~150.~~ **175.**

23 **Sec. 35.** NRS 87.470 is hereby amended to read as follows:

24 87.470 The registration of a registered limited-liability
25 partnership is effective until:

26 1. Its certificate of registration is revoked pursuant to NRS
27 87.520; or

28 2. The registered limited-liability partnership files with the
29 Secretary of State a written notice of withdrawal executed by a
30 managing partner. The notice must be accompanied by a fee of
31 ~~60.~~ **75.**

32 **Sec. 36.** NRS 87.490 is hereby amended to read as follows:

33 87.490 1. If a registered limited-liability partnership wishes
34 to change the location of its principal office in this state or its
35 resident agent, it shall first file with the Secretary of State a
36 certificate of change **of principal office or resident agent** that sets
37 forth:

- 38 (a) The name of the registered limited-liability partnership;
39 (b) The street address of its principal office;
40 (c) If the location of its principal office will be changed, the
41 street address of its new principal office;
42 (d) The name of its resident agent; and
43 (e) If its resident agent will be changed, the name of its new
44 resident agent.

45 ~~The~~



* A B 1 6 3 R 3 *

1 2. A certificate of acceptance ~~of its~~ *signed by the* new
2 resident agent must accompany the certificate of change ~~of~~
3 ~~2.] of resident agent.~~

4 3. A certificate of change *of principal office or resident agent*
5 filed pursuant to this section must be:

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

8 (b) Accompanied by a fee of ~~[\$30.]~~ \$60.

9 4. *If the name of a resident agent is changed as a result of a*
10 *merger, conversion, exchange, sale, reorganization or*
11 *amendment, the resident agent shall:*

12 (a) *File with the Secretary of State a certificate of name*
13 *change of resident agent that includes:*

14 (1) *The current name of the resident agent as filed with the*
15 *Secretary of State;*

16 (2) *The new name of the resident agent; and*

17 (3) *The name and file number of each artificial person*
18 *formed, organized, registered or qualified pursuant to the*
19 *provisions of this title that the resident agent represents; and*

20 (b) *Pay to the Secretary of State a filing fee of \$100.*

21 5. *A change authorized by this section becomes effective upon*
22 *the filing of the proper certificate of change.*

23 Sec. 36.5. NRS 87.500 is hereby amended to read as follows:

24 87.500 1. A resident agent ~~of a registered limited-liability~~
25 ~~partnership~~ who wishes to resign shall ~~file~~ :

26 (a) *File* with the Secretary of State a signed statement *in the*
27 *manner provided pursuant to subsection 1 of NRS 78.097* that he is
28 unwilling to continue to act as the resident agent of the registered
29 limited-liability partnership for *the* service of process ~~of~~; *and*

30 (b) *Pay to the Secretary of State the filing fee set forth in*
31 *subsection 1 of NRS 78.097.*

32 A resignation is not effective until the signed statement is filed with
33 the Secretary of State.

34 2. The statement of resignation may contain a statement by the
35 affected registered limited-liability partnership appointing a
36 successor resident agent. A certificate of acceptance signed by the
37 new agent, stating the full name, complete street address and, if
38 different from the street address, the mailing address of the new
39 agent, must accompany the statement appointing the new resident
40 agent.

41 3. Upon the filing of the statement with the Secretary of State,
42 the capacity of the person as resident agent terminates. If the
43 statement of resignation contains no statement by the registered
44 limited-liability partnership appointing a successor resident agent,
45 the resigning agent shall immediately give written notice, by



* A B 1 6 3 R 3 *

1 certified mail, to the registered limited-liability partnership of the
2 filing of the statement and its effect. The notice must be addressed
3 to a managing partner in this state.

4 4. If a resident agent dies, resigns or removes himself from the
5 State, the registered limited-liability partnership shall, within 30
6 days thereafter, file with the Secretary of State a certificate of
7 acceptance, executed by the new resident agent. The certificate must
8 set forth the full name, complete street address and, if different from
9 the street address, the mailing address of the newly designated
10 resident agent.

11 5. If a registered limited-liability partnership fails to file a
12 certificate of acceptance within the period required by ~~this~~
13 ~~subsection,~~ **subsection 4**, it is in default and is subject to the
14 provisions of NRS 87.520.

15 **Sec. 37.** NRS 87.510 is hereby amended to read as follows:

16 87.510 1. A registered limited-liability partnership shall, on
17 or before the first day of the second month after the filing of its
18 certificate of registration with the Secretary of State, and annually
19 thereafter on or before the last day of the month in which the
20 anniversary date of the filing of its certificate of registration with the
21 Secretary of State occurs, file with the Secretary of State, on a form
22 furnished by him, a list that contains:

- 23 (a) The name of the registered limited-liability partnership;
24 (b) The file number of the registered limited-liability
25 partnership, if known;
26 (c) The names of all of its managing partners;
27 (d) The mailing or street address, either residence or business, of
28 each managing partner;
29 (e) The name and street address of the **lawfully designated**
30 resident agent of the registered limited-liability partnership; and
31 (f) The signature of a managing partner of the registered limited-
32 liability partnership certifying that the list is true, complete and
33 accurate.

34 Each list filed pursuant to this subsection must be accompanied by a
35 declaration under penalty of perjury that the registered limited-
36 liability partnership has complied with the provisions of chapter
37 364A of NRS.

38 2. Upon filing:

39 (a) The initial list required by subsection 1, the registered
40 limited-liability partnership shall pay to the Secretary of State a fee
41 of ~~[\$165.]~~ **\$125.**

42 (b) Each annual list required by subsection 1, the registered
43 limited-liability partnership shall pay to the Secretary of State a fee
44 of ~~[\$85.]~~ **\$125.**



* A B 1 6 3 R 3 *

1 3. *If a managing partner of a registered limited-liability*
2 *partnership resigns and the resignation is not made in conjunction*
3 *with the filing of an annual or amended list of managing partners,*
4 *the registered limited-liability partnership shall pay to the*
5 *Secretary of State a fee of \$75 to file the resignation of the*
6 *managing partner.*

7 4. The Secretary of State shall, at least 60 days before the last
8 day for filing each annual list required by subsection 1, cause to be
9 mailed to the registered limited-liability partnership a notice of the
10 fee due pursuant to subsection 2 and a reminder to file the annual
11 list required by subsection 1. The failure of any registered limited-
12 liability partnership to receive a notice or form does not excuse it
13 from complying with the provisions of this section.

14 ~~4.~~ 5. If the list to be filed pursuant to the provisions of
15 subsection 1 is defective, or the fee required by subsection 2 is not
16 paid, the Secretary of State may return the list for correction or
17 payment.

18 ~~5.~~ 6. An annual list that is filed by a registered limited-
19 liability partnership which is not in default more than 60 days before
20 it is due shall be deemed an amended list for the previous year and
21 does not satisfy the requirements of subsection 1 for the year to
22 which the due date is applicable.

23 **Sec. 38.** NRS 87.520 is hereby amended to read as follows:

24 87.520 1. A registered limited-liability partnership that fails
25 to comply with the provisions of NRS 87.510 is in default.

26 2. Any registered limited-liability partnership that is in default
27 pursuant to subsection 1 must, in addition to the fee required to be
28 paid pursuant to NRS 87.510, pay a penalty of ~~\$50.~~ **\$75.**

29 3. On or before the 15th day of the third month after the month
30 in which the fee required to be paid pursuant to NRS 87.510 is due,
31 the Secretary of State shall notify, by certified mail, the resident
32 agent of any registered limited-liability partnership that is in default.
33 The notice must include the amount of any payment that is due from
34 the registered limited-liability partnership.

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



1 **Sec. 39.** NRS 87.530 is hereby amended to read as follows:
2 87.530 1. Except as otherwise provided in subsection 3, the
3 Secretary of State shall reinstate the certificate of registration of a
4 registered limited-liability partnership that is revoked pursuant to
5 NRS 87.520 if the registered limited-liability partnership:

6 (a) Files with the Secretary of State ~~the~~ :
7 (1) *The* information required by NRS 87.510; *and*
8 (2) *A certificate of acceptance of appointment signed by its*
9 *resident agent;* and

10 (b) Pays to the Secretary of State:

11 (1) The fee required to be paid by ~~that section;~~
12 *NRS 87.510;*

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

15 (3) A reinstatement fee of ~~that~~ *\$300.*

16 2. Upon reinstatement of a certificate of registration pursuant
17 to this section, the Secretary of State shall:

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

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

25 3. The Secretary of State shall not reinstate the certificate of
26 registration of a registered limited-liability partnership if the
27 certificate was revoked pursuant to NRS 87.520 at least 5 years
28 before the date of the proposed reinstatement.

29 **Sec. 40.** NRS 87.547 is hereby amended to read as follows:

30 87.547 1. A limited-liability partnership may correct a
31 document filed by the Secretary of State with respect to the limited-
32 liability partnership if the document contains an inaccurate record of
33 a partnership action described in the document or was defectively
34 executed, attested, sealed, verified or acknowledged.

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

37 (a) Prepare a certificate of correction that:

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

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

41 (3) Specifies the inaccuracy or defect;

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

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



* A B 1 6 3 R 3 *

- 1 (b) Deliver the certificate to the Secretary of State for filing.
2 (c) Pay a filing fee of ~~150~~ 175 to the Secretary of State.

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

7 **Sec. 41.** NRS 87.550 is hereby amended to read as follows:

8 87.550 In addition to any other fees required by NRS 87.440 to
9 87.540, inclusive, and 87.560, the Secretary of State shall charge
10 and collect the following fees for services rendered pursuant to
11 those sections:

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

14 2. For executing a certificate verifying the existence of a
15 registered limited-liability partnership, if the registered limited-
16 liability partnership has not filed a certificate of amendment, ~~40~~
17 50.

