

REQUIRES TWO-THIRDS MAJORITY VOTE (§§ 3, 5.3, 5.7, 6, 9, 11, 11.7, 15.5-16.8, 22, 24.3, 24.7, 25, 28, 30, 33, 37, 38, 41, 43, 46, 49.3, 52, 52.3, 52.5, 56, 59, 61, 65.3, 65.5, 66, 68, 68.5, 70, 71.3, 71.5, 74, 77, 79, 82, 82.3, 82.5, 83-86.5, 87.3, 89, 92, 94, 97.2, 97.8, 100, 101, 103, 103.3, 107, 110, 112, 117, 118, 121, 123, 127, 128, 131, 132, 133, 135, 137, 138, 141, 143, 144, 145, 147, 149)

(Reprinted with amendments adopted on May 19, 2003)

SECOND REPRINT

A.B. 536

ASSEMBLY BILL NO. 536—COMMITTEE ON JUDICIARY

(ON BEHALF OF THE SECRETARY OF STATE)

MARCH 24, 2003

Referred to Committee on Judiciary

SUMMARY—Makes various changes to provisions pertaining to business. (BDR 7-454)

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

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

AN ACT relating to business; providing for the implementation, modification and standardization of certain filing requirements for business entities; 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; increasing certain fees and establishing new fees; providing for the issuance of an order to cease and desist for failure to comply with certain provisions pertaining to business licenses; 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:



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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. 1.5.** Chapter 78 of NRS is hereby amended by adding
11 thereto a new section to read as follows:

12 1. *Each document filed with the Secretary of State pursuant*
13 *to this chapter must be on or accompanied by a form prescribed by*
14 *the Secretary of State.*

15 2. *The Secretary of State may refuse to file a document which*
16 *does not comply with subsection 1 or which does not contain all of*
17 *the information required by statute for filing the document.*

18 3. *If the provisions of the form prescribed by the Secretary of*
19 *State conflict with the provisions of any document that is*
20 *submitted for filing with the form:*

21 (a) *The provisions of the form control for all purposes with*
22 *respect to the information that is required by statute to appear in*
23 *the document in order for the document to be filed; and*

24 (b) *Unless otherwise provided in the document, the provisions*
25 *of the document control in every other situation.*

26 4. *The Secretary of State may by regulation provide for the*
27 *electronic filing of documents with the Office of the Secretary of*
28 *State.*

29 **Sec. 2.** NRS 78.027 is hereby amended to read as follows:

30 78.027 The Secretary of State may microfilm *or image* any
31 document which is filed in his office by a corporation pursuant to
32 this chapter and may return the original document to the
33 corporation.

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

35 78.0295 1. A corporation may correct a document filed by
36 the Secretary of State with respect to the corporation if the
37 document contains an inaccurate record of a corporate action
38 described in the document or was defectively executed, attested,
39 sealed, verified or acknowledged.

40 2. To correct a document, the corporation ~~[shall:]~~ *must:*

41 (a) Prepare a certificate of correction which:

42 (1) States the name of the corporation;

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

45 (3) Specifies the inaccuracy or defect;



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

3 (5) Is signed by an officer of the corporation ~~or~~ *or, if no*
4 *stock has been issued by the corporation, by the incorporator or a*
5 *director of the corporation.*

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

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

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

12 **Sec. 4.** NRS 78.035 is hereby amended to read as follows:

13 78.035 The articles of incorporation must set forth:

14 1. The name of the corporation. A name appearing to be that of
15 a natural person and containing a given name or initials must not be
16 used as a corporate name except with an additional word or words
17 such as "Incorporated," "Limited," "Inc.," "Ltd.," "Company,"
18 "Co.," "Corporation," "Corp.," or other word which identifies it as
19 not being a natural person.

20 2. The name of the person designated as the corporation's
21 resident agent, the street address of the resident agent where process
22 may be served upon the corporation, and the mailing address of the
23 resident agent if different from the street address.

24 3. The number of shares the corporation is authorized to issue
25 and, if more than one class or series of stock is authorized, the
26 classes, the series and the number of shares of each class or series
27 which the corporation is authorized to issue, unless the articles
28 authorize the board of directors to fix and determine in a resolution
29 the classes, series and numbers of each class or series as provided in
30 NRS 78.195 and 78.196.

31 4. The ~~[number,]~~ names and ~~[post-office box or street]~~
32 addresses, either residence or business, of the first board of directors
33 or trustees, together with any desired provisions relative to the right
34 to change the number of directors as provided in NRS 78.115.

35 5. The name and ~~[post-office box or street]~~ address, either
36 residence or business, of each of the incorporators executing the
37 articles of incorporation.

38 **Sec. 5.** NRS 78.045 is hereby amended to read as follows:

39 78.045 1. The Secretary of State shall not accept for filing
40 any articles of incorporation or any certificate of amendment of
41 articles of incorporation of any corporation formed pursuant to the
42 laws of this state which provides that the name of the corporation
43 contains the word "bank" or "trust," unless:

44 (a) It appears from the articles or the certificate of amendment
45 that the corporation proposes to carry on business as a banking or



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1 trust company, exclusively or in connection with its business as a
2 bank, ~~or~~ savings and loan association ~~or~~ *or thrift company*; and
3 (b) The articles or certificate of amendment is first approved by
4 the Commissioner of Financial Institutions.

5 2. The Secretary of State shall not accept for filing any articles
6 of incorporation or any certificate of amendment of articles of
7 incorporation of any corporation formed pursuant to the provisions
8 of this chapter if it appears from the articles or the certificate of
9 amendment that the business to be carried on by the corporation is
10 subject to supervision by the Commissioner of Insurance or by the
11 Commissioner of Financial Institutions, unless the articles or
12 certificate of amendment is approved by the Commissioner who will
13 supervise the business of the corporation.

14 3. Except as otherwise provided in subsection ~~5.1~~ 6, the
15 Secretary of State shall not accept for filing any articles of
16 incorporation or any certificate ~~or~~ *of* amendment of articles of
17 incorporation of any corporation formed pursuant to the laws of this
18 state if the name of the corporation contains the words "engineer,"
19 "engineered," "engineering," "professional engineer," "registered
20 engineer" or "licensed engineer" unless:

21 (a) The State Board of Professional Engineers and Land
22 Surveyors certifies that the principals of the corporation are licensed
23 to practice engineering pursuant to the laws of this state; or

24 (b) The State Board of Professional Engineers and Land
25 Surveyors certifies that the corporation is exempt from the
26 prohibitions of NRS 625.520.

27 4. The Secretary of State shall not accept for filing any articles
28 of incorporation or any certificate of amendment of articles of
29 incorporation of any corporation formed pursuant to the laws of this
30 state which provides that the name of the corporation contains the
31 words "accountant," "accounting," "accountancy," "auditor" or
32 "auditing" unless the Nevada State Board of Accountancy certifies
33 that the corporation:

34 (a) Is registered pursuant to the provisions of chapter 628 of
35 NRS; or

36 (b) Has filed with the *Nevada* State Board of Accountancy
37 under penalty of perjury a written statement that the corporation is
38 not engaged in the practice of accounting and is not offering to
39 practice accounting in this state.

40 5. *The Secretary of State shall not accept for filing any*
41 *articles of incorporation or any certificate of amendment of*
42 *articles of incorporation of any corporation formed or existing*
43 *pursuant to the laws of this state which provides that the name of*
44 *the corporation contains the words "unit-owners' association" or*
45 *"homeowners' association" or if it appears in the articles of*



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1 *incorporation or certificate of amendment that the purpose of the*
2 *corporation is to operate as a unit-owners' association pursuant to*
3 *chapter 116 of NRS unless the Administrator of the Real Estate*
4 *Division of the Department of Business and Industry certifies that*
5 *the corporation has:*

6 (a) *Registered with the Ombudsman for Owners in Common-*
7 *Interest Communities pursuant to NRS 116.31158; and*

8 (b) *Paid to the Administrator of the Real Estate Division the*
9 *fees required pursuant to NRS 116.31155.*

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

14 ~~{6.}~~ 7. The Commissioner of Financial Institutions and the
15 Commissioner of Insurance may approve or disapprove the articles
16 or amendments referred to them pursuant to the provisions of this
17 section.

18 **Sec. 5.3.** NRS 78.097 is hereby amended to read as follows:

19 78.097 1. A resident agent who desires to resign shall file
20 with the Secretary of State a signed statement , *on a form provided*
21 *by the Secretary of State*, for each ~~{corporation}~~ *artificial person*
22 *formed, organized, registered or qualified pursuant to the*
23 *provisions of this title* that he is unwilling to continue to act as the
24 *resident* agent of the ~~{corporation}~~ *artificial person* for the service
25 of process. *The fee for filing a statement of resignation is \$100 for*
26 *the first artificial person that the resident agent is unwilling to*
27 *continue to act as the agent of and \$1 for each additional artificial*
28 *person listed on the statement of resignation.* A resignation is not
29 effective until the signed statement is filed with the Secretary of
30 State.

31 2. The statement of resignation may contain a statement of the
32 affected corporation appointing a successor resident agent for that
33 corporation. A certificate of acceptance executed by the new
34 resident agent, stating the full name, complete street address and, if
35 different from the street address, mailing address of the new resident
36 agent, must accompany the statement appointing a successor
37 resident agent.

38 3. Upon the filing of the statement of resignation with the
39 Secretary of State the capacity of the resigning person as resident
40 agent terminates. If the statement of resignation contains no
41 statement by the corporation appointing a successor resident agent,
42 the resigning resident agent shall immediately give written notice,
43 by mail, to the corporation of the filing of the statement and its
44 effect. The notice must be addressed to any officer of the
45 corporation other than the resident agent.



1 4. If a resident agent dies, resigns or removes from the State,
2 the corporation, within 30 days thereafter, shall file with the
3 Secretary of State a certificate of acceptance executed by the new
4 resident agent. The certificate must set forth the full name and
5 complete street address of the new resident agent for the service of
6 process, and may have a separate mailing address, such as *a* post
7 office box, which may be different from the street address.

8 5. A corporation that fails to file a certificate of acceptance
9 executed by the new resident agent within 30 days after the death,
10 resignation or removal of its former resident agent shall be deemed
11 in default and is subject to the provisions of NRS 78.170 and
12 78.175.