18 3. For executing a certificate verifying the existence of a
19 registered limited-liability partnership, if the registered limited-
20 liability partnership has filed a certificate of amendment, ~~40~~ 50.

21 4. For executing, certifying or filing any certificate or
22 document not required by NRS 87.440 to 87.540, inclusive, and
23 87.560, ~~40~~ 50.

24 5. For any copies made by the Office of the Secretary of State,
25 ~~1~~ 2 per page.

26 6. For examining and provisionally approving any document
27 before the document is presented for filing, ~~100~~ 125.

28 **Sec. 42.** Chapter 88 of NRS is hereby amended by adding
29 thereto the provisions set forth as sections 43 to 50, inclusive, of this
30 act.

31 **Sec. 43. 1. To become a registered limited-liability limited**
32 **partnership, a limited partnership shall file with the Secretary of**
33 **State a certificate of registration stating each of the following:**

34 (a) *The name of the limited partnership.*

35 (b) *The street address of its principal office.*

36 (c) *The name of the person designated as the resident agent of*
37 *the limited partnership, the street address of the resident agent*
38 *where process may be served upon the partnership and the mailing*
39 *address of the resident agent if it is different from his street*
40 *address.*

41 (d) *The name and business address of each organizer*
42 *executing the certificate.*

43 (e) *The name and business address of each initial general*
44 *partner.*



* A B 1 6 3 R 3 *

1 (f) That the limited partnership thereafter will be a registered
2 limited-liability limited partnership.

3 (g) Any other information that the limited partnership wishes
4 to include.

5 2. The certificate of registration must be executed by the vote
6 necessary to amend the partnership agreement or, in the case of a
7 partnership agreement that expressly considers contribution
8 obligations, the vote necessary to amend those provisions.

9 3. The Secretary of State shall register as a registered limited-
10 liability limited partnership any limited partnership that submits a
11 completed certificate of registration with the required fee.

12 4. The registration of a registered limited-liability limited
13 partnership is effective at the time of the filing of the certificate of
14 registration.

15 **Sec. 44.** 1. The name proposed for a registered limited-
16 liability limited partnership must contain the words “Limited-
17 Liability Limited Partnership” or “Registered Limited-Liability
18 Limited Partnership” or the abbreviation “L.L.L.P.” or “LLLP”
19 as the last words or letters of the name and must be
20 distinguishable on the records of the Secretary of State from the
21 names of all other artificial persons formed, organized, registered
22 or qualified pursuant to the provisions of this title that are on file
23 in the Office of the Secretary of State and all names that are
24 reserved in the Office of the Secretary of State pursuant to the
25 provisions of this title. If the name of the registered limited-
26 liability limited partnership on a certificate of registration of
27 limited-liability limited partnership submitted to the Secretary of
28 State is not distinguishable from any name on file or reserved
29 name, the Secretary of State shall return the certificate to the
30 person who signed it, unless the written, acknowledged consent to
31 the same name of the holder of the name on file or reserved name
32 to use the name accompanies the certificate.

33 2. For the purposes of this section, a proposed name is not
34 distinguishable from a name on file or reserved name solely
35 because one or the other contains distinctive lettering, a distinctive
36 mark, a trademark or a trade name, or any combination of these.

37 3. The name of a registered limited-liability limited
38 partnership whose right to transact business has been forfeited,
39 which has merged and is not the surviving entity or whose
40 existence has otherwise terminated is available for use by any
41 other artificial person.

42 4. The Secretary of State may adopt regulations that interpret
43 the requirements of this section.

44 **Sec. 45.** The registration of a registered limited-liability
45 limited partnership is effective until:



* A B 1 6 3 R 3 *

1 1. Its certificate of registration is revoked pursuant to NRS
2 88.405; or

3 2. The registered limited-liability limited partnership files
4 with the Secretary of State a written notice of withdrawal executed
5 by a general partner. The notice must be accompanied by a fee of
6 \$60.

7 **Sec. 46.** The status of a limited partnership as a registered
8 limited-liability limited partnership, and the liability of its
9 partners, are not affected by errors in the information contained
10 in a certificate of registration or an annual list required to be filed
11 with the Secretary of State, or by changes after the filing of such a
12 certificate or list in the information contained in the certificate or
13 list.

14 **Sec. 47.** 1. Notwithstanding any provision in a partnership
15 agreement that may have existed before a limited partnership
16 became a registered limited-liability limited partnership pursuant
17 to section 43 of this act, if a registered limited-liability limited
18 partnership incurs a debt or liability:

19 (a) The debt or liability is solely the responsibility of the
20 registered limited-liability limited partnership; and

21 (b) A partner of a registered limited-liability limited
22 partnership is not individually liable for the debt or liability by way
23 of acting as a partner.

24 2. For purposes of this section, the failure of a registered
25 limited-liability limited partnership to observe the formalities or
26 requirements relating to the management of the registered limited-
27 liability limited partnership, in and of itself, is not sufficient to
28 establish grounds for imposing personal liability on a partner for a
29 debt or liability of the registered limited-liability limited
30 partnership.

31 **Sec. 48.** 1. Except as otherwise provided by specific statute,
32 no partner of a registered limited-liability limited partnership is
33 individually liable for a debt or liability of the registered limited-
34 liability limited partnership, unless the partner acts as the alter
35 ego of the registered limited-liability limited partnership.

36 2. A partner acts as the alter ego of a registered limited-
37 liability limited partnership if:

38 (a) The registered limited-liability limited partnership is
39 influenced and governed by the partner;

40 (b) There is such unity of interest and ownership that the
41 registered limited-liability limited partnership and the partner are
42 inseparable from each other; and

43 (c) Adherence to the fiction of a separate entity would sanction
44 fraud or promote a manifest injustice.



* A B 1 6 3 R 3 *

1 3. *The question of whether a partner acts as the alter ego of a*
2 *registered limited-liability limited partnership must be determined*
3 *by the court as a matter of law.*

4 **Sec. 49.** *To the extent permitted by the law of that*
5 *jurisdiction:*

6 1. *A limited partnership, including a registered limited-*
7 *liability limited partnership, formed and existing under this*
8 *chapter, may conduct its business, carry on its operations, and*
9 *exercise the powers granted by this chapter in any state, territory,*
10 *district or possession of the United States or in any foreign*
11 *country.*

12 2. *The internal affairs of a limited partnership, including a*
13 *registered limited-liability limited partnership, formed and existing*
14 *under this chapter, including the liability of partners for debts,*
15 *obligations and liabilities of or chargeable to the partnership, are*
16 *governed by the laws of this state.*

17 **Sec. 50.** *The name of a foreign registered limited-liability*
18 *limited partnership that is doing business in this state must*
19 *contain the words “Limited-Liability Limited Partnership” or*
20 *“Registered Limited-Liability Limited Partnership” or the*
21 *abbreviations “L.L.L.P.” or “LLLP,” or such other words or*
22 *abbreviations as may be required or authorized by the laws of the*
23 *other jurisdiction, as the last words or letters of the name.*

24 **Sec. 51.** NRS 88.315 is hereby amended to read as follows:

25 88.315 As used in this chapter, unless the context otherwise
26 requires:

27 1. “Certificate of limited partnership” means the certificate
28 referred to in NRS 88.350, and the certificate as amended or
29 restated.

30 2. “Contribution” means any cash, property, services rendered,
31 or a promissory note or other binding obligation to contribute cash
32 or property or to perform services, which a partner contributes to a
33 limited partnership in his capacity as a partner.

34 3. “Event of withdrawal of a general partner” means an event
35 that causes a person to cease to be a general partner as provided in
36 NRS 88.450.

37 4. “Foreign limited partnership” means a partnership formed
38 under the laws of any state other than this state and having as
39 partners one or more general partners and one or more limited
40 partners.

41 5. *“Foreign registered limited-liability limited partnership”*
42 *means a foreign limited-liability limited partnership:*

43 (a) *Formed pursuant to an agreement governed by the laws of*
44 *another state; and*



* A B 1 6 3 R 3 *

1 *(b) Registered pursuant to and complying with NRS 88.570 to*
2 *88.605, inclusive, and section 50 of this act.*

3 6. “General partner” means a person who has been admitted to
4 a limited partnership as a general partner in accordance with the
5 partnership agreement and named in the certificate of limited
6 partnership as a general partner.

7 ~~{6-}~~ 7. “Limited partner” means a person who has been
8 admitted to a limited partnership as a limited partner in accordance
9 with the partnership agreement.

10 ~~{7-}~~ 8. “Limited partnership” and “domestic limited
11 partnership” mean a partnership formed by two or more persons
12 under the laws of this state and having one or more general partners
13 and one or more limited partners.

14 ~~{8-}~~ 9. “Partner” means a limited or general partner.

15 ~~{9-}~~ 10. “Partnership agreement” means any valid agreement,
16 written or oral, of the partners as to the affairs of a limited
17 partnership and the conduct of its business.

18 ~~{10-}~~ 11. “Partnership interest” means a partner’s share of the
19 profits and losses of a limited partnership and the right to receive
20 distributions of partnership assets.

21 ~~{11-}~~ 12. *“Registered limited-liability limited partnership”*
22 *means a limited partnership:*

23 *(a) Formed pursuant to an agreement governed by this*
24 *chapter; and*

25 *(b) Registered pursuant to and complying with NRS 88.350 to*
26 *88.415, inclusive, and sections 43, 44 and 45 of this act.*

27 13. “Registered office” means the office maintained at the
28 street address of the resident agent.

29 ~~{12-}~~ 14. “Resident agent” means the agent appointed by the
30 limited partnership upon whom process or a notice or demand
31 authorized by law to be served upon the limited partnership may be
32 served.

33 ~~{13-}~~ 15. “Sign” means to affix a signature to a document.

34 ~~{14-}~~ 16. “Signature” means a name, word or mark executed or
35 adopted by a person with the present intention to authenticate a
36 document. The term includes, without limitation, an electronic
37 signature as defined in NRS 719.100.

38 ~~{15-}~~ 17. “State” means a state, territory or possession of the
39 United States, the District of Columbia or the Commonwealth of
40 Puerto Rico.

41 ~~{16-}~~ 18. “Street address” of a resident agent means the actual
42 physical location in this state at which a resident is available for
43 service of process.



* A B 1 6 3 R 3 *

1 **Sec. 52.** NRS 88.320 is hereby amended to read as follows:
2 88.320 1. ~~{The}~~ *Except as otherwise provided in section 44*
3 *of this act, the* name proposed for a limited partnership as set forth
4 in its certificate of limited partnership:

5 (a) Must contain the words “limited partnership,” or the
6 abbreviation “LP” or “L.P.” ;

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

8 (1) It is also the name of a general partner or the corporate
9 name of a corporate general partner; or

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

12 (c) Must be distinguishable on the records of the Secretary of
13 State from the names of all other artificial persons formed,
14 organized, registered or qualified pursuant to the provisions of this
15 title that are on file in the Office of the Secretary of State and all
16 names that are reserved in the Office of the Secretary of State
17 pursuant to the provisions of this title. If the name on the certificate
18 of limited partnership submitted to the Secretary of State is not
19 distinguishable from any name on file or reserved name, the
20 Secretary of State shall return the certificate to the filer, unless
21 the written, acknowledged consent to the use of the same or the
22 requested similar name of the holder of the name on file or reserved
23 name accompanies the certificate of limited partnership.

24 2. For the purposes of this section, a proposed name is not
25 distinguished from a name on file or reserved name solely because
26 one or the other contains distinctive lettering, a distinctive mark, a
27 trademark or a trade name, or any combination of these.

28 3. The name of a limited partnership whose right to transact
29 business has been forfeited, which has merged and is not the
30 surviving entity or whose existence has otherwise terminated is
31 available for use by any other artificial person.

32 4. The Secretary of State may adopt regulations that interpret
33 the requirements of this section.

34 **Sec. 53.** NRS 88.331 is hereby amended to read as follows:

35 88.331 1. If a limited partnership created pursuant to this
36 chapter desires to change its resident agent, the change may be
37 effected by filing with the Secretary of State a certificate of change
38 ~~{}~~ *of resident agent*, signed by a general partner, which sets forth:

39 (a) The name of the limited partnership;

40 (b) The name and street address of its present resident agent; and

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

42 2. The new resident agent’s certificate of acceptance must be a
43 part of or attached to the certificate of change ~~{}~~

44 ~~—3.—The}~~ *of resident agent.*



* A B 1 6 3 R 3 *

1 3. If the name of a resident agent is changed as a result of a
2 merger, conversion, exchange, sale, reorganization or
3 amendment, the resident agent shall:

4 (a) File with the Secretary of State a certificate of name
5 change of resident agent that includes:

6 (1) The current name of the resident agent as filed with the
7 Secretary of State;

8 (2) The new name of the resident agent; and

9 (3) The name and file number of each artificial person
10 formed, organized, registered or qualified pursuant to the
11 provisions of this title that the resident agent represents; and

12 (b) Pay to the Secretary of State a filing fee of \$100.

13 4. A change authorized by this section becomes effective upon
14 the filing of the *proper* certificate of change.

15 Sec. 53.5. NRS 88.332 is hereby amended to read as follows:

16 88.332 1. ~~{Any person who has been designated by a limited~~
17 ~~partnership as its}~~ A resident agent ~~{and who thereafter}~~ who desires
18 to resign shall ~~{file}~~ :

19 (a) File with the Secretary of State a signed statement *in the*
20 *manner provided pursuant to subsection 1 of NRS 78.097* that he is
21 unwilling to continue to act as the resident agent of the limited
22 partnership ~~{}~~ *for the service of process; and*

23 (b) Pay to the Secretary of State the filing fee set forth in
24 subsection 1 of NRS 78.097.

25 A resignation is not effective until the signed statement is filed with
26 the Secretary of State.

27 2. The statement of resignation may contain a statement by the
28 affected limited partnership appointing a successor resident agent
29 for the limited partnership. A certificate of acceptance executed by
30 the new agent, stating the full name, complete street address and, if
31 different from the street address, mailing address of the new agent,
32 must accompany the statement appointing the new agent.

33 ~~{2-}~~ 3. Upon the filing of the statement with the Secretary of
34 State , the capacity of the person as resident agent terminates. If the
35 statement of resignation does not contain a statement by the limited
36 partnership appointing a successor resident agent, the resigning
37 agent shall immediately give written notice, by mail, to the limited
38 partnership of the filing of the statement and the effect thereof. The
39 notice must be addressed to a general partner of the partnership
40 other than the resident agent.

41 ~~{3-}~~ 4. If a designated resident agent dies, resigns or removes
42 from the State, the limited partnership, within 30 days thereafter,
43 shall file with the Secretary of State a certificate of acceptance,
44 executed by the new resident agent. The certificate must set forth
45 the full name, complete street address and, if different from the



1 street address, mailing address of the newly designated resident
2 agent.

3 ~~4.1~~ 5. Each limited partnership which fails to file a certificate
4 of acceptance executed by the new resident agent within 30 days
5 after the death, resignation or removal of its resident agent as
6 provided in subsection ~~4.3~~ 4 shall be deemed in default and is
7 subject to the provisions of NRS 88.400 and 88.405.

8 **Sec. 54.** NRS 88.335 is hereby amended to read as follows:

9 88.335 1. A limited partnership shall keep at the office
10 referred to in paragraph (a) of subsection 1 of NRS 88.330 the
11 following:

12 (a) A current list of the full name and last known business
13 address of each partner, separately identifying the general partners
14 in alphabetical order and the limited partners in alphabetical order;

15 (b) A copy of the certificate of limited partnership and all
16 certificates of amendment thereto, together with executed copies of
17 any powers of attorney pursuant to which any certificate has been
18 executed;

19 (c) Copies of the limited partnership's federal, state, and local
20 income tax returns and reports, if any, for the 3 most recent years;

21 (d) Copies of any then effective written partnership agreements
22 ~~and~~;

23 (e) Copies of any financial statements of the limited partnership
24 for the 3 most recent years; and

25 ~~(e)~~ (f) Unless contained in a written partnership agreement, a
26 writing setting out:

27 (1) The amount of cash and a description and statement of
28 the agreed value of the other property or services contributed by
29 each partner and which each partner has agreed to contribute;

30 (2) The times at which or events on the happening of which
31 any additional contributions agreed to be made by each partner are
32 to be made;

33 (3) Any right of a partner to receive, or of a general partner
34 to make, distributions to a partner which include a return of all or
35 any part of the partner's contribution; and

36 (4) Any events upon the happening of which the limited
37 partnership is to be dissolved and its affairs wound up.

38 2. *In lieu of keeping at an office in this state the information
39 required in paragraphs (a), (c), (e) and (f) of subsection 1, the
40 limited partnership may keep a statement with the resident agent
41 setting out the name of the custodian of the information required
42 in paragraphs (a), (c), (e) and (f) of subsection 1, and the present
43 and complete post office address, including street and number, if
44 any, where the information required in paragraphs (a), (c), (e) and
45 (f) of subsection 1 is kept.*



1 **3.** Records kept pursuant to this section are subject to
2 inspection and copying at the reasonable request, and at the expense,
3 of any partner during ordinary business hours.

4 **Sec. 55.** NRS 88.339 is hereby amended to read as follows:

5 88.339 1. A limited partnership may correct a document filed
6 by the Secretary of State with respect to the limited partnership if
7 the document contains an inaccurate record of a partnership action
8 described in the document or was defectively executed, attested,
9 sealed, verified or acknowledged.

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

11 (a) Prepare a certificate of correction that:

12 (1) States the name of the limited partnership;

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

15 (3) Specifies the inaccuracy or defect;

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

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

19 (b) Deliver the certificate to the Secretary of State for filing.

20 (c) Pay a filing fee of ~~150~~ **175** to the Secretary of State.

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

25 **Sec. 56.** NRS 88.350 is hereby amended to read as follows:

26 88.350 1. In order to form a limited partnership, a certificate
27 of limited partnership must be executed and filed in the Office of the
28 Secretary of State. The certificate must set forth:

29 (a) The name of the limited partnership;

30 (b) The address of the office which contains records and the
31 name and address of the resident agent required to be maintained by
32 NRS 88.330;

33 (c) The name and ~~the~~ business address of each ~~general~~
34 ~~partner;~~ **organizer executing the certificate;**

35 (d) **The name and business address of each initial general**
36 **partner;**

37 (e) The latest date upon which the limited partnership is to
38 dissolve; and

39 ~~(e)~~ (f) Any other matters the ~~general-partners~~ **organizers**
40 determine to include therein.

41 2. A certificate of acceptance of appointment of a resident
42 agent, executed by the agent, must be filed with the certificate of
43 limited partnership.

44 3. A limited partnership is formed at the time of the filing of
45 the certificate of limited partnership and the certificate of acceptance



* A B 1 6 3 R 3 *

1 in the Office of the Secretary of State or at any later time specified
2 in the certificate of limited partnership if, in either case, there has
3 been substantial compliance with the requirements of this section.

4 **Sec. 57.** NRS 88.395 is hereby amended to read as follows:

5 88.395 1. A limited partnership shall, on or before the first
6 day of the second month after the filing of its certificate of limited
7 partnership with the Secretary of State, and annually thereafter on or
8 before the last day of the month in which the anniversary date of the
9 filing of its certificate of limited partnership occurs, file with the
10 Secretary of State, on a form furnished by him, a list that contains:

- 11 (a) The name of the limited partnership;
- 12 (b) The file number of the limited partnership, if known;
- 13 (c) The names of all of its general partners;
- 14 (d) The mailing or street address, either residence or business, of
15 each general partner;
- 16 (e) The name and street address of the *lawfully designated*
17 resident agent of the limited partnership; and
- 18 (f) The signature of a general partner of the limited partnership
19 certifying that the list is true, complete and accurate.