13 **Sec. 5.7.** NRS 78.110 is hereby amended to read as follows:

14 78.110 1. If a corporation created pursuant to this chapter
15 desires to change its resident agent, the change may be effected by
16 filing with the Secretary of State a certificate of change *of resident*
17 *agent* signed by an officer of the corporation which sets forth:

- 18 (a) The name of the corporation;
19 (b) The name and street address of its present resident agent; and
20 (c) The name and street address of the new resident agent.

21 2. The new resident agent's certificate of acceptance must be a
22 part of or attached to the certificate of change ~~[-]~~ *of resident agent*.

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

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

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

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

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

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

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

37 **Sec. 6.** NRS 78.150 is hereby amended to read as follows:

38 78.150 1. A corporation organized pursuant to the laws of
39 this state shall, on or before the ~~[first]~~ *last* day of the ~~[second]~~ *first*
40 month after the filing of its articles of incorporation with the
41 Secretary of State, file with the Secretary of State a list, on a form
42 furnished by him, containing:

- 43 (a) The name of the corporation;
44 (b) The file number of the corporation, if known;



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1 (c) The names and titles of the president, secretary ~~[]~~ *and*
2 treasurer , *or the equivalent thereof*, and of all the directors of the
3 corporation;

4 (d) The ~~[mailing or street]~~ address, either residence or business,
5 of each officer and director listed, following the name of the officer
6 or director;

7 (e) The name and ~~[street]~~ address of the *lawfully designated*
8 resident agent of the corporation; and

9 (f) The signature of an officer of the corporation certifying that
10 the list is true, complete and accurate.

11 2. The corporation shall annually thereafter, on or before the
12 last day of the month in which the anniversary date of incorporation
13 occurs in each year, file with the Secretary of State, on a form
14 furnished by him, an annual list containing all of the information
15 required in subsection 1.

16 3. Each list required by subsection 1 or 2 must be accompanied
17 by a declaration under penalty of perjury that the corporation ~~[has]~~ :

18 (a) *Has* complied with the provisions of chapter 364A of NRS
19 ~~[]~~ ; *and*

20 (b) *Acknowledges that pursuant to NRS 239.330 it is a*
21 *category C felony to knowingly offer any false or forged*
22 *instrument for filing with the Office of the Secretary of State.*

23 4. Upon filing the list required by:

24 (a) Subsection 1, the corporation shall pay to the Secretary of
25 State a fee of ~~[\$165.]~~ *\$125.*

26 (b) Subsection 2, the corporation shall pay to the Secretary of
27 State ~~[a fee of \$85.]~~ , *if the amount represented by the total*
28 *number of shares provided for in the articles is:*

29 *\$75,000 or less \$125*
30 *Over \$75,000 and not over \$200,000 175*
31 *Over \$200,000 and not over \$500,000 275*
32 *Over \$500,000 and not over \$1,000,000 375*
33 *Over \$1,000,000:*

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

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

36 *The maximum fee which may be charged pursuant to paragraph*

37 *(b) for filing the annual list is \$11,100.*

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

43 6. The Secretary of State shall, 60 days before the last day for
44 filing each annual list required by subsection 2, cause to be mailed
45 to each corporation which is required to comply with the provisions



1 of NRS 78.150 to 78.185, inclusive, and which has not become
2 delinquent, a notice of the fee due pursuant to subsection 4 and a
3 reminder to file the annual list required by subsection 2. Failure of
4 any corporation to receive a notice or form does not excuse it from
5 the penalty imposed by law.

6 ~~[6.]~~ 7. If the list to be filed pursuant to the provisions of
7 subsection 1 or 2 is defective in any respect or the fee required by
8 subsection 4 ~~[or 8]~~ is not paid, the Secretary of State may return the
9 list for correction or payment.

10 ~~[7.]~~ 8. An annual list for a corporation not in default which is
11 received by the Secretary of State more than ~~[60]~~ 90 days before its
12 due date shall be deemed an amended list for the previous year and
13 must be accompanied by ~~[a fee of \$85]~~ *the appropriate fee as*
14 *provided in subsection 4* for filing. A payment submitted pursuant
15 to this subsection does not satisfy the requirements of subsection 2
16 for the year to which the due date is applicable.

17 ~~[8. If the corporation is an association as defined in NRS~~
18 ~~116.110315, the Secretary of State shall not accept the filing~~
19 ~~required by this section unless it is accompanied by evidence of the~~
20 ~~payment of the fee required to be paid pursuant to NRS 116.31155~~
21 ~~that is provided to the association pursuant to subsection 4 of that~~
22 ~~section.]~~

23 **Sec. 7.** NRS 78.155 is hereby amended to read as follows:

24 78.155 If a corporation has filed the initial or annual list in
25 compliance with NRS 78.150 and has paid the appropriate fee for
26 the filing, the cancelled check *or other proof of payment* received
27 by the corporation constitutes a certificate authorizing it to transact
28 its business within this state until the last day of the month in which
29 the anniversary of its incorporation occurs in the next succeeding
30 calendar year. ~~[If the corporation desires a formal certificate upon its~~
31 ~~payment of the initial or annual fee, its payment must be~~
32 ~~accompanied by a self-addressed, stamped envelope.]~~

33 **Sec. 8.** NRS 78.165 is hereby amended to read as follows:

34 78.165 1. ~~[Every]~~ *Each* list required to be filed under the
35 provisions of NRS 78.150 to 78.185, inclusive, must, after the name
36 of each officer and director listed thereon, set forth the ~~[post office~~
37 ~~box or street]~~ address, either residence or business, of each officer
38 and director.

39 2. If the addresses are not stated for each person on any list
40 offered for filing, the Secretary of State may refuse to file the list,
41 and the corporation for which the list has been offered for filing is
42 subject to all the provisions of NRS 78.150 to 78.185, inclusive,
43 relating to failure to file the list within or at the times therein
44 specified, unless a list is subsequently submitted for filing which
45 conforms to the provisions of NRS 78.150 to 78.185, inclusive.



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1 **Sec. 9.** NRS 78.170 is hereby amended to read as follows:

2 78.170 1. Each corporation required to make a filing and pay
3 the fee prescribed in NRS 78.150 to 78.185, inclusive, which refuses
4 or neglects to do so within the time provided shall be deemed in
5 default.

6 2. *Upon notification from the Administrator of the Real*
7 *Estate Division of the Department of Business and Industry that a*
8 *corporation which is a unit-owners' association as defined in NRS*
9 *116.110315 has failed to register pursuant to NRS 116.31158 or*
10 *failed to pay the fees pursuant to NRS 116.31155, the Secretary of*
11 *State shall deem the corporation to be in default. If, after the*
12 *corporation is deemed to be in default, the Administrator notifies*
13 *the Secretary of State that the corporation has registered pursuant*
14 *to NRS 116.31158 and paid the fees pursuant to NRS 116.31155,*
15 *the Secretary of State shall reinstate the corporation if the*
16 *corporation complies with the requirements for reinstatement as*
17 *provided in this section and NRS 78.150 to 78.185, inclusive.*

18 3. For default there must be added to the amount of the fee a
19 penalty of ~~[\$50.]~~ \$75. The fee and penalty must be collected as
20 provided in this chapter.

21 **Sec. 10.** NRS 78.175 is hereby amended to read as follows:

22 78.175 1. The Secretary of State shall notify, by ~~letter~~
23 ~~addressed~~ *providing written notice* to its resident agent, each
24 corporation deemed in default pursuant to NRS 78.170. The *written*
25 notice ~~[must be accompanied by]~~ .

26 (a) *Must include* a statement indicating the amount of the filing
27 fee, penalties *incurred* and costs remaining unpaid.

28 (b) *At the request of the resident agent, may be provided*
29 *electronically.*

30 2. On the first day of the first anniversary of the month
31 following the month in which the filing was required, the charter of
32 the corporation is revoked and its right to transact business is
33 forfeited.

34 3. The Secretary of State shall compile a complete list
35 containing the names of all corporations whose right to ~~do~~
36 *transact* business has been forfeited.

37 4. The Secretary of State shall forthwith notify, by ~~letter~~
38 ~~addressed~~ *providing written notice* to its resident agent, each ~~[such]~~
39 corporation *specified in subsection 3* of the forfeiture of its charter.
40 The *written* notice ~~[must be accompanied by]~~ .

41 (a) *Must include* a statement indicating the amount of the filing
42 fee, penalties *incurred* and costs remaining unpaid.

43 ~~[4.]~~ (b) *At the request of the resident agent, may be provided*
44 *electronically.*



1 **5.** If the charter of a corporation is revoked and the right to
2 transact business is forfeited as provided in subsection 2, all of the
3 property and assets of the defaulting domestic corporation must be
4 held in trust by the directors of the corporation as for insolvent
5 corporations, and the same proceedings may be had with respect
6 thereto as are applicable to insolvent corporations. Any person
7 interested may institute proceedings at any time after a forfeiture has
8 been declared, but if the Secretary of State reinstates the charter, the
9 proceedings must at once be dismissed and all property restored to
10 the officers of the corporation.

11 ~~[5-]~~ **6.** Where the assets are distributed, they must be applied
12 in the following manner:

13 (a) To the payment of the filing fee, penalties *incurred* and costs
14 due ~~to~~ the State;

15 (b) To the payment of the creditors of the corporation; and

16 (c) Any balance remaining, to distribution among the
17 stockholders.

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

19 78.180 1. Except as otherwise provided in subsections 3 and
20 4, the Secretary of State shall reinstate a corporation which has
21 forfeited *or which forfeits* its right to transact business pursuant to
22 the provisions of this chapter and *shall* restore to the corporation its
23 right to carry on business in this state, and to exercise its corporate
24 privileges and immunities, if it:

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

26 (1) *The* list required by NRS 78.150; *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 78.150 and
31 78.170 for each year or portion thereof during which it failed to file
32 each required annual list in a timely manner; and

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

34 2. When the Secretary of State reinstates the corporation, he
35 shall ~~[-~~:

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

39 ~~—(b) Upon demand,]~~ issue to the corporation ~~[one or more~~
40 ~~certified copies of the]~~ *a* certificate of reinstatement ~~[-]~~ *if the*
41 *corporation:*

42 (a) *Requests a certificate of reinstatement; and*

43 (b) *Pays the required fees pursuant to subsection 8 of*
44 *NRS 78.785.*



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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 charter occurred only by reason of failure to pay the fees and
4 penalties.

5 4. If a corporate charter has been revoked pursuant to the
6 provisions of this chapter and has remained revoked for a period of
7 5 consecutive years, the charter must not be reinstated.