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

23 2. ~~Upon~~ *Except as otherwise provided in subsection 3, a*
24 *limited partnership shall, upon* filing:

25 (a) The initial list required by subsection 1, ~~the limited~~
26 ~~partnership shall~~ pay to the Secretary of State a fee of ~~[\$165.]~~ *\$125.*

27 (b) Each annual list required by subsection 1, ~~the limited~~
28 ~~partnership shall~~ pay to the Secretary of State a fee of ~~[\$85.]~~ *\$125.*

29 3. *A registered limited-liability limited partnership shall,*
30 *upon filing:*

31 (a) *The initial list required by subsection 1, pay to the*
32 *Secretary of State a fee of \$125.*

33 (b) *Each annual list required by subsection 1, pay to the*
34 *Secretary of State a fee of \$175.*

35 4. *If a general partner of a limited partnership resigns and*
36 *the resignation is not made in conjunction with the filing of an*
37 *annual or amended list of general partners, the limited*
38 *partnership shall pay to the Secretary of State a fee of \$75 to file*
39 *the resignation of the general partner.*

40 5. The Secretary of State shall, 60 days before the last day for
41 filing each annual list required by subsection 1, cause to be mailed
42 to each limited partnership required to comply with the provisions
43 of this section which has not become delinquent a notice of the fee
44 due pursuant to the provisions of subsection 2 *or 3, as appropriate,*
45 and a reminder to file the annual list. Failure of any limited



* A B 1 6 3 R 3 *

1 partnership to receive a notice or form does not excuse it from the
2 penalty imposed by NRS 88.400.

3 ~~{4.}~~ 6. If the list to be filed pursuant to the provisions of
4 subsection 1 is defective or the fee required by subsection 2 **or 3** is
5 not paid, the Secretary of State may return the list for correction or
6 payment.

7 ~~{5.}~~ 7. An annual list for a limited partnership not in default
8 that is received by the Secretary of State more than 60 days before
9 its due date shall be deemed an amended list for the previous year
10 and does not satisfy the requirements of subsection 1 for the year to
11 which the due date is applicable.

12 ~~{6.}~~ 8. A filing made pursuant to this section does not satisfy
13 the provisions of NRS 88.355 and may not be substituted for filings
14 submitted pursuant to NRS 88.355.

15 **Sec. 58.** NRS 88.400 is hereby amended to read as follows:

16 88.400 1. If a limited partnership has filed the list in
17 compliance with NRS 88.395 and has paid the appropriate fee for
18 the filing, the cancelled check received by the limited partnership
19 constitutes a certificate authorizing it to transact its business within
20 this state until the anniversary date of the filing of its certificate of
21 limited partnership in the next succeeding calendar year. If the
22 limited partnership desires a formal certificate upon its payment of
23 the annual fee, its payment must be accompanied by a self-
24 addressed, stamped envelope.

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

27 3. For default there must be added to the amount of the fee a
28 penalty of ~~{ \$50, }~~ **\$75**, and unless the filings are made and the fee
29 and penalty are paid on or before the first day of the first
30 anniversary of the month following the month in which filing was
31 required, the defaulting limited partnership, by reason of its default,
32 forfeits its right to transact any business within this state.

33 **Sec. 59.** NRS 88.410 is hereby amended to read as follows:

34 88.410 1. Except as otherwise provided in subsections 3 and
35 4, the Secretary of State ~~{may:}~~

36 ~~—(a) Reinstate}~~ **shall reinstate** any limited partnership which has
37 forfeited its right to transact business ~~{; and}~~

38 ~~—(b) Restore}~~ **under the provisions of this chapter and restore** to
39 the limited partnership its right to carry on business in this state, and
40 to exercise its privileges and immunities ~~{;~~
41 ~~upon the filing}~~ **if it:**

42 **(a) Files** with the Secretary of State ~~{of the}~~ :

43 **(1) The** list required pursuant to NRS 88.395 ~~{, and upon}~~
44 ~~payment}~~ ; **and**



* A B 1 6 3 R 3 *

1 (2) *A certificate of acceptance of appointment signed by the*
2 *resident agent; and*

3 (b) *Pays* to the Secretary of State ~~{of the}~~ :

4 (1) *The* filing fee and penalty set forth in NRS 88.395 and
5 88.400 for each year or portion thereof during which the certificate
6 has been revoked ~~{, and a}~~ ; *and*

7 (2) *A* fee of ~~{\$200}~~ *\$300* for reinstatement.

8 2. When payment is made and the Secretary of State reinstates
9 the limited partnership to its former rights, he shall:

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

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

15 3. The Secretary of State shall not order a reinstatement unless
16 all delinquent fees and penalties have been paid, and the revocation
17 occurred only by reason of failure to pay the fees and penalties.

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

21 **Sec. 60.** NRS 88.415 is hereby amended to read as follows:

22 88.415 The Secretary of State, for services relating to his
23 official duties and the records of his office, shall charge and collect
24 the following fees:

25 1. For filing a certificate of limited partnership, or for
26 registering a foreign limited partnership, ~~{\$175.}~~ *\$75.*

27 2. For filing a certificate of *registration of limited-liability*
28 *limited partnership, or for registering a foreign registered limited-*
29 *liability limited partnership, \$100.*

30 3. *For filing a certificate of* amendment of limited partnership
31 or restated certificate of limited partnership, ~~{\$150.}~~
32 ~~—3.}~~ *\$175.*

33 4. For filing a certificate of a change of location of the records
34 office of a limited partnership or the office of its resident agent, or a
35 designation of a new resident agent, ~~{\$30.}~~
36 ~~—4.}~~ *\$60.*

37 5. For certifying a certificate of limited partnership, an
38 amendment to the certificate, or a certificate as amended where a
39 copy is provided, ~~{\$20}~~ *\$30* per certification.

40 ~~{5.}~~ 6. For certifying an authorized printed copy of the limited
41 partnership law, ~~{\$20.}~~
42 ~~—6.}~~ *\$30.*

43 7. For reserving a limited partnership name, or for executing,
44 filing or certifying any other document, ~~{\$20.}~~
45 ~~—7.}~~ *\$25.*



1 **8.** For copies made at the Office of the Secretary of State, ~~[\$1]~~
2 \$2 per page.

3 ~~18.] 9.~~ For filing a certificate of cancellation of a limited
4 partnership, ~~[\$60.] \$75.~~

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

7 **Sec. 61.** NRS 88.535 is hereby amended to read as follows:

8 88.535 1. On application to a court of competent jurisdiction
9 by any judgment creditor of a partner, the court may charge the
10 partnership interest of the partner with payment of the unsatisfied
11 amount of the judgment with interest. To the extent so charged, the
12 judgment creditor has only the rights of an assignee of the
13 partnership interest.

14 2. ~~{The court may appoint a receiver of the share of the~~
15 ~~distributions due or to become due to the judgment debtor in respect~~
16 ~~of the partnership. The receiver has only the rights of an assignee.~~
17 ~~The court may make all other orders, directions, accounts and~~
18 ~~inquiries that the judgment debtor might have made or which the~~
19 ~~circumstances of the case may require.~~

20 ~~—3. A charging order constitutes a lien on the partnership~~
21 ~~interest of the judgment debtor. The court may order a foreclosure~~
22 ~~of the partnership interest subject to the charging order at any time.~~
23 ~~The purchaser at the foreclosure sale has only the rights of an~~
24 ~~assignee.~~

25 ~~—4. Unless otherwise provided in the articles of organization or~~
26 ~~operating agreement, at any time before foreclosure, a partnership~~
27 ~~interest charged may be redeemed:~~

28 ~~—(a) By the judgment debtor;~~

29 ~~—(b) With property other than property of the limited partnership,~~
30 ~~by one or more of the other partners; or~~

31 ~~—(c) By the limited partnership with the consent of all of the~~
32 ~~partners whose interests are not so charged.~~

33 ~~—5.] This section {provides} :~~

34 **(a) Provides** the exclusive remedy by which a judgment creditor
35 of a partner or an assignee of a partner may satisfy a judgment out
36 of the partnership interest of the judgment debtor.

37 ~~{6. No creditor of a partner has any right to obtain possession~~
38 ~~of, or otherwise exercise legal or equitable remedies with respect to,~~
39 ~~the property of the limited partnership.~~

40 ~~—7. This section does]~~

41 **(b) Does** not deprive any partner of the benefit of any exemption
42 laws applicable to his partnership interest.

43 **Sec. 62.** NRS 88.585 is hereby amended to read as follows:

44 88.585 ~~{A}~~ **Except as otherwise provided in section 50 of this**
45 **act, a** foreign limited partnership may register with the Secretary of



* A B 1 6 3 R 3 *

1 State under any name, whether or not it is the name under which it is
2 registered in its state of organization, that includes without
3 abbreviation the words “limited partnership” and that could be
4 registered by a domestic limited partnership.

5 **Sec. 62.5.** NRS 88A.530 is hereby amended to read as
6 follows:

7 88A.530 1. A resident agent who desires to resign shall ~~file~~
8 :

9 (a) *File* with the Secretary of State a signed statement ~~for each~~
10 ~~business trust for which~~ *in the manner provided pursuant to*
11 *subsection 1 of NRS 78.097 that* he is unwilling to continue to act
12 ~~as the resident agent of the business trust for the service of~~
13 *process; and*

14 (b) *Pay to the Secretary of State the filing fee set forth in*
15 *subsection 1 of NRS 78.097.*

16 A resignation is not effective until the signed statement is ~~so filed.~~
17 *filed with the Secretary of State.*

18 2. The statement of resignation may contain a statement of the
19 affected business trust appointing a successor resident agent. A
20 certificate of acceptance executed by the new resident agent, stating
21 the full name, complete street address and, if different from the
22 street address, mailing address of the new resident agent, must
23 accompany the statement appointing a successor resident agent.

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

32 4. If its resident agent dies, resigns or removes from the State,
33 a business trust, within 30 days thereafter, shall file with the
34 Secretary of State a certificate of acceptance executed by a new
35 resident agent. The certificate must set forth the full name and
36 complete street address of the new resident agent, and may contain a
37 mailing address, such as a post office box, different from the street
38 address.

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



* A B 1 6 3 R 3 *

- 1 **Sec. 63.** NRS 88A.540 is hereby amended to read as follows:
2 88A.540 1. If a business trust formed pursuant to this chapter
3 desires to change its resident agent, the change may be effected by
4 filing with the Secretary of State a certificate of change ~~of~~ *of*
5 *resident agent*, signed by at least one trustee of the business trust,
6 setting forth:
7 (a) The name of the business trust;
8 (b) The name and street address of the present resident agent;
9 and
10 (c) The name and street address of the new resident agent.
11 2. A certificate of acceptance executed by the new resident
12 agent must be a part of or attached to the certificate of change ~~of~~
13 ~~3. The of resident agent.~~
14 3. *If the name of a resident agent is changed as a result of a*
15 *merger, conversion, exchange, sale, reorganization or*
16 *amendment, the resident agent shall:*
17 (a) *File with the Secretary of State a certificate of name*
18 *change of resident agent that includes:*
19 (1) *The current name of the resident agent as filed with the*
20 *Secretary of State;*
21 (2) *The new name of the resident agent; and*
22 (3) *The name and file number of each artificial person*
23 *formed, organized, registered or qualified pursuant to the*
24 *provisions of this title that the resident agent represents; and*
25 (b) *Pay to the Secretary of State a filing fee of \$100.*
26 4. A change authorized by this section becomes effective upon
27 the filing of the *proper* certificate of change.
28 **Sec. 64.** NRS 88A.600 is hereby amended to read as follows:
29 88A.600 1. A business trust formed pursuant to this chapter
30 shall, on or before the first day of the second month after the filing
31 of its certificate of trust with the Secretary of State, and annually
32 thereafter on or before the last day of the month in which the
33 anniversary date of the filing of its certificate of trust with the
34 Secretary of State occurs, file with the Secretary of State, on a form
35 furnished by him, a list signed by at least one trustee that contains
36 the name and mailing address of its *lawfully designated* resident
37 agent and at least one trustee. Each list filed pursuant to this
38 subsection must be accompanied by a declaration under penalty of
39 perjury that the business trust has complied with the provisions of
40 chapter 364A of NRS.
41 2. Upon filing:
42 (a) The initial list required by subsection 1, the business trust
43 shall pay to the Secretary of State a fee of ~~\$165.~~ *\$125.*
44 (b) Each annual list required by subsection 1, the business trust
45 shall pay to the Secretary of State a fee of ~~\$85.~~ *\$125.*



* A B 1 6 3 R 3 *

1 3. *If a trustee of a business trust resigns and the resignation*
2 *is not made in conjunction with the filing of an annual or*
3 *amended list of trustees, the business trust shall pay to the*
4 *Secretary of State a fee of \$75 to file the resignation of the trustee.*

5 4. The Secretary of State shall, 60 days before the last day for
6 filing each annual list required by subsection 1, cause to be mailed
7 to each business trust which is required to comply with the
8 provisions of NRS 88A.600 to 88A.660, inclusive, and which has
9 not become delinquent, the blank forms to be completed and filed
10 with him. Failure of a business trust to receive the forms does not
11 excuse it from the penalty imposed by law.

12 ~~4.~~ 5. An annual list for a business trust not in default which is
13 received by the Secretary of State more than 60 days before its due
14 date shall be deemed an amended list for the previous year.

15 **Sec. 65.** NRS 88A.630 is hereby amended to read as follows:

16 88A.630 1. Each business trust required to file the list and
17 pay the fee prescribed in NRS 88A.600 to 88A.660, inclusive,
18 which refuses or neglects to do so within the time provided shall be
19 deemed in default.

20 2. For default, there must be added to the amount of the fee a
21 penalty of ~~the~~ \$75. The fee and penalty must be collected as
22 provided in this chapter.

23 **Sec. 66.** NRS 88A.650 is hereby amended to read as follows:

24 88A.650 1. Except as otherwise provided in subsection 3, the
25 Secretary of State shall reinstate a business trust which has forfeited
26 its right to transact business pursuant to the provisions of this
27 chapter and restore to the business trust its right to carry on business
28 in this state, and to exercise its privileges and immunities, if it:

29 (a) Files with the Secretary of State ~~the~~:

30 (1) *The* list required by NRS 88A.600; *and*

31 (2) *A certificate of acceptance of appointment signed by its*
32 *resident agent;* and

33 (b) Pays to the Secretary of State:

34 (1) The filing fee and penalty set forth in NRS 88A.600 and
35 88A.630 for each year or portion thereof during which its certificate
36 of trust was revoked; and

37 (2) A fee of ~~\$200~~ \$300 for reinstatement.

38 2. When the Secretary of State reinstates the business trust, he
39 shall:

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

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



* A B 1 6 3 R 3 *

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

5 **Sec. 67.** NRS 88A.900 is hereby amended to read as follows:

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

8 1. Filing an original certificate of trust, or for registering a
9 foreign business trust, ~~175.~~ **75.**

10 2. Filing an amendment or restatement, or a combination
11 thereof, to a certificate of trust, ~~150.~~ **175.**

12 3. Filing a certificate of cancellation, ~~175.~~ **75.**

13 4. Certifying a copy of a certificate of trust or an amendment or
14 restatement, or a combination thereof, ~~20.~~ **30** per certification.

15 5. Certifying an authorized printed copy of this chapter, ~~20.~~
16 **30.**

17 6. Reserving a name for a business trust, ~~20.~~ **25.**

18 7. Executing a certificate of existence of a business trust which
19 does not list the previous documents relating to it, or a certificate of
20 change in the name of a business trust, ~~40.~~ **50.**

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

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

25 ~~10.~~ **50.**

26 9. Filing a statement of change of the ~~registered agent, 30.~~

27 ~~11.~~ **resident agent, 60.**

28 10. Executing, certifying or filing any certificate or document
29 not otherwise provided for in this section, ~~40.~~

30 ~~12.~~ **50.**

31 11. Examining and provisionally approving a document before
32 the document is presented for filing, ~~100.~~

33 ~~13.~~ **125.**

34 12. Copying a document on file with him, for each page, ~~1.~~
35 **2.**

36 **Sec. 68.** NRS 88A.930 is hereby amended to read as follows:

37 88A.930 1. A business trust may correct a document filed by
38 the Secretary of State with respect to the business trust if the
39 document contains an inaccurate record of a trust action described in
40 the document or was defectively executed, attested, sealed, verified
41 or acknowledged.

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

43 (a) Prepare a certificate of correction that:

44 (1) States the name of the business trust;



* A B 1 6 3 R 3 *

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

3 (3) Specifies the inaccuracy or defect;

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

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

7 (b) Deliver the certificate to the Secretary of State for filing.

8 (c) Pay a filing fee of ~~[\$150]~~ \$175 to the Secretary of State.

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

13 **Sec. 69.** NRS 89.210 is hereby amended to read as follows:

14 89.210 1. Within 30 days after the organization of a
15 professional association under this chapter, the association shall file
16 with the Secretary of State a copy of the articles of association, duly
17 executed, and shall pay at that time a filing fee of ~~[\$175. Any such~~
18 ~~association formed as a common law association before July 1,~~
19 ~~1969, shall file, within 30 days after July 1, 1969, a certified copy of~~
20 ~~its articles of association, with any amendments thereto, with the~~
21 ~~Secretary of State, and shall pay at that time a filing fee of \$25.]~~
22 \$75. A copy of any amendments to the articles of association
23 ~~[adopted after July 1, 1969,]~~ must also be filed with the Secretary of
24 State within 30 days after the adoption of such amendments. Each
25 copy of amendments so filed must be certified as true and correct
26 and be accompanied by a filing fee of ~~[\$150.]~~ \$175.

27 2. The name of such a professional association must contain
28 the words “Professional Association,” “Professional Organization”
29 or the abbreviations “Prof. Ass’n” or “Prof. Org.” The association
30 may render professional services and exercise its authorized powers
31 under a fictitious name if the association has first registered the
32 name in the manner required under chapter 602 of NRS.

33 **Sec. 70.** NRS 89.250 is hereby amended to read as follows:

34 89.250 1. Except as otherwise provided in subsection 2, a
35 professional association shall, on or before the first day of the
36 second month after the filing of its articles of association with the
37 Secretary of State, and annually thereafter on or before the last day
38 of the month in which the anniversary date of its organization occurs
39 in each year, furnish a statement to the Secretary of State showing
40 the names and residence addresses of all members and employees in
41 the association and certifying that all members and employees are
42 licensed to render professional service in this state.

43 2. A professional association organized and practicing pursuant
44 to the provisions of this chapter and NRS 623.349 shall, on or
45 before the first day of the second month after the filing of its articles



* A B 1 6 3 R 3 *

1 of association with the Secretary of State, and annually thereafter on
2 or before the last day of the month in which the anniversary date of
3 its organization occurs in each year, furnish a statement to the
4 Secretary of State:

5 (a) Showing the names and residence addresses of all members
6 and employees of the association who are licensed or otherwise
7 authorized by law to render professional service in this state;

8 (b) Certifying that all members and employees who render
9 professional service are licensed or otherwise authorized by law to
10 render professional service in this state; and

11 (c) Certifying that all members who are not licensed to render
12 professional service in this state do not render professional service
13 on behalf of the association except as authorized by law.