8 **Sec. 11.3.** NRS 78.185 is hereby amended to read as follows:

9 78.185 1. Except as otherwise provided in subsection 2, if a
10 corporation applies to reinstate or revive its charter but its name has
11 been legally reserved or acquired by another artificial person
12 formed, organized, registered or qualified pursuant to the provisions
13 of this title whose name is on file with the Office of the Secretary of
14 State or reserved in the Office of the Secretary of State pursuant to
15 the provisions of this title, the corporation shall in its application for
16 reinstatement submit in writing to the Secretary of State some other
17 name under which it desires its corporate existence to be reinstated
18 or revived. If that name is distinguishable from all other names
19 reserved or otherwise on file, the Secretary of State shall ~~issue to~~
20 ~~the applying corporation a certificate of reinstatement or revival]~~
21 *reinstate the corporation* under that new name.

22 2. If the applying corporation submits the written,
23 acknowledged consent of the artificial person having a name, or the
24 person who has reserved a name, which is not distinguishable from
25 the old name of the applying corporation or a new name it has
26 submitted, it may be reinstated or revived under that name.

27 3. For the purposes of this section, a proposed name is not
28 distinguishable from a name on file or reserved name solely because
29 one or the other contains distinctive lettering, a distinctive mark, a
30 trademark or a trade name, or any combination of these.

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

33 **Sec. 11.7.** NRS 78.390 is hereby amended to read as follows:

34 78.390 1. Every amendment adopted pursuant to the
35 provisions of NRS 78.385 must be made in the following manner:

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

42 (b) At the meeting, of which notice must be given to each
43 stockholder entitled to vote pursuant to the provisions of this
44 section, a vote of the stockholders entitled to vote in person or by
45 proxy must be taken for and against the proposed amendment. If it



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1 appears upon the canvassing of the votes that stockholders holding
2 shares in the corporation entitling them to exercise at least a
3 majority of the voting power, or such greater proportion of the
4 voting power as may be required in the case of a vote by classes or
5 series, as provided in subsections 2 and 4, or as may be required by
6 the provisions of the articles of incorporation, have voted in favor of
7 the amendment, an officer of the corporation shall sign a certificate
8 setting forth the amendment, or setting forth the articles of
9 incorporation as amended, and the vote by which the amendment
10 was adopted.

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

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

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

24 4. Different series of the same class of shares do not constitute
25 different classes of shares for the purpose of voting by classes
26 except when the series is adversely affected by an amendment in a
27 different manner than other series of the same class.

28 5. The resolution of the stockholders approving the proposed
29 amendment may provide that at any time before the effective date of
30 the amendment, notwithstanding approval of the proposed
31 amendment by the stockholders, the board of directors may, by
32 resolution, abandon the proposed amendment without further action
33 by the stockholders.

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

38 7. If a certificate filed pursuant to subsection 1 specifies an
39 effective date and if the resolution of the stockholders approving the
40 proposed amendment provides that the board of directors may
41 abandon the proposed amendment pursuant to subsection 5, the
42 board of directors may terminate the effectiveness of the certificate
43 by resolution and by filing a certificate of termination with the
44 Secretary of State that:



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- 1 (a) Is filed before the effective date specified in the certificate
- 2 filed pursuant to subsection 1;
- 3 (b) Identifies the certificate being terminated;
- 4 (c) States that, pursuant to the resolution of the stockholders, the
- 5 board of directors is authorized to terminate the effectiveness of the
- 6 certificate;
- 7 (d) States that the effectiveness of the certificate has been
- 8 terminated;
- 9 (e) Is signed by an officer of the corporation; and
- 10 (f) Is accompanied by a filing fee of ~~[\$150.]~~ **\$175.**

11 **Sec. 12.** NRS 78.403 is hereby amended to read as follows:

12 78.403 1. A corporation may restate, or amend and restate, in

13 a single certificate the entire text of its articles of incorporation as

14 amended by filing with the Secretary of State a certificate ~~[signed by~~

15 ~~an officer of the corporation which must set forth the articles as~~

16 ~~amended to the date of the certificate.] in the manner provided in~~

17 **this section.** If the certificate alters or amends the articles in any

18 manner, it must comply with the provisions of NRS 78.380, 78.385

19 and 78.390, as applicable . ~~[, and must be accompanied by:~~

20 ~~—(a) A resolution; or~~

21 ~~—(b) A form prescribed by the Secretary of State,~~

22 ~~setting forth which provisions of the articles of incorporation on file~~

23 ~~with the Secretary of State are being altered or amended.]~~

24 2. If the certificate does not alter or amend the articles, it must

25 be signed by an officer of the corporation and state that he has been

26 authorized to execute the certificate by resolution of the board of

27 directors adopted on the date stated, and that the certificate correctly

28 sets forth the text of the articles of incorporation as amended to the

29 date of the certificate.

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

31 (a) The names, addresses, signatures and acknowledgments of

32 the incorporators;

33 (b) The names and addresses of the members of the past and

34 present boards of directors; and

35 (c) The name and address of the resident agent.

36 4. Whenever a corporation is required to file a certified copy of

37 its articles, in lieu thereof it may file a certified copy of the most

38 recent certificate restating its articles as amended, subject to the

39 provisions of subsection 2, together with certified copies of all

40 certificates of amendment filed subsequent to the restated articles

41 and certified copies of all certificates supplementary to the original

42 articles.

43 **Sec. 13.** NRS 78.580 is hereby amended to read as follows:

44 78.580 1. If the board of directors of any corporation

45 organized under this chapter, after the issuance of stock or the



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1 beginning of business, decides that the corporation should be
2 dissolved, the board may adopt a resolution to that effect. If the
3 corporation has issued no stock, only the directors need to approve
4 the dissolution. If the corporation has issued stock, the directors
5 must recommend the dissolution to the stockholders. The
6 corporation shall notify each stockholder entitled to vote on
7 dissolution, and the stockholders entitled to vote must approve the
8 dissolution.

9 2. If the dissolution is approved by the directors or both the
10 directors and stockholders, as respectively provided in subsection 1,
11 the corporation shall file *with the Office of the Secretary of State* a
12 certificate *signed by an officer of the corporation* setting forth that
13 the dissolution has been approved by the directors, or by the
14 directors and the stockholders, and a list of the names and ~~post~~
15 ~~office box or street~~ addresses, either residence or business, of the
16 corporation's president, secretary and treasurer, *or the equivalent*
17 *thereof*, and all of its directors. ~~[, certified by the president, or a~~
18 ~~vice president, and the secretary, or an assistant secretary, in the~~
19 ~~Office of the Secretary of State.]~~

20 **Sec. 14.** NRS 78.622 is hereby amended to read as follows:

21 78.622 1. If a corporation is under reorganization in a federal
22 court pursuant to title 11 of U.S.C., it may take any action necessary
23 to carry out any proceeding and do any act directed by the court
24 relating to reorganization, without further action by its directors or
25 stockholders. This authority may be exercised by:

26 (a) The trustee in bankruptcy appointed by the court;
27 (b) Officers of the corporation designated by the court; or
28 (c) Any other representative appointed by the court,
29 with the same effect as if exercised by the directors and stockholders
30 of the corporation.

31 2. By filing a confirmed plan *or order* of reorganization,
32 certified by the bankruptcy court, with the Secretary of State, the
33 corporation may:

34 (a) Alter, amend or repeal its bylaws;
35 (b) Constitute or reconstitute and classify or reclassify its board
36 of directors;
37 (c) Name, constitute or appoint directors and officers in place of
38 or in addition to all or some of the directors or officers then in
39 office;
40 (d) Amend its articles of incorporation;
41 (e) Make any change in its authorized and issued stock;
42 (f) Make any other amendment, change, alteration or provision
43 authorized by this chapter; and
44 (g) Be dissolved, transfer all or part of its assets, or merge or
45 consolidate, or make any other change authorized by this chapter.



1 3. In any action taken pursuant to subsections 1 and 2, a
2 stockholder has no right to demand payment for his stock.

3 4. Any amendment of the articles of incorporation made
4 pursuant to subsection 2 must be signed under penalty of perjury by
5 the person authorized by the court and filed with the Secretary of
6 State. If the amendment is filed in accordance with the order of
7 reorganization, it becomes effective when it is filed unless otherwise
8 ordered by the court.

9 5. Any filing with the Secretary of State pursuant to this
10 section must be accompanied by the appropriate fee, if any.

11 **Sec. 15.** NRS 78.730 is hereby amended to read as follows:

12 78.730 1. Any corporation which did exist or is existing
13 under the laws of this state may, upon complying with the
14 provisions of NRS 78.180, procure a renewal or revival of its charter
15 for any period, together with all the rights, franchises, privileges and
16 immunities, and subject to all its existing and preexisting debts,
17 duties and liabilities secured or imposed by its original charter and
18 amendments thereto, or existing charter, by filing:

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

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

24 (2) The name of the person designated as the resident agent
25 of the corporation, his street address for the service of process, and
26 his mailing address if different from his street address.

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

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

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

38 (b) A list of its president, secretary and treasurer , *or the*
39 *equivalent thereof*, and all of its directors and their ~~post-office-box~~
40 ~~or street~~ addresses, either residence or business.

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



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

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

18 **Sec. 15.5.** 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 2. The maximum fee which may be charged pursuant to this
33 section is ~~[\$25,000]~~ \$35,000 for:

- 34 (a) The original filing of articles of incorporation.
35 (b) A subsequent filing of any instrument which authorizes an
36 increase in stock.