14 3. Each statement filed pursuant to this section must be:

15 (a) Made on a form prescribed by the Secretary of State and
16 must not contain any fiscal or other information except that
17 expressly called for by this section.

18 (b) Signed by the chief executive officer of the association.

19 (c) Accompanied by a declaration under penalty of perjury that
20 the professional association has complied with the provisions of
21 chapter 364A of NRS.

22 4. Upon filing:

23 (a) The initial statement required by this section, the association
24 shall pay to the Secretary of State a fee of ~~§165.1~~ **\$125.**

25 (b) Each annual statement required by this section, the
26 association shall pay to the Secretary of State a fee of ~~§85.1~~ **\$125.**

27 5. As used in this section, “signed” means to have executed or
28 adopted a name, word or mark, including, without limitation, an
29 electronic signature as defined in NRS 719.100, with the present
30 intention to authenticate a document.

31 **Sec. 71.** NRS 89.252 is hereby amended to read as follows:

32 89.252 1. Each professional association that is required to
33 make a filing and pay the fee prescribed in NRS 89.250 but refuses
34 to do so within the time provided is in default.

35 2. For default, there must be added to the amount of the fee a
36 penalty of ~~§50.1~~ **\$75.** The fee and penalty must be collected as
37 provided in this chapter.

38 **Sec. 72.** NRS 89.256 is hereby amended to read as follows:

39 89.256 1. Except as otherwise provided in subsections 3 and
40 4, the Secretary of State shall reinstate any professional association
41 which has forfeited its right to transact business under the provisions
42 of this chapter and restore the right to carry on business in this state
43 and exercise its privileges and immunities if it:

44 (a) Files with the Secretary of State ~~the~~ **:**



* A B 1 6 3 R 3 *

1 (1) *The* statement and certification required by NRS 89.250;
2 *and*

3 (2) *A certificate of acceptance of appointment signed by its*
4 *resident agent;* and

5 (b) Pays to the Secretary of State:

6 (1) The filing fee and penalty set forth in NRS 89.250 and
7 89.252 for each year or portion thereof during which the articles of
8 association have been revoked; and

9 (2) A fee of ~~[\$200]~~ \$300 for reinstatement.

10 2. When the Secretary of State reinstates the association to its
11 former rights, he shall:

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

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

17 3. The Secretary of State shall not order a reinstatement unless
18 all delinquent fees and penalties have been paid, and the revocation
19 of the ~~[association's]~~ articles of association occurred only by reason
20 of ~~[its]~~ *the* failure to pay the fees and penalties.

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

25 **Sec. 72.3.** Chapter 90 of NRS is hereby amended by adding
26 thereto a new section to read as follows:

27 *In any investigation, proceeding or prosecution with respect to*
28 *any violation of a provision of this chapter, a regulation adopted*
29 *pursuant to this chapter, an order denying, suspending or*
30 *revoking the effectiveness of registration or an order to cease and*
31 *desist issued by the Administrator, a person shall not willfully:*

32 1. *Offer or procure to be offered into evidence, as genuine,*
33 *any book, paper, document or record if the person knows that the*
34 *book, paper, document or record has been forged or fraudulently*
35 *altered; or*

36 2. *Destroy, alter, erase, obliterate or conceal, or cause to be*
37 *destroyed, altered, erased, obliterated or concealed, any book,*
38 *paper, document or record, including, without limitation, any*
39 *electronic record, with the intent to:*

40 (a) *Conceal any violation of any provision of this chapter, a*
41 *regulation adopted pursuant to this chapter, an order denying,*
42 *suspending or revoking the effectiveness of registration or an*
43 *order to cease and desist issued by the Administrator;*

44 (b) *Protect or conceal the identity of any person who has*
45 *violated any provision of this chapter, a regulation adopted*



* A B 1 6 3 R 3 *

1 *pursuant to this chapter, an order denying, suspending or*
2 *revoking the effectiveness of registration or an order to cease and*
3 *desist issued by the Administrator; or*

4 *(c) Delay or hinder the investigation or prosecution of any*
5 *person for any violation of any provision of this chapter, a*
6 *regulation adopted pursuant to this chapter, an order denying,*
7 *suspending or revoking the effectiveness of registration or an*
8 *order to cease and desist issued by the Administrator.*

9 **Sec. 72.5.** NRS 90.650 is hereby amended to read as follows:

10 90.650 1. A person who willfully violates:

11 (a) A provision of this chapter, except NRS 90.600, or who
12 violates NRS 90.600 knowing that the statement made is false or
13 misleading in any material respect;

14 (b) A regulation adopted pursuant to this chapter; or

15 (c) An order denying, suspending or revoking the effectiveness
16 of registration or an order to cease and desist issued by the
17 Administrator pursuant to this chapter,

18 is guilty of a category ~~[C]~~ **B** felony and shall be punished ~~as~~
19 ~~provided in NRS 193.130,~~ **by imprisonment in the state prison for**
20 **a minimum term of not less than 1 year and a maximum term of**
21 **not more than 20 years,** or by a fine of not more than ~~[\$100,000,]~~
22 **\$500,000,** or by both fine and ~~[the punishment provided in NRS~~
23 ~~193.130,]~~ **imprisonment,** for each violation. In addition to any other
24 penalty, the court shall order the person to pay restitution.

25 2. A person convicted of violating a regulation or order under
26 this chapter may be fined, but must not be imprisoned, if the person
27 proves lack of knowledge of the regulation or order.

28 3. This chapter does not limit the power of the State to punish a
29 person for conduct which constitutes a crime under other law.

30 **Sec. 72.7.** NRS 90.670 is hereby amended to read as follows:

31 90.670 A person may not sue under NRS 90.660 unless suit is
32 brought within the earliest of ~~[1-year]~~ **2 years** after the discovery of
33 the violation, ~~[1-year]~~ **2 years** after discovery should have been
34 made by the exercise of reasonable care, or 5 years after the act,
35 omission or transaction constituting the violation.

36 **Sec. 73.** NRS 92A.190 is hereby amended to read as follows:

37 92A.190 1. One or more foreign entities may merge or enter
38 into an exchange of owner's interests with one or more domestic
39 entities if:

40 (a) In a merger, the merger is permitted by the law of the
41 jurisdiction under whose law each foreign entity is organized and
42 governed and each foreign entity complies with that law in effecting
43 the merger;

44 (b) In an exchange, the entity whose owner's interests will be
45 acquired is a domestic entity, whether or not an exchange of



1 owner's interests is permitted by the law of the jurisdiction under
2 whose law the acquiring entity is organized;

3 (c) The foreign entity complies with NRS 92A.200 to 92A.240,
4 inclusive, if it is the surviving entity in the merger or acquiring
5 entity in the exchange and sets forth in the articles of merger or
6 exchange its address where copies of process may be sent by the
7 Secretary of State; and

8 (d) Each domestic entity complies with the applicable provisions
9 of NRS 92A.100 to 92A.180, inclusive, and, if it is the surviving
10 entity in the merger or acquiring entity in the exchange, with NRS
11 92A.200 to 92A.240, inclusive.

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

15 (a) To appoint the Secretary of State as its agent for service of
16 process in a proceeding to enforce any obligation or the rights of
17 dissenting owners of each domestic entity that was a party to the
18 merger or exchange. Service of such process must be made by
19 personally delivering to and leaving with the Secretary of State
20 duplicate copies of the process and the payment of a fee of ~~[\$50]~~
21 **\$100** for accepting and transmitting the process. The Secretary of
22 State shall forthwith send by registered or certified mail one of the
23 copies to the surviving or acquiring entity at its specified address,
24 unless the surviving or acquiring entity has designated in writing to
25 the Secretary of State a different address for that purpose, in which
26 case it must be mailed to the last address so designated.

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

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

35 **Sec. 74.** NRS 92A.195 is hereby amended to read as follows:

36 92A.195 1. One foreign entity or foreign general partnership
37 may convert into one domestic entity if:

38 (a) The conversion is permitted by the law of the jurisdiction
39 governing the foreign entity or foreign general partnership and the
40 foreign entity or foreign general partnership complies with that law
41 in effecting the conversion;

42 (b) The foreign entity or foreign general partnership complies
43 with the applicable provisions of NRS 92A.205 and, if it is the
44 resulting entity in the conversion, with NRS 92A.210 to 92A.240,
45 inclusive; and



* A B 1 6 3 R 3 *

1 (c) The domestic entity complies with the applicable provisions
2 of NRS 92A.105, 92A.120, 92A.135, 92A.140 and 92A.165 and, if
3 it is the resulting entity in the conversion, with NRS 92A.205 to
4 92A.240, inclusive.

5 2. When the conversion takes effect, the resulting foreign entity
6 in a conversion shall be deemed to have appointed the Secretary of
7 State as its agent for service of process in a proceeding to enforce
8 any obligation. Service of process must be made personally by
9 delivering to and leaving with the Secretary of State duplicate
10 copies of the process and the payment of a fee of ~~[\$25]~~ \$100 for
11 accepting and transmitting the process. The Secretary of State shall
12 send one of the copies of the process by registered or certified mail
13 to the resulting entity at its specified address, unless the resulting
14 entity has designated in writing to the Secretary of State a different
15 address for that purpose, in which case it must be mailed to the last
16 address so designated.

17 **Sec. 75.** NRS 92A.210 is hereby amended to read as follows:

18 92A.210 1. Except as otherwise provided in this section, the
19 fee for filing articles of merger, articles of conversion, articles of
20 exchange, articles of domestication or articles of termination is
21 ~~[\$325.]~~ \$350. The fee for filing the constituent documents of a
22 domestic resulting entity is the fee for filing the constituent
23 documents determined by the chapter of NRS governing the
24 particular domestic resulting entity.

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

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

38 4. The fee for filing articles of merger of two or more domestic
39 or foreign corporations must not be less than ~~[\$325.]~~ \$350. The
40 amount paid pursuant to subsection 3 must not exceed ~~[\$25,000.]~~
41 \$35,000.

42 **Sec. 76.** NRS 14.020 is hereby amended to read as follows:

43 14.020 1. Every corporation, limited-liability company,
44 limited-liability partnership, limited partnership, *limited-liability*
45 *limited partnership*, business trust and municipal corporation



* A B 1 6 3 R 3 *

1 created and existing under the laws of any other state, territory, or
2 foreign government, or the Government of the United States, doing
3 business in this state shall appoint and keep in this state a resident
4 agent who resides or is located in this state, upon whom all legal
5 process and any demand or notice authorized by law to be served
6 upon it may be served in the manner provided in subsection 2. The
7 corporation, limited-liability company, limited-liability partnership,
8 limited partnership, *limited-liability limited partnership*, business
9 trust or municipal corporation shall file with the Secretary of State a
10 certificate of acceptance of appointment signed by its resident agent.
11 The certificate must set forth the full name and address of the
12 resident agent. ~~The~~ *A certificate of change of resident agent* must
13 be ~~renewed~~ *filed* in the manner provided in title 7 of NRS
14 ~~whenever a change is made in the appointment or a vacancy occurs~~
15 ~~in the agency.~~ *if the corporation, limited-liability company,*
16 *limited-liability partnership, limited partnership, limited-liability*
17 *limited partnership, business trust or municipal corporation*
18 *desires to change its resident agent. A certificate of name change*
19 *of resident agent must be filed in the manner provided in title 7 of*
20 *NRS if the name of a resident is changed as a result of a merger,*
21 *conversion, exchange, sale, reorganization or amendment.*

22 2. All legal process and any demand or notice authorized by
23 law to be served upon the foreign corporation, limited-liability
24 company, limited-liability partnership, limited partnership, *limited-*
25 *liability limited partnership*, business trust or municipal corporation
26 may be served upon the resident agent personally or by leaving a
27 true copy thereof with a person of suitable age and discretion at the
28 address shown on the current certificate of acceptance filed with the
29 Secretary of State.

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

33 **Sec. 77.** NRS 104.9525 is hereby amended to read as follows:

34 104.9525 1. Except as otherwise provided in subsection 5,
35 the fee for filing and indexing a record under this part, other than an
36 initial financing statement of the kind described in subsection 2 of
37 NRS 104.9502, is:

38 (a) ~~Twenty~~ *Forty* dollars if the record is communicated in
39 writing and consists of one or two pages;

40 (b) ~~Forty~~ *Sixty* dollars if the record is communicated in writing
41 and consists of more than two pages, and ~~\$1~~ *\$2* for each page over
42 20 pages;

43 (c) ~~Ten~~ *Twenty* dollars if the record is communicated by
44 another medium authorized by filing-office rule; and



* A B 1 6 3 R 3 *

1 (d) ~~{One-dollar}~~ **Two dollars** for each additional debtor, trade
2 name or reference to another name under which business is done.

3 2. The filing officer may charge and collect ~~{\$1}~~ **\$2** for each
4 page of copy or record of filings produced by him at the request of
5 any person.

6 3. Except as otherwise provided in subsection 5, the fee for
7 filing and indexing an initial financing statement of the kind
8 described in subsection 3 of NRS 104.9502 is:

9 (a) ~~{Forty}~~ **Sixty** dollars if the financing statement indicates that
10 it is filed in connection with a public-finance transaction; and

11 (b) ~~{Twenty}~~ **Forty** dollars if the financing statement indicates
12 that it is filed in connection with a manufactured-home transaction.

13 4. The fee for responding to a request for information from the
14 filing office, including for issuing a certificate showing whether
15 there is on file any financing statement naming a particular debtor,
16 is:

17 (a) ~~{Twenty}~~ **Forty** dollars if the request is communicated in
18 writing; and

19 (b) ~~{Fifteen}~~ **Twenty** dollars if the request is communicated by
20 another medium authorized by filing-office rule.

21 5. This section does not require a fee with respect to a
22 mortgage that is effective as a financing statement filed as a fixture
23 filing or as a financing statement covering as-extracted collateral or
24 timber to be cut under subsection 3 of NRS 104.9502. However, the
25 fees for recording and satisfaction which otherwise would be
26 applicable to the mortgage apply.

27 **Sec. 78.** NRS 105.070 is hereby amended to read as follows:

28 105.070 1. The Secretary of State or county recorder shall
29 mark any security instrument and any statement of change, merger
30 or consolidation presented for filing with the day and hour of filing
31 and the file number assigned to it. This mark is, in the absence of
32 other evidence, conclusive proof of the time and fact of presentation
33 for filing.

34 2. The Secretary of State or county recorder shall retain and
35 file all security instruments and statements of change, merger or
36 consolidation presented for filing.

37 3. The uniform fee for filing and indexing a security
38 instrument, or a supplement or amendment thereto, and a statement
39 of change, merger or consolidation, and for stamping a copy of
40 those documents furnished by the secured party or the public utility,
41 to show the date and place of filing is ~~{\$15}~~ **\$40** if the document is
42 in the standard form prescribed by the Secretary of State and
43 otherwise is ~~{\$20, plus \$1}~~ **\$50, plus \$2** for each additional debtor or
44 trade name.



* A B 1 6 3 R 3 *

1 **Sec. 79.** NRS 105.080 is hereby amended to read as follows:
2 105.080 Upon the request of any person, the Secretary of State
3 shall issue his certificate showing whether there is on file on the
4 date and hour stated therein, any presently effective security
5 instrument naming a particular public utility, and if there is, giving
6 the date and hour of filing of the instrument and the names and
7 addresses of each secured party. The uniform fee for such a
8 certificate is ~~[\$15]~~ \$40 if the request for the certificate is in the
9 standard form prescribed by the Secretary of State and otherwise is
10 ~~[\$20.]~~ \$50. Upon request the Secretary of State or a county recorder
11 shall furnish a copy of any filed security instrument upon payment
12 of the statutory fee for copies.

13 **Sec. 79.5.** NRS 171.085 is hereby amended to read as follows:
14 171.085 Except as otherwise provided in NRS 171.083,
15 171.084 and 171.095, an indictment for:

16 1. Theft, robbery, burglary, forgery, arson , ~~{or}~~ sexual assault
17 *or a violation of NRS 90.570* must be found, or an information or
18 complaint filed, within 4 years after the commission of the offense.

19 2. Any felony other than murder, theft, robbery, burglary,
20 forgery, arson , ~~{or}~~ sexual assault *or a violation of NRS 90.570*
21 must be found, or an information or complaint filed, within 3 years
22 after the commission of the offense.

23 **Sec. 80.** NRS 225.140 is hereby amended to read as follows:

24 225.140 1. Except as otherwise provided in subsection 2, in
25 addition to other fees authorized by law, the Secretary of State shall
26 charge and collect the following fees:

27
28 ~~{For a copy of any law, joint resolution, transcript~~
29 ~~of record, or other paper on file or of record in~~
30 ~~his office, other than a document required to~~
31 ~~be filed pursuant to title 24 of NRS, per page..... \$1.00~~
32 ~~For a copy of any document required to be filed~~
33 ~~pursuant to title 24 of NRS, per page.....50}~~
34 For certifying to ~~{any such}~~ *a copy of any law,*
35 *joint resolution, transcript of record or other*
36 *paper on file or of record with the Secretary*
37 *of State, including, but not limited to, a*
38 *document required to be filed pursuant to*
39 *title 24 of NRS,* and use of the State Seal, for
40 each impression.....~~{10.00}~~ \$20
41 For each passport or other document signed by
42 the Governor and attested by the Secretary of
43 State.....~~{10.00}~~ 10
44 ~~{For a negotiable instrument returned unpaid 10.00}~~



* A B 1 6 3 R 3 *

1 2. The Secretary of State:

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

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

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

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

11 (2) Any commission or appointment issued or made by the
12 Governor, either for the use of the State Seal or otherwise.

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

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

16 (2) One hundred ~~twenty-five~~ dollars, for providing any other
17 special service, including, but not limited to, providing service more
18 than 2 hours but within 24 hours after the time the service is
19 requested, accepting documents filed by facsimile machine and
20 other use of new technology.

21 (e) Shall charge a fee, not to exceed the actual cost to the
22 Secretary of State, for providing:

23 (1) A copy of any record kept in his office that is stored on a
24 computer or on microfilm if the copy is provided on a tape, disc or
25 other medium used for the storage of information by a computer or
26 on duplicate film.

27 (2) Access to his computer database on which records are
28 stored.

29 3. From each fee collected pursuant to paragraph (d) of
30 subsection 2:

31 (a) The entire amount or ~~150.1~~ **\$62.50**, whichever is less, of the
32 fee collected pursuant to subparagraph (1) of that paragraph and half
33 of the fee collected pursuant to subparagraph (2) of that paragraph
34 must be deposited with the State Treasurer for credit to the Account
35 for Special Services of the Secretary of State in the State General
36 Fund. Any amount remaining in the Account at the end of a fiscal
37 year in excess of \$2,000,000 must be transferred to the State
38 General Fund. Money in the Account may be transferred to the
39 Secretary of State's operating general fund budget account and must
40 only be used to create and maintain the capability of the Office of
41 the Secretary of State to provide special services, including, but not
42 limited to, providing service:

43 (1) On the day it is requested or within 24 hours; or

44 (2) Necessary to increase or maintain the efficiency of the
45 Office.