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

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

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



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

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

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

12 **Sec. 16.** NRS 78.765 is hereby amended to read as follows:

13 78.765 1. The fee for filing a certificate changing the number
14 of authorized shares pursuant to NRS 78.209 or a certificate of
15 amendment to articles of incorporation that increases the
16 corporation's authorized stock or a certificate of correction that
17 increases the corporation's authorized stock is the difference
18 between the fee computed at the rates specified in NRS 78.760 upon
19 the total authorized stock of the corporation, including the proposed
20 increase, and the fee computed at the rates specified in NRS 78.760
21 upon the total authorized capital, excluding the proposed increase.
22 In no case may the amount be less than ~~[\$150.]~~ **\$175.**

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

27 3. The fee for filing a certificate or an amended certificate
28 pursuant to NRS 78.1955 is ~~[\$150.]~~ **\$175.**

29 4. The fee for filing a certificate of termination pursuant to
30 NRS ~~[78.1955, 78.209 or]~~ **78.209, 78.380 or 78.390 or a certificate**
31 **of withdrawal pursuant to NRS 78.1955** is ~~[\$150.]~~ **\$175.**

32 **Sec. 16.2.** NRS 78.767 is hereby amended to read as follows:

33 78.767 1. The fee for filing a certificate of restated articles of
34 incorporation that does not increase the corporation's authorized
35 stock is ~~[\$150.]~~ **\$175.**

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



1 **Sec. 16.4.** 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. 16.6.** 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 ~~\$30.~~ **\$60.**

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

21 5. The fee for reserving a corporate name 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 ~~\$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 ~~\$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 ~~\$40.~~ **\$50.**

32 9. The fee for copies made at the Office of the Secretary of
33 State 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 ~~\$100.~~ **\$125.**

42 **Sec. 16.8.** 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



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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. *The Secretary of State may amend any information*
11 *provided in the list if a person who is included in the list:*

12 (a) *Requests the amendment; and*

13 (b) *Pays a fee of \$50.*

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

16 **Sec. 17.** Chapter 78A of NRS is hereby amended by adding
17 thereto a new section to read as follows:

18 1. *Each document filed with the Secretary of State pursuant*
19 *to this chapter must be on or accompanied by a form prescribed by*
20 *the Secretary of State.*

21 2. *The Secretary of State may refuse to file a document which*
22 *does not comply with subsection 1 or which does not contain all of*
23 *the information required by statute for filing the document.*

24 3. *If the provisions of the form prescribed by the Secretary of*
25 *State conflict with the provisions of any document that is*
26 *submitted for filing with the form:*

27 (a) *The provisions of the form control for all purposes with*
28 *respect to the information that is required by statute to appear in*
29 *the document in order for the document to be filed; and*

30 (b) *Unless otherwise provided in the document, the provisions*
31 *of the document control in every other situation.*

32 4. *The Secretary of State may by regulation provide for the*
33 *electronic filing of documents with the Office of the Secretary of*
34 *State.*

35 **Sec. 18.** Chapter 80 of NRS is hereby amended by adding
36 thereto the provisions set forth as sections 19 and 20 of this act.

37 **Sec. 19.** 1. *Each document filed with the Secretary of State*
38 *pursuant to this chapter must be on or accompanied by a form*
39 *prescribed by the Secretary of State.*

40 2. *The Secretary of State may refuse to file a document which*
41 *does not comply with subsection 1 or which does not contain all of*
42 *the information required by statute for filing the document.*

43 3. *If the provisions of the form prescribed by the Secretary of*
44 *State conflict with the provisions of any document that is*
45 *submitted for filing with the form:*



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1 (a) *The provisions of the form control for all purposes with*
2 *respect to the information that is required by statute to appear in*
3 *the document in order for the document to be filed; and*

4 (b) *Unless otherwise provided in the document, the provisions*
5 *of the document control in every other situation.*

6 4. *The Secretary of State may by regulation provide for the*
7 *electronic filing of documents with the Office of the Secretary of*
8 *State.*

9 **Sec. 20.** 1. *Except as otherwise provided in subsection 2, if*
10 *a foreign corporation applies to reinstate its charter but its name*
11 *has been legally reserved or acquired by another artificial person*
12 *formed, organized, registered or qualified pursuant to the*
13 *provisions of this title whose name is on file with the Office of the*
14 *Secretary of State or reserved in the Office of the Secretary of*
15 *State pursuant to the provisions of this title, the foreign*
16 *corporation must in its application for reinstatement submit in*
17 *writing to the Secretary of State some other name under which it*
18 *desires its existence to be reinstated. If that name is*
19 *distinguishable from all other names reserved or otherwise on file,*
20 *the Secretary of State shall reinstate the foreign corporation under*
21 *that new name.*

22 2. *If the applying foreign corporation submits the written,*
23 *acknowledged consent of the artificial person having a name, or*
24 *the person who has reserved a name, which is not distinguishable*
25 *from the old name of the applying foreign corporation or a new*
26 *name it has submitted, it may be reinstated under that name.*

27 3. *For the purposes of this section, a proposed name is not*
28 *distinguishable from a name on file or reserved solely because one*
29 *or the other contains distinctive lettering, a distinctive mark, a*
30 *trademark or a trade name, or any combination thereof.*

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

33 **Sec. 21.** NRS 80.005 is hereby amended to read as follows:

34 80.005 The Secretary of State may microfilm *or image* any
35 document which is filed in his office by a foreign corporation
36 pursuant to this chapter and may return the original document to the
37 corporation.

38 **Sec. 22.** NRS 80.007 is hereby amended to read as follows:

39 80.007 1. A foreign corporation may correct a document filed
40 by the Secretary of State if the document contains an incorrect
41 statement or was defectively executed, attested, sealed or verified.

42 2. To correct a document, the corporation ~~[shall:]~~ **must:**

43 (a) Prepare a certificate of correction which:

44 (1) States the name of the corporation;



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- 1 (2) Describes the document, including, without limitation, its
2 filing date;
- 3 (3) Specifies the ~~incorrect statement and the reason it is~~
4 ~~incorrect or the manner in which the execution was defective;~~
5 ~~(4) Corrects the incorrect statement or defective execution;~~
6 *inaccuracy or defect;*
7 *(4) Sets forth the inaccurate or defective portion of the*
8 *document in an accurate or corrected form;* and
- 9 (5) Is signed by an officer of the corporation ~~[- and]~~ *or, if no*
10 *stock has been issued by the corporation, by the incorporator or a*
11 *director of the corporation.*
- 12 (b) Deliver the certificate to the Secretary of State for filing.
- 13 *(c) Pay a filing fee of \$175 to the Secretary of State.*
- 14 3. A certificate of correction is effective on the effective date
15 of the document it corrects except as to persons relying on the
16 uncorrected document and adversely affected by the correction. As
17 to those persons, the certificate is effective when filed.
- 18 **Sec. 23.** NRS 80.010 is hereby amended to read as follows:
- 19 80.010 1. Before commencing or doing any business in this
20 state, each corporation organized pursuant to the laws of another
21 state, territory, the District of Columbia, a possession of the United
22 States or a foreign country, that enters this state to do business must:
- 23 (a) File in the Office of the Secretary of State of this state:
- 24 (1) A certificate of corporate existence issued not more than
25 90 days before the date of filing by an authorized officer of the
26 jurisdiction of its incorporation setting forth the filing of documents
27 and instruments related to the articles of incorporation, or the
28 governmental acts or other instrument or authority by which the
29 corporation was created. If the certificate is in a language other than
30 English, a translation, together with the oath of the translator and his
31 attestation of its accuracy, must be attached to the certificate.
- 32 (2) A certificate of acceptance of appointment executed by
33 its resident agent, who must be a resident or located in this state.
34 The certificate must set forth the name of the resident agent, his
35 street address for the service of process, and his mailing address if
36 different from his street address. The street address of the resident
37 agent is the registered office of the corporation in this state.
- 38 (3) A statement executed by an officer of the corporation
39 setting forth:
- 40 (I) A general description of the purposes of the
41 corporation; and
- 42 (II) The authorized stock of the corporation and the
43 number and par value of shares having par value and the number of
44 shares having no par value.



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1 (b) Lodge in the Office of the Secretary of State a copy of the
2 document most recently filed by the corporation in the jurisdiction
3 of its incorporation setting forth the authorized stock of the
4 corporation, the number of par-value shares and their par value, and
5 the number of no-par-value shares.

6 2. The Secretary of State shall not file the documents required
7 by subsection 1 for any foreign corporation whose name is not
8 distinguishable on the records of the Secretary of State from the
9 names of all other artificial persons formed, organized, registered or
10 qualified pursuant to the provisions of this title that are on file in the
11 Office of the Secretary of State and all names that are reserved in
12 the Office of the Secretary of State pursuant to the provisions of this
13 title, unless the written, acknowledged consent of the holder of the
14 name on file or reserved name to use the same name or the
15 requested similar name accompanies the articles of incorporation.

16 3. *For the purposes of this section and NRS 80.012, a*
17 *proposed name is not distinguishable from a name on file or*
18 *reserved solely because one or the other names contains distinctive*
19 *lettering, a distinctive mark, a trademark or trade name, or any*
20 *combination thereof.*

21 4. *The name of a foreign corporation whose charter has been*
22 *revoked, which has merged and is not the surviving entity or*
23 *whose existence has otherwise terminated is available for use by*
24 *any other artificial person.*

25 5. The Secretary of State shall not accept for filing the
26 documents required by subsection 1 or NRS 80.110 for any foreign
27 corporation if the name of the corporation contains the words
28 "engineer," "engineered," "engineering," "professional engineer,"
29 "registered engineer" or "licensed engineer" unless the State Board
30 of Professional Engineers and Land Surveyors certifies that:

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

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

35 ~~4.1~~ 6. The Secretary of State shall not accept for filing the
36 documents required by subsection 1 or NRS 80.110 for any foreign
37 corporation if it appears from the documents that the business to be
38 carried on by the corporation is subject to supervision by the
39 Commissioner of Financial Institutions, unless the Commissioner
40 certifies that:

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

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



1 ~~[5-]~~ 7. The Secretary of State shall not accept for filing the
2 documents required by subsection 1 or NRS 80.110 for any foreign
3 corporation if the name of the corporation contains the words
4 "accountant," "accounting," "accountancy," "auditor" or "auditing"
5 unless the Nevada State Board of Accountancy certifies that the
6 foreign corporation:

7 (a) Is registered pursuant to the provisions of chapter 628 of
8 NRS; or

9 (b) Has filed with the *Nevada* State Board of Accountancy
10 under penalty of perjury a written statement that the foreign
11 corporation is not engaged in the practice of accounting and is not
12 offering to practice accounting in this state.

13 ~~[6-]~~ 8. The Secretary of State may adopt regulations that
14 interpret the requirements of this section.

15 **Sec. 24.** NRS 80.025 is hereby amended to read as follows:

16 80.025 1. If a foreign corporation cannot qualify to do
17 business in this state because its name does not meet the
18 requirements of ~~[subsection 2 or 3 of]~~ NRS 80.010, it may apply for
19 a certificate to do business by having its board of directors adopt a
20 resolution setting forth the name under which the corporation elects
21 to do business in this state. The resolution may:

22 (a) Add to the existing corporate name a word, abbreviation or
23 other distinctive element; or

24 (b) Adopt a name different from its existing corporate name that
25 is available for use in this state.