* A B 1 6 3 R 3 *

1 Any transfer of money from the Account for expenditure by the
2 Secretary of State must be approved by the Interim Finance
3 Committee.

4 (b) After deducting the amount required pursuant to paragraph
5 (a), the remainder must be deposited with the State Treasurer for
6 credit to the State General Fund.

7 **Sec. 81.** Chapter 364A of NRS is hereby amended by adding
8 thereto a new section to read as follows:

9 *1. If the Department has reasonable cause to believe that any*
10 *person has failed to comply with the provisions of NRS 364A.130,*
11 *the Department may issue an order directed to the person to show*
12 *cause why the Department should not order the person to cease*
13 *and desist from conducting a business in this state. The order must*
14 *contain a statement of the charges and a notice of a hearing to be*
15 *held thereon. The order must be served upon the person directly or*
16 *by certified or registered mail, return receipt requested.*

17 *2. If, after conducting a hearing pursuant to the provisions of*
18 *subsection 1, the Department determines that the person has failed*
19 *to comply with the provisions of NRS 364A.130 or if the person*
20 *fails to appear for the hearing after being properly served with the*
21 *statement of charges and notice of hearing, the Department may*
22 *make a written report of his findings of fact concerning the*
23 *violation and cause to be served a copy thereof upon the person at*
24 *the hearing. If the Department determines in the report that such*
25 *failure has occurred, the Department may order the violator to:*

26 *(a) Cease and desist from conducting a business in this state;*
27 *and*

28 *(b) Pay the costs of reporting services, fees for experts and*
29 *other witnesses, charges for the rental of a hearing room if such a*
30 *room is not available to the Department free of charge, charges*
31 *for providing an independent hearing officer, if any, and*
32 *charges incurred for any service of process, if the violator is*
33 *adjudicated to have failed to comply with the provisions of*
34 *NRS 364A.130.*

35 *The order must be served upon the person directly or by certified*
36 *or registered mail, return receipt requested. The order becomes*
37 *effective upon service in the manner provided in this subsection.*

38 *3. Any person whose pecuniary interests are directly and*
39 *immediately affected by an order issued pursuant to subsection 2*
40 *or who is aggrieved by the order may petition for judicial review in*
41 *the manner provided in chapter 233B of NRS. Such a petition*
42 *must be filed within 30 days after the service of the order. The*
43 *order becomes final upon the filing of the petition.*

44 *4. If a person fails to comply with any provision of an order*
45 *issued pursuant to subsection 2, the Department may, through the*



* A B 1 6 3 R 3 *

1 *Attorney General, at any time after 30 days after the service of the*
2 *order, cause an action to be instituted in the district court of the*
3 *county wherein the person resides or has his principal place of*
4 *business requesting the court to enforce the provisions of the order*
5 *or to provide any other appropriate injunctive relief.*

6 *5. If the court finds that:*

7 *(a) There has been a failure to comply with the provisions of*
8 *NRS 364A.130;*

9 *(b) The proceedings by the Department concerning the written*
10 *report and any order issued pursuant to subsection 3 are in the*
11 *interest of the public; and*

12 *(c) The findings of the Department are supported by the weight*
13 *of the evidence,*
14 *the court shall issue an order enforcing the provisions of the order*
15 *of the Department.*

16 *6. An order issued pursuant to subsection 5 may include:*

17 *(a) A provision requiring the payment to the Department of a*
18 *penalty of not more than \$5,000 for each act amounting to a*
19 *failure to comply with the Department's order; or*

20 *(b) Such injunctive or other equitable or extraordinary relief*
21 *as is determined appropriate by the court.*

22 *7. Any aggrieved party may appeal from the final judgment,*
23 *order or decree of the court in a like manner as provided for*
24 *appeals in civil cases.*

25 **Sec. 82.** NRS 364A.130 is hereby amended to read as follows:

26 364A.130 1. Except as otherwise provided in subsection ~~6~~,
27 **8**, a person shall not conduct a business in this state unless he has a
28 business license issued by the Department.

29 2. The application for a business license must:

30 (a) Be made upon a form prescribed by the Department;

31 (b) Set forth the name under which the applicant transacts or
32 intends to transact business and the location of his place or places of
33 business;

34 (c) Declare the estimated number of employees for the previous
35 calendar quarter;

36 (d) Be accompanied by a fee of ~~25~~ **50**; and

37 (e) Include any other information that the Department deems
38 necessary.

39 3. The application must be signed by:

40 (a) The owner, if the business is owned by a natural person;

41 (b) A member or partner, if the business is owned by an
42 association or partnership; or

43 (c) An officer or some other person specifically authorized to
44 sign the application, if the business is owned by a corporation.



* A B 1 6 3 R 3 *

1 4. If the application is signed pursuant to paragraph (c) of
2 subsection 3, written evidence of the signer's authority must be
3 attached to the application.

4 5. *A person who has been issued a business license by the*
5 *Department shall submit a fee of \$50 to the Department on or*
6 *before the last day of the month in which the anniversary date of*
7 *issuance of the business license occurs in each year, unless the*
8 *person submits a written statement to the Department, at least 10*
9 *days before the anniversary date, indicating that the person will*
10 *not be conducting business in this state after the anniversary date.*
11 *A person who fails to submit the annual fee required pursuant to*
12 *this subsection in a timely manner shall pay a penalty in the*
13 *amount of \$75 in addition to the annual fee.*

14 6. *The business license required to be obtained pursuant to*
15 *this section is in addition to any license to conduct business that*
16 *must be obtained from the local jurisdiction in which the business*
17 *is being conducted.*

18 7. For the purposes of this chapter, a person shall be deemed to
19 conduct a business in this state if a business for which the person is
20 responsible:

- 21 (a) Is incorporated pursuant to chapter 78 or 78A of NRS;
22 (b) Has an office or other base of operations in this state; or
23 (c) Pays wages or other remuneration to a natural person who
24 performs in this state any of the duties for which he is paid.

25 ~~16.1~~ 8. A person who takes part in a trade show or convention
26 held in this state for a purpose related to the conduct of a business is
27 not required to obtain a business license specifically for that event.

28 **Sec. 82.5.** NRS 463.157 is hereby amended to read as follows:
29 463.157 The Commission shall by regulation:

30 1. Prescribe minimum procedures for adoption by each
31 nonrestricted licensee to exercise effective control over its internal
32 fiscal affairs, which ~~shall~~ **must** include , but are not limited to ,
33 provisions for:

34 (a) The safeguarding of its assets and revenues, especially the
35 recording of cash and evidences of indebtedness; and

36 (b) The provision of reliable records, accounts and reports of
37 transactions, operations and events, including reports to the Board
38 and the Commission.

39 2. Provide for the adoption and use of internal audits, whether
40 by qualified internal auditors or by accountants holding a permit to
41 practice public accounting, in the case of each nonrestricted licensee
42 whose operation equals or exceeds a specified size. *The regulations*
43 *or any standards adopted pursuant to such regulations must, if the*
44 *stock of the nonrestricted licensee is publicly traded, preclude*
45 *internal audits by the same independent accountant hired to*



* A B 1 6 3 R 3 *

1 *provide audits, compiled statements or reviews of the financial*
2 *statements required by NRS 463.159.* As used in this subsection,
3 “internal audit” means a type of control which operates through the
4 testing and evaluation of other controls and which is also directed
5 toward observing proper compliance with the minimum standards of
6 control prescribed pursuant to subsection 1.

7 **Sec. 83.** NRS 364A.160 is hereby repealed.

8 **Sec. 84.** The Secretary of State is hereby authorized, without
9 obtaining further approval, to hire such additional personnel as are
10 necessary to carry out the provisions of this act.

11 **Sec. 84.3.** The amendatory provisions of section 72.7 of this
12 act apply to a cause of action:

13 1. That has accrued before October 1, 2003, if the applicable
14 statute of limitations has commenced but has not yet expired as of
15 October 1, 2003; or

16 2. That accrues on or after October 1, 2003.

17 **Sec. 84.7.** The amendatory provisions of section 79.5 of this
18 act apply to a person who committed a violation of NRS 90.570
19 before October 1, 2003, if the applicable statute of limitations has
20 commenced but has not yet expired on October 1, 2003.

21 **Sec. 85.** 1. This section and sections 1, 2, 5 to 15, inclusive,
22 17 to 19.5, inclusive, 21 to 24, inclusive, 25, 27 to 35, inclusive, 37
23 to 52, inclusive, 54 to 62, inclusive, 64 to 75, inclusive, and 77 to
24 84.7, inclusive, of this act become effective on October 1, 2003.

25 2. Sections 3, 16, 20, 24.5, 26.5, 36.5, 53.5 and 62.5 of this act
26 become effective:

27 (a) Except as otherwise provided in paragraph (b) or paragraph
28 (b) of subsection 3, on October 1, 2003.

29 (b) On January 1, 2004, for the purpose of requiring a resident
30 agent who desires to resign to file a statement of resignation for
31 each artificial person formed, organized, registered or qualified
32 pursuant to the provisions of title 7 of NRS for which the resident
33 agent is unwilling to continue to act as the resident agent for the
34 service of process.

35 3. Sections 4, 16, 26, 36, 53, 63 and 76 of this act become
36 effective:

37 (a) Except as otherwise provided in paragraph (b) or paragraph
38 (b) of subsection 2, on October 1, 2003.

39 (b) On January 1, 2004, for the purpose of requiring a resident
40 agent to file a certificate of name change of resident agent if the
41 name of the resident agent is changed as a result of a merger,
42 conversion, exchange, sale, reorganization or amendment.



* A B 1 6 3 R 3 *

TEXT OF REPEALED SECTION

364A.160 Exemption for natural person with no employees during calendar quarter. A natural person who does not employ any employees during a calendar quarter is exempt from the provisions of this chapter for that calendar quarter.

③⑩



* A B 1 6 3 R 3 *