26 2. In addition to the documents required by subsection 1 of
27 NRS 80.010, the corporation shall file a resolution certifying the
28 adoption of the modified name.

29 3. If the Secretary of State determines that the modified
30 corporate name complies with the provisions of ~~[subsection 2 or 3]~~
31 of NRS 80.010, he shall issue the certificate in the foreign
32 corporation's modified name if the foreign corporation otherwise
33 qualifies to do business in this state.

34 4. A foreign corporation doing business in this state under a
35 modified corporate name approved by the Secretary of State shall
36 use the modified name in its dealings and communications with the
37 Secretary of State.

38 **Sec. 24.3.** NRS 80.050 is hereby amended to read as follows:

39 80.050 1. Except as otherwise provided in subsection 3,
40 foreign corporations shall pay the same fees to the Secretary of State
41 as are required to be paid by corporations organized pursuant to the
42 laws of this state, but the amount of fees to be charged must not
43 exceed:

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



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

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

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

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

14 **Sec. 24.7.** NRS 80.070 is hereby amended to read as follows:

15 80.070 1. A foreign corporation may change its resident
16 agent by filing with the Secretary of State:

17 (a) A certificate of change ~~[.]~~ *of resident agent*, signed by an
18 officer of the corporation, setting forth:

19 (1) The name of the corporation;

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

21 and

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

23 and

24 (b) A certificate of acceptance executed by the new resident
25 agent, which must be a part of or attached to the certificate of
26 change ~~[. The change authorized by this subsection becomes~~
27 ~~effective upon the filing of the certificate of change.]~~ *of resident*
28 *agent.*

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

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

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

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

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

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

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

43 4. A ~~[person who has been designated by a foreign corporation~~
44 ~~as]~~ resident agent ~~[may file]~~ *who desires to resign shall:*



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

5 ~~—3-]~~; and

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

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

10 5. Upon the filing of the statement of resignation with the
11 Secretary of State, the capacity of the resigning person as resident
12 agent terminates. If the statement of resignation is not accompanied
13 by a statement of the corporation appointing a successor resident
14 agent, the resigning resident agent shall give written notice, by mail,
15 to the corporation, of the filing of the statement and its effect. The
16 notice must be addressed to any officer of the corporation other than
17 the resident agent.

18 ~~[4-]~~ 6. If a resident agent dies, resigns or moves from the State,
19 the corporation, within 30 days thereafter, shall file with the
20 Secretary of State a certificate of acceptance executed by the new
21 resident agent. The certificate must set forth the name of the new
22 resident agent, his street address for the service of process, and his
23 mailing address if different from his street address.

24 ~~[5-]~~ 7. A corporation that fails to file a certificate of acceptance
25 executed by a new resident agent within 30 days after the death,
26 resignation or removal of its resident agent shall be deemed in
27 default and is subject to the provisions of NRS 80.150 and 80.160.

28 **Sec. 25.** NRS 80.110 is hereby amended to read as follows:

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

36 (a) The names *and addresses, either residence or business*, of
37 its president, secretary and treasurer , or ~~[their equivalent.]~~ *the*
38 *equivalent thereof*, and all of its directors;

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

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

43 Each list filed pursuant to this subsection must be accompanied by a
44 declaration under penalty of perjury that the foreign corporation has
45 complied with the provisions of chapter 364A of NRS ~~[-]~~ *and which*



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1 *acknowledges that pursuant to NRS 239.330 it is a category C*
2 *felony to knowingly offer any false or forged instrument for filing*
3 *with the Office of the Secretary of State.*

4 2. Upon filing:
5 (a) The initial list required by subsection 1, the corporation shall
6 pay to the Secretary of State a fee of ~~[\$165.]~~ *\$125.*

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

11 *\$75,000 or less \$125*
12 *Over \$75,000 and not over \$200,000 175*
13 *Over \$200,000 and not over \$500,000 275*
14 *Over \$500,000 and not over \$1,000,000 375*
15 *Over \$1,000,000:*

16 *For the first \$1,000,000 375*
17 *For each additional \$500,000 or fraction thereof 275*

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

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

25 4. The Secretary of State shall, 60 days before the last day for
26 filing each annual list required by subsection 1, cause to be mailed
27 to each corporation *which is* required to comply with the provisions
28 of NRS 80.110 to 80.170, inclusive, *and* which has not become
29 delinquent, the blank forms to be completed and filed with him.
30 Failure of any corporation to receive the forms does not excuse it
31 from the penalty imposed by the provisions of NRS 80.110 to
32 80.170, inclusive.

33 ~~[4.]~~ 5. An annual list for a corporation not in default which is
34 received by the Secretary of State more than ~~[60]~~ *90* days before its
35 due date shall be deemed an amended list for the previous year and
36 does not satisfy the requirements of subsection 1 for the year to
37 which the due date is applicable.

38 **Sec. 26.** NRS 80.120 is hereby amended to read as follows:

39 80.120 If a corporation has filed the initial or annual list in
40 compliance with NRS 80.110 and has paid the appropriate fee for
41 the filing, the cancelled check *or other proof of payment* received
42 by the corporation constitutes a certificate authorizing it to transact
43 its business within this state until the last day of the month in which
44 the anniversary of its qualification to transact business occurs in the
45 next succeeding calendar year. ~~[If the corporation desires a formal~~



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1 ~~certificate upon its payment of the initial or annual fee, its payment~~
2 ~~must be accompanied by a self-addressed, stamped envelope.]~~

3 **Sec. 27.** NRS 80.140 is hereby amended to read as follows:

4 80.140 1. ~~[Every]~~ *Each* list required to be filed under the
5 provisions of NRS 80.110 to 80.170, inclusive, must, after the name
6 of each officer and director listed thereon, set forth the ~~[post-office~~
7 ~~box or street]~~ address, either residence or business, of each officer
8 and director.

9 2. If the addresses are not stated for each person on any list
10 offered for filing, the Secretary of State may refuse to file the list,
11 and the corporation for which the list has been offered for filing is
12 subject to all the provisions of NRS 80.110 to 80.170, inclusive,
13 relating to failure to file the list within or at the times therein
14 specified, unless a list is subsequently submitted for filing which
15 conforms to the provisions of this section.

16 **Sec. 28.** NRS 80.150 is hereby amended to read as follows:

17 80.150 1. Any corporation required to make a filing and pay
18 the fee prescribed in NRS 80.110 to 80.170, inclusive, which refuses
19 or neglects to do so within the time provided ~~[]~~ is in default.

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

28 **Sec. 29.** NRS 80.160 is hereby amended to read as follows:

29 80.160 1. The Secretary of State shall notify, by ~~[letter~~
30 ~~addressed]~~ *providing written notice* to its resident agent, each
31 corporation deemed in default pursuant to NRS 80.150. The *written*
32 notice ~~[must be accompanied by]~~ :

33 (a) *Must include* a statement indicating the amount of the filing
34 fee, penalties *incurred* and costs remaining unpaid.

35 (b) *At the request of the resident agent, may be provided*
36 *electronically.*

37 2. Immediately after the ~~[first day of the ninth month following~~
38 ~~the month in which filing was required,]~~ *last day of the month in*
39 *which the anniversary date of incorporation occurs*, the Secretary
40 of State shall compile a ~~[full and]~~ complete list containing the names
41 of all corporations whose right to ~~[do]~~ *transact* business has been
42 forfeited.

43 3. The Secretary of State shall notify, by ~~[letter addressed]~~
44 *providing written notice* to its resident agent, each corporation



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1 specified in subsection 2 of the forfeiture of its right to do business.
2 The *written* notice ~~[must be accompanied by]~~ :

3 (a) *Must include* a statement indicating the amount of the filing
4 fee, penalties *incurred* and costs remaining unpaid.

5 (b) *At the request of the resident agent, may be provided*
6 *electronically.*

7 **Sec. 30.** NRS 80.170 is hereby amended to read as follows:

8 80.170 1. Except as otherwise provided in subsections 3 and
9 4, the Secretary of State shall reinstate a corporation which has
10 forfeited or which forfeits its right to transact business under the
11 provisions of this chapter and *shall* restore to the corporation its
12 right to transact business in this state, and to exercise its corporate
13 privileges and immunities, if it:

14 (a) Files with the Secretary of State ~~[a]~~ :

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

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

18 (b) Pays to the Secretary of State:

19 (1) The filing fee and penalty set forth in NRS 80.110 and
20 80.150 for each year or portion thereof that its right to transact
21 business was forfeited; and

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

23 2. ~~[If payment is made and]~~ *When* the Secretary of State
24 reinstates the corporation, ~~[to its former rights,]~~ he shall ~~[-~~

25 ~~—(a) Immediately issue and deliver to the corporation so~~
26 ~~reinstated a certificate of reinstatement authorizing it to transact~~
27 ~~business in the same manner as if the filing fee had been paid when~~
28 ~~due; and~~

29 ~~—(b) Upon demand,]~~ issue to the corporation ~~[one or more~~
30 ~~certified copies of the]~~ *a* certificate of reinstatement ~~[-]~~ *if the*
31 *corporation:*

32 (a) *Requests a certificate of reinstatement; and*

33 (b) *Pays the required fees pursuant to subsection 8 of*
34 *NRS 78.785.*

35 3. The Secretary of State shall not order a reinstatement unless
36 all delinquent fees and penalties have been paid ~~[-]~~ and the
37 revocation of the right to transact business occurred only by reason
38 of failure to pay the fees and penalties.

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

43 **Sec. 30.5.** NRS 80.190 is hereby amended to read as follows:

44 80.190 1. Except as otherwise provided in subsection 2, each
45 foreign corporation doing business in this state shall, not later than



1 the month of March in each year, publish a statement of its last
2 calendar year's business in two numbers or issues of a newspaper
3 published in this state **H that has a total weekly circulation of at**
4 **least 1,000. The statement must include:**

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

6 **(b) The name and title of the corporate officer submitting the**
7 **statement.**

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

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

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

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

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

21 4. Any district attorney in the State or the Attorney General
22 may sue to recover the penalty. The first county suing through its
23 district attorney shall recover the penalty, and if no suit is brought
24 for the penalty by any district attorney, the State may recover
25 through the Attorney General.

26 **Sec. 31.** Chapter 81 of NRS is hereby amended by adding
27 thereto the provisions set forth as sections 32 and 33 of this act.

28 **Sec. 32. 1. Each document filed with the Secretary of State**
29 **pursuant to this chapter must be on or accompanied by a form**
30 **prescribed by the Secretary of State.**

31 **2. The Secretary of State may refuse to file a document which**
32 **does not comply with subsection 1 or which does not contain all of**
33 **the information required by statute for filing the document.**

34 **3. If the provisions of the form prescribed by the Secretary of**
35 **State conflict with the provisions of any document that is**
36 **submitted for filing with the form:**

37 **(a) The provisions of the form control for all purposes with**
38 **respect to the information that is required by statute to appear in**
39 **the document in order for the document to be filed; and**

40 **(b) Unless otherwise provided in the document, the provisions**
41 **of the document control in every other situation.**

42 **4. The Secretary of State may by regulation provide for the**
43 **electronic filing of documents with the Office of the Secretary of**
44 **State.**



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- 1 **Sec. 33. 1. A nonprofit cooperative corporation, a**
2 *cooperative association, a charitable organization or any other*
3 *entity formed under the provisions of this chapter may correct a*
4 *document filed by the Secretary of State with respect to the entity if*
5 *the document contains an inaccurate record of an action*
6 *described in the document or was defectively executed, attested,*
7 *sealed, verified or acknowledged.*
8 2. *To correct a document, the entity must:*
9 (a) *Prepare a certificate of correction which:*
10 (1) *States the name of the entity;*
11 (2) *Describes the document, including, without limitation,*
12 *its filing date;*
13 (3) *Specifies the inaccuracy or defect;*
14 (4) *Sets forth the inaccurate or defective portion of the*
15 *document in an accurate or corrected form; and*
16 (5) *Is signed by an officer of the entity or, if the certificate*
17 *is filed before the first meeting of the board of directors, by an*
18 *incorporator or director.*
19 (b) *Deliver the certificate to the Secretary of State for filing.*
20 (c) *Pay a filing fee of \$25 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. 34.** NRS 81.200 is hereby amended to read as follows:
26 81.200 1. ~~Every~~ *Each* association formed under NRS
27 81.170 to 81.270, inclusive, shall prepare articles of association in
28 writing, setting forth:
29 (a) The name of the association.
30 (b) The purpose for which it is formed.
31 (c) The name of the person designated as the resident agent, the
32 street address for service of process, and the mailing address if
33 different from the street address.
34 (d) The term for which it is to exist, which may be perpetual.
35 (e) The ~~number of the directors thereof, and the~~ names and
36 ~~residences of those~~ *addresses, either residence or business, of the*
37 *directors* selected for the first year.
38 (f) The amount which each member is to pay upon admission as
39 a fee for membership, and that each member signing the articles has
40 actually paid the fee.
41 (g) That the interest and right of each member therein is to be
42 equal.
43 (h) The name and ~~post-office box or street~~ address, either
44 residence or business, of each of the persons executing the articles
45 of association.



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

3 3. The articles so subscribed must be filed, together with a
4 certificate of acceptance of appointment executed by the resident
5 agent for the association, in the Office of the Secretary of State, who
6 shall furnish a certified copy thereof. From the time of the filing in
7 the Office of the Secretary of State, the association may exercise all
8 the powers for which it was formed.

9 **Sec. 35.** Chapter 82 of NRS is hereby amended by adding
10 thereto the provisions set forth as sections 36 to 44, inclusive, of this
11 act.

12 **Sec. 36. 1.** *Each document filed with the Secretary of State*
13 *pursuant to this chapter must be on or accompanied by a form*
14 *prescribed by the Secretary of State.*

15 2. *The Secretary of State may refuse to file a document which*
16 *does not comply with subsection 1 or which does not contain all of*
17 *the information required by statute for filing the document.*

18 3. *If the provisions of the form prescribed by the Secretary of*
19 *State conflict with the provisions of any document that is*
20 *submitted for filing with the form:*

21 (a) *The provisions of the form control for all purposes with*
22 *respect to the information that is required by statute to appear in*
23 *the document in order for the document to be filed; and*

24 (b) *Unless otherwise provided in the document, the provisions*
25 *of the document control in every other situation.*

26 4. *The Secretary of State may by regulation provide for the*
27 *electronic filing of documents with the Office of the Secretary of*
28 *State.*

29 **Sec. 37. 1.** *A corporation may correct a document filed by*
30 *the Secretary of State with respect to the corporation if the*
31 *document contains an inaccurate record of a corporate action*
32 *described in the document or was defectively executed, attested,*
33 *sealed, verified or acknowledged.*

34 2. *To correct a document, the corporation must:*

35 (a) *Prepare a certificate of correction which:*

36 (1) *States the name of the corporation;*

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

39 (3) *Specifies the inaccuracy or defect;*

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

42 (5) *Is signed by an officer of the corporation or, if the*
43 *certificate is filed before the first meeting of the board of directors,*
44 *by an incorporator or director.*

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



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1 (c) Pay a filing fee of \$25 to the Secretary of State.
2 3. A certificate of correction is effective on the effective date
3 of the document it corrects except as to persons relying on the
4 uncorrected document and adversely affected by the correction. As
5 to those persons, the certificate is effective when filed.

6 **Sec. 38.** 1. Each foreign nonprofit corporation doing
7 business in this state shall, on or before the last day of the first
8 month after the filing of its application for registration as a
9 foreign nonprofit corporation with the Secretary of State, and
10 annually thereafter on or before the last day of the month in
11 which the anniversary date of its qualification to do business in
12 this state occurs in each year, file with the Secretary of State a list,
13 on a form furnished by him, that contains:

14 (a) The name of the foreign nonprofit corporation;
15 (b) The file number of the foreign nonprofit corporation, if
16 known;

17 (c) The names and titles of the president, secretary and
18 treasurer, or the equivalent thereof, and all of the directors of the
19 foreign nonprofit corporation;

20 (d) The address, either residence or business, of the president,
21 secretary and treasurer, or the equivalent thereof, and each
22 director of the foreign nonprofit corporation;

23 (e) The name and address of its resident agent in this state;
24 and

25 (f) The signature of an officer of the foreign nonprofit
26 corporation certifying that the list is true, complete and accurate.

27 2. Each list filed pursuant to this section must be
28 accompanied by a declaration under penalty of perjury that the
29 foreign nonprofit corporation:

30 (a) Has complied with the provisions of chapter 364A of NRS;
31 and

32 (b) Acknowledges that pursuant to NRS 239.330 it is a
33 category C felony to knowingly offer any false or forged
34 instrument for filing with the Office of the Secretary of State.

35 3. Upon filing the initial list and each annual list pursuant to
36 this section, the foreign nonprofit corporation must pay to the
37 Secretary of State a fee of \$25.

38 4. The Secretary of State shall, 60 days before the last day for
39 filing each annual list, cause to be mailed to each foreign
40 nonprofit corporation which is required to comply with the
41 provisions of sections 38 to 44, inclusive, of this act, and which
42 has not become delinquent, the blank forms to be completed and
43 filed with him. Failure of any foreign nonprofit corporation to
44 receive the forms does not excuse it from the penalty imposed by
45 the provisions of sections 38 to 44, inclusive, of this act.



1 5. *An annual list for a foreign nonprofit corporation not in*
2 *default that is received by the Secretary of State more than 90 days*
3 *before its due date shall be deemed an amended list for the*
4 *previous year and does not satisfy the requirements of subsection 1*
5 *for the year to which the due date is applicable.*

6 **Sec. 39.** *If a foreign nonprofit corporation has filed the*
7 *initial or annual list in compliance with section 38 of this act and*
8 *has paid the appropriate fee for the filing, the cancelled check or*
9 *other proof of payment received by the foreign nonprofit*
10 *corporation constitutes a certificate authorizing it to transact its*
11 *business within this state until the last day of the month in which*
12 *the anniversary of its qualification to transact business occurs in*
13 *the next succeeding calendar year.*

14 **Sec. 40.** *1. Each list required to be filed under the*
15 *provisions of sections 38 to 44, inclusive, of this act must, after the*
16 *name of each officer listed thereon, set forth the address, either*
17 *residence or business, of each officer.*

18 *2. If the addresses are not stated for each person on any list*
19 *offered for filing, the Secretary of State may refuse to file the list,*
20 *and the foreign nonprofit corporation for which the list has been*
21 *offered for filing is subject to all the provisions of sections 38 to*
22 *44, inclusive, of this act relating to failure to file the list within or*
23 *at the times therein specified, unless a list is subsequently*
24 *submitted for filing which conforms to the provisions of this*
25 *section.*

26 **Sec. 41.** *1. Each foreign nonprofit corporation required to*
27 *make a filing and pay the fee prescribed in sections 38 to 44,*
28 *inclusive, of this act that refuses or neglects to do so within the*
29 *time provided is in default.*

30 *2. For default there must be added to the amount of the fee a*
31 *penalty of \$50, and unless the filing is made and the fee and*
32 *penalty are paid on or before the last day of the month in which*
33 *the anniversary date of the foreign nonprofit corporation occurs,*
34 *the defaulting foreign nonprofit corporation forfeits its right to*
35 *transact any business within this state. The fee and penalty must*
36 *be collected as provided in this chapter.*

37 **Sec. 42.** *1. The Secretary of State shall notify, by providing*
38 *written notice to its resident agent, each foreign nonprofit*
39 *corporation deemed in default pursuant to section 41 of this act.*
40 *The written notice:*

41 *(a) Must include a statement indicating the amount of the*
42 *filing fee, penalties incurred and costs remaining unpaid.*

43 *(b) At the request of the resident agent, may be provided*
44 *electronically.*



1 2. Immediately after the last day of the month in which the
2 anniversary date of incorporation occurs, the Secretary of State
3 shall compile a complete list containing the names of all foreign
4 nonprofit corporations whose right to transact business has been
5 forfeited.

6 3. The Secretary of State shall notify, by providing written
7 notice to its resident agent, each foreign nonprofit corporation
8 specified in subsection 2 of the forfeiture of its right to transact
9 business. The written notice:

10 (a) Must include a statement indicating the amount of the
11 filing fee, penalties incurred and costs remaining unpaid.

12 (b) At the request of the resident agent, may be provided
13 electronically.

14 **Sec. 43.** 1. Except as otherwise provided in subsections 3
15 and 4, the Secretary of State shall reinstate a foreign nonprofit
16 corporation which has forfeited or which forfeits its right to
17 transact business pursuant to the provisions of sections 38 to 44,
18 inclusive, of this act and restore to the foreign nonprofit
19 corporation its right to transact business in this state, and to
20 exercise its corporate privileges and immunities, if it:

21 (a) Files with the Secretary of State a list as provided in
22 sections 38 and 40 of this act; and

23 (b) Pays to the Secretary of State:

24 (1) The filing fee and penalty set forth in sections 38 and 41
25 of this act for each year or portion thereof that its right to transact
26 business was forfeited; and

27 (2) A fee of \$100 for reinstatement.

28 2. When the Secretary of State reinstates the foreign
29 nonprofit corporation, he shall issue to the foreign nonprofit
30 corporation a certificate of reinstatement if the foreign nonprofit
31 corporation:

32 (a) Requests a certificate of reinstatement; and

33 (b) Pays the fees as provided in subsection 8 of NRS 78.785.

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

38 4. If the right of a foreign nonprofit corporation to transact
39 business in this state has been forfeited pursuant to the provisions
40 of section 42 of this act and has remained forfeited for a period of
41 5 consecutive years, the right to transact business must not be
42 reinstated.

43 **Sec. 44.** 1. Except as otherwise provided in subsection 2, if
44 a foreign nonprofit corporation applies to reinstate its charter but
45 its name has been legally reserved or acquired by another artificial



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1 *person formed, organized, registered or qualified pursuant to the*
2 *provisions of this title and that name is on file with the Office of*
3 *the Secretary of State or reserved in the Office of the Secretary of*
4 *State pursuant to the provisions of this title, the foreign nonprofit*
5 *corporation must in its application for reinstatement submit in*
6 *writing to the Secretary of State some other name under which it*
7 *desires its existence to be reinstated. If that name is*
8 *distinguishable from all other names reserved or otherwise on file,*
9 *the Secretary of State shall reinstate the foreign nonprofit*
10 *corporation under that new name.*

11 *2. If the applying foreign nonprofit corporation submits the*
12 *written, acknowledged consent of the artificial person having a*
13 *name, or who has reserved a name, which is not distinguishable*
14 *from the old name of the applying foreign nonprofit corporation*
15 *or a new name it has submitted, it may be reinstated under that*
16 *name.*

17 *3. For the purposes of this section, a proposed name is not*
18 *distinguishable from a name on file or reserved solely because one*
19 *or the other contains distinctive lettering, a distinctive mark, a*
20 *trademark or a trade name, or any combination thereof.*

21 *4. The Secretary of State may adopt regulations that interpret*
22 *the requirements of this section.*

23 **Sec. 45.** NRS 82.106 is hereby amended to read as follows:

24 82.106 1. The Secretary of State shall not accept for filing
25 pursuant to this chapter any articles of incorporation or any
26 certificate of amendment of articles of incorporation of any
27 corporation formed or existing pursuant to this chapter if the name
28 of the corporation contains the words “trust,” “engineer,”
29 “engineered,” “engineering,” “professional engineer” or “licensed
30 engineer.”

31 2. The Secretary of State shall not accept for filing any articles
32 of incorporation or any certificate of amendment of articles of
33 incorporation of any corporation formed or existing under this
34 chapter when it appears from the articles or the certificate of
35 amendment that the business to be carried on by the corporation is
36 subject to supervision by the Commissioner of Insurance.

37 3. The Secretary of State shall not accept for filing pursuant to
38 this chapter any articles of incorporation or any certificate of
39 amendment of articles of incorporation of any corporation formed or
40 existing pursuant to this chapter if the name of the corporation
41 contains the words “accountant,” “accounting,” “accountancy,”
42 “auditor” or “auditing.”

43 *4. The Secretary of State shall not accept for filing any*
44 *articles of incorporation or any certificate of amendment of*
45 *articles of incorporation of any corporation formed or existing*



1 *pursuant to the laws of this state which provides that the name of*
2 *the corporation contains the words “unit-owners’ association” or*
3 *“homeowners’ association” or if it appears in the articles of*
4 *incorporation or certificate of amendment that the purpose of the*
5 *corporation is to operate as a unit-owners’ association pursuant to*
6 *chapter 116 of NRS unless the Administrator of the Real Estate*
7 *Division of the Department of Business and Industry certifies that*
8 *the corporation has:*

9 (a) *Registered with the Ombudsman for Owners in Common-*
10 *Interest Communities pursuant to NRS 116.31158; and*

11 (b) *Paid to the Administrator of the Real Estate Division the*
12 *fees required pursuant to NRS 116.31155.*

13 **Sec. 46.** NRS 82.193 is hereby amended to read as follows:

14 82.193 1. A corporation shall have a resident agent in the
15 manner provided in NRS 78.090, 78.095, 78.097 and 78.110. The
16 resident agent and the corporation shall comply with the provisions
17 of those sections.

18 2. *Upon notification from the Administrator of the Real*
19 *Estate Division of the Department of Business and Industry that a*
20 *corporation which is a unit-owners’ association as defined in NRS*
21 *116.110315 has failed to register pursuant to NRS 116.31158 or*
22 *failed to pay the fees pursuant to NRS 116.31155, the Secretary of*
23 *State shall deem the corporation to be in default. If, after the*
24 *corporation is deemed to be in default, the Administrator notifies*
25 *the Secretary of State that the corporation has registered pursuant*
26 *to NRS 116.31158 and paid the fees pursuant to NRS 116.31155,*
27 *the Secretary of State shall reinstate the corporation if the*
28 *corporation complies with the requirements for reinstatement as*
29 *provided in this section and NRS 78.150 to 78.185, inclusive.*

30 3. A corporation is subject to the provisions of NRS 78.150 to
31 78.185, inclusive, except that:

32 (a) The fee for filing a list is ~~[\$15.]~~ \$25;

33 (b) The penalty added for default is ~~[\$5.]~~ \$50; and

34 (c) The fee for reinstatement is ~~[\$25.]~~ \$100.

35 **Sec. 47.** NRS 82.356 is hereby amended to read as follows:

36 82.356 1. ~~[Every]~~ *Each* amendment adopted pursuant to the
37 provisions of NRS 82.351 must be made in the following manner:

38 (a) The board of directors must adopt a resolution setting forth
39 the amendment proposed, approve it and, if the corporation has
40 members entitled to vote on an amendment to the articles, call a
41 meeting, either annual or special, of the members. The amendment
42 must also be approved by ~~[every]~~ *each* public official or other
43 person whose approval of an amendment of articles is required by
44 the articles.



1 (b) At the meeting of members, of which notice must be given
2 to each member entitled to vote pursuant to the provisions of this
3 section, a vote of the members entitled to vote in person or by proxy
4 must be taken for and against the proposed amendment. A majority
5 of a quorum of the voting power of the members or such greater
6 proportion of the voting power of members as may be required in
7 the case of a vote by classes, as provided in subsection 3, or as may
8 be required by the articles, must vote in favor of the amendment.

9 (c) Upon approval of the amendment by the directors, or if the
10 corporation has members entitled to vote on an amendment to the
11 articles, by both the directors and those members, and such other
12 persons or public officers, if any, as are required to do so by the
13 articles, ~~{the chairman of the board or the president or vice~~
14 ~~president, and the secretary or assistant secretary,}~~ *an officer of the*
15 *corporation* must execute a certificate setting forth the amendment,
16 or setting forth the articles as amended, that the public officers or
17 other persons, if any, required by the articles have approved the
18 amendment, and the vote of the members and directors by which the
19 amendment was adopted.

20 (d) The certificate so executed must be filed in the Office of the
21 Secretary of State.

22 2. Upon filing the certificate, the articles of incorporation are
23 amended accordingly.

24 3. If any proposed amendment would alter or change any
25 preference or any relative or other right given to any class of
26 members, then the amendment must be approved by the vote, in
27 addition to the affirmative vote otherwise required, of the holders of
28 a majority of a quorum of the voting power of each class of
29 members affected by the amendment regardless of limitations or
30 restrictions on their voting power.

31 4. In the case of any specified amendments, the articles may
32 require a larger vote of members than that required by this section.

33 **Sec. 48.** NRS 82.451 is hereby amended to read as follows:

34 82.451 1. A corporation may be dissolved and its affairs
35 wound up voluntarily if the board of directors adopts a resolution to
36 that effect and calls a meeting of the members entitled to vote to
37 take action upon the resolution. The resolution must also be
38 approved by any person or superior organization whose approval is
39 required by a provision of the articles authorized by NRS 82.091.
40 The meeting of the members must be held with due notice. If at the
41 meeting the members entitled to exercise a majority of all the voting
42 power consent by resolution to the dissolution, a certificate *signed*
43 *by an officer of the corporation* setting forth that the dissolution has
44 been approved in compliance with this section, together with a list
45 of the names and ~~{residences}~~ *addresses, either residence or*



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1 *business*, of the ~~[directors and officers, executed by the chairman of~~
2 ~~the board, president or vice president, and the secretary or an~~
3 ~~assistant secretary.]~~ *president, secretary and treasurer, or the*
4 *equivalent thereof, and all of the directors of the corporation*, must
5 be filed in the Office of the Secretary of State.

6 2. If a corporation has no members entitled to vote upon a
7 resolution calling for the dissolution of the corporation, the
8 corporation may be dissolved and its affairs wound up voluntarily
9 by the board of directors if it adopts a resolution to that effect. The
10 resolution must also be approved by any person or superior
11 organization whose approval is required by a provision of the
12 articles authorized by NRS 82.091. A certificate setting forth that
13 the dissolution has been approved in compliance with this section
14 and a list of the officers and directors, ~~[executed]~~ *signed* as provided
15 in subsection 1, must be filed in the Office of the Secretary of State.

16 3. Upon the dissolution of any corporation under the provisions
17 of this section or upon the expiration of its period of corporate
18 existence, the directors are the trustees of the corporation in
19 liquidation and in winding up the affairs of the corporation. The act
20 of a majority of the directors as trustees remaining in office is the
21 act of the directors as trustees.

22 **Sec. 49.** NRS 82.526 is hereby amended to read as follows:

23 82.526 The Secretary of State may microfilm *or image* any
24 document which is filed in his office by a corporation pursuant to
25 this chapter and may return the original document to the
26 corporation.

27 **Sec. 49.3.** NRS 82.531 is hereby amended to read as follows:

28 82.531 1. The fee for filing articles of incorporation,
29 amendments to or restatements of articles of incorporation,
30 certificates pursuant to NRS 82.061 and 82.063 and documents for
31 dissolution is ~~[\$25]~~ *\$50* for each document.

32 2. Except as otherwise provided in NRS 82.193 and subsection
33 1, the fees for filing documents are those set forth in NRS 78.765 to
34 78.785, inclusive.

35 **Sec. 49.7.** NRS 82.546 is hereby amended to read as follows:

36 82.546 1. Any corporation which did exist or is existing
37 pursuant to the laws of this state may, upon complying with the
38 provisions of NRS 78.150 and 82.193, procure a renewal or revival
39 of its charter for any period, together with all the rights, franchises,
40 privileges and immunities, and subject to all its existing and
41 preexisting debts, duties and liabilities secured or imposed by its
42 original charter and amendments thereto, or its existing charter, by
43 filing:

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



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

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

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

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

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

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

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

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

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

40 **Sec. 50.** Chapter 84 of NRS is hereby amended by adding
41 thereto the provisions set forth as sections 51 and 52 of this act.

42 **Sec. 51. 1. *Each document filed with the Secretary of State***
43 ***pursuant to this chapter must be on or accompanied by a form***
44 ***prescribed by the Secretary of State.***



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1 2. *The Secretary of State may refuse to file a document which*
2 *does not comply with subsection 1 or which does not contain all of*
3 *the information required by statute for filing the document.*

4 3. *If the provisions of the form prescribed by the Secretary of*
5 *State conflict with the provisions of any document that is*
6 *submitted for filing with the form:*

7 (a) *The provisions of the form control for all purposes with*
8 *respect to the information that is required by statute to appear in*
9 *the document in order for the document to be filed; and*

10 (b) *Unless otherwise provided in the document, the provisions*
11 *of the document control in every other situation.*

12 4. *The Secretary of State may by regulation provide for the*
13 *electronic filing of documents with the Office of the Secretary of*
14 *State.*

15 **Sec. 52.** 1. *A corporation sole may correct a document filed*
16 *by the Secretary of State with respect to the corporation sole if the*
17 *document contains an inaccurate record of an action of the*
18 *corporation sole described in the document or was defectively*
19 *executed, attested, sealed, verified or acknowledged.*

20 2. *To correct a document, the corporation sole must:*

21 (a) *Prepare a certificate of correction which:*

22 (1) *States the name of the corporation sole;*

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

25 (3) *Specifies the inaccuracy or defect;*

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


28 (5) *Is signed by an archbishop, bishop, president, trustee in*
29 *trust, president of stake, president of congregation, overseer,*
30 *presiding elder, district superintendent or other presiding officer*
31 *or clergyman of a church, religious society or denomination, who*
32 *has been chosen, elected or appointed in conformity with the*
33 *constitution, canons, rites, regulations or discipline of the church,*
34 *religious society or denomination, and in whom is vested the legal*
35 *title to the property held for the purpose, use or benefit of the*
36 *church or religious society or denomination.*

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

38 (c) *Pay a filing fee of \$25 to the Secretary of State.*

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

43 **Sec. 52.3.** NRS 84.090 is hereby amended to read as follows:

44 84.090 1. The fee for filing articles of incorporation,
45 amendments to or restatements of articles of incorporation 



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1 ~~certificates of reinstatement~~ and documents for dissolution is ~~[\$25]~~
2 ~~\$50~~ for each document.

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

5 **Sec. 52.5.** NRS 84.110 is hereby amended to read as follows:

6 84.110 1. Every corporation sole must have a resident agent
7 in the manner provided in NRS 78.090 and 78.095, subsections 1 to
8 4, inclusive, of NRS 78.097 and NRS 78.110. The resident agent
9 shall comply with the provisions of those sections.

10 2. A corporation sole that fails to file a certificate of acceptance
11 executed by the new resident agent within 30 days after the death,
12 resignation or removal of its former resident agent shall be deemed
13 in default and is subject to the provisions of NRS 84.130 and
14 84.140.

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

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

22 **Sec. 52.7.** NRS 84.120 is hereby amended to read as follows:

23 84.120 1. A resident agent who wishes to resign shall ~~[file]~~ :

24 (a) *File* with the Secretary of State a signed statement ~~[for each~~
25 ~~corporation sole]~~ *in the manner provided pursuant to subsection 1*
26 *of NRS 78.097* that he is unwilling to continue to act as the *resident*
27 *agent* of the corporation for the service of process ~~[.]~~ ; *and*

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

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

32 2. The statement of resignation may contain a statement of the
33 affected corporation sole appointing a successor resident agent for
34 that corporation. A certificate of acceptance executed by the new
35 resident agent, stating the full name, complete street address and, if
36 different from the street address, mailing address of the new resident
37 agent, must accompany the statement appointing a successor
38 resident agent.

39 3. Upon the filing of the statement of resignation with the
40 Secretary of State, the capacity of the resigning person as resident
41 agent terminates. If the statement of resignation contains no
42 statement by the corporation sole appointing a successor resident
43 agent, the resigning resident agent shall immediately give written
44 notice, by mail, to the corporation of the filing of the statement and



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1 its effect. The notice must be addressed to the person in whom is
2 vested the legal title to property specified in NRS 84.020.

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

10 5. A corporation sole that fails to file a certificate of acceptance
11 executed by the new resident agent within 30 days after the death,
12 resignation or removal of its former resident agent shall be deemed
13 in default and is subject to the provisions of NRS 84.130 and
14 84.140.

15 **Sec. 53.** NRS 84.140 is hereby amended to read as follows:

16 84.140 1. The Secretary of State shall notify, by ~~letter~~
17 ~~addressed~~ *providing written notice* to its resident agent, each
18 corporation sole deemed in default pursuant to the provisions of this
19 chapter. The notice ~~must be accompanied by~~ :

20 (a) *Must include* a statement indicating the amount of the filing
21 fee, penalties *incurred* and costs remaining unpaid.

22 (b) *At the request of the resident agent, may be provided*
23 *electronically.*

24 2. On the first day of the ~~ninth~~ *first anniversary of the* month
25 following the month in which the filing was required, the charter of
26 the corporation sole is revoked and its right to transact business is
27 forfeited.

28 3. The Secretary of State shall compile a complete list
29 containing the names of all corporations sole whose right to ~~do~~
30 *transact* business has been forfeited.

31 4. The Secretary of State shall forthwith notify, by ~~letter~~
32 ~~addressed~~ *providing written notice* to its resident agent, each ~~such~~
33 corporation *specified in subsection 3* of the forfeiture of its charter.
34 The *written* notice ~~must be accompanied by~~ :

35 (a) *Must include* a statement indicating the amount of the filing
36 fee, penalties *incurred* and costs remaining unpaid.

37 (b) *At the request of the resident agent, may be provided*
38 *electronically.*

39 **Sec. 54.** Chapter 86 of NRS is hereby amended by adding
40 thereto the provisions set forth as sections 55 to 62, inclusive, of this
41 act.

42 **Sec. 55. 1.** *Each document filed with the Secretary of State*
43 *pursuant to this chapter must be on or accompanied by a form*
44 *prescribed by the Secretary of State.*



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1 2. *The Secretary of State may refuse to file a document which*
2 *does not comply with subsection 1 or which does not contain all of*
3 *the information required by statute for filing the document.*

4 3. *If the provisions of the form prescribed by the Secretary of*
5 *State conflict with the provisions of any document that is*
6 *submitted for filing with the form:*

7 (a) *The provisions of the form control for all purposes with*
8 *respect to the information that is required by statute to appear in*
9 *the document in order for the document to be filed; and*

10 (b) *Unless otherwise provided in the document, the provisions*
11 *of the document control in every other situation.*

12 4. *The Secretary of State may by regulation provide for the*
13 *electronic filing of documents with the Office of the Secretary of*
14 *State.*

15 **Sec. 56.** 1. *Each foreign limited-liability company doing*
16 *business in this state shall, on or before the last day of the first*
17 *month after the filing of its application for registration as a*
18 *foreign limited-liability company with the Secretary of State, and*
19 *annually thereafter on or before the last day of the month in*
20 *which the anniversary date of its qualification to do business in*
21 *this state occurs in each year, file with the Secretary of State a list*
22 *on a form furnished by him that contains:*

23 (a) *The name of the foreign limited-liability company;*

24 (b) *The file number of the foreign limited-liability company, if*
25 *known;*

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

28 (d) *The address, either residence or business, of each manager*
29 *or managing member listed pursuant to paragraph (c);*

30 (e) *The name and address of its resident agent in this state;*
31 *and*

32 (f) *The signature of a manager or managing member of the*
33 *foreign limited-liability company certifying that the list is true,*
34 *complete and accurate.*

35 2. *Each list filed pursuant to this section must be*
36 *accompanied by a declaration under penalty of perjury that the*
37 *foreign limited-liability company:*

38 (a) *Has complied with the provisions of chapter 364A of NRS;*
39 *and*

40 (b) *Acknowledges that pursuant to NRS 239.330 it is a*
41 *category C felony to knowingly offer any false or forged*
42 *instrument for filing with the Office of the Secretary of State.*

43 3. *Upon filing:*

44 (a) *The initial list required by this section, the foreign limited-*
45 *liability company shall pay to the Secretary of State a fee of \$125.*



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1 (b) *Each annual list required by this section, the foreign*
2 *limited-liability company shall pay to the Secretary of State a fee*
3 *of \$125.*

4 4. *The Secretary of State shall, 60 days before the last day for*
5 *filing each annual list required by this section, cause to be mailed*
6 *to each foreign limited-liability company which is required to*
7 *comply with the provisions of sections 56 to 62, inclusive, of this*
8 *act, and which has not become delinquent, the blank forms to be*
9 *completed and filed with him. Failure of any foreign limited-*
10 *liability company to receive the forms does not excuse it from the*
11 *penalty imposed by the provisions of sections 56 to 62, inclusive, of*
12 *this act.*

13 5. *An annual list for a foreign limited-liability company not*
14 *in default which is received by the Secretary of State more than 90*
15 *days before its due date must be deemed an amended list for the*
16 *previous year and does not satisfy the requirements of this section*
17 *for the year to which the due date is applicable.*

18 **Sec. 57.** *If a foreign limited-liability company has filed the*
19 *initial or annual list in compliance with section 56 of this act and*
20 *has paid the appropriate fee for the filing, the cancelled check or*
21 *other proof of payment received by the foreign limited-liability*
22 *company constitutes a certificate authorizing it to transact its*
23 *business within this state until the last day of the month in which*
24 *the anniversary of its qualification to transact business occurs in*
25 *the next succeeding calendar year.*

26 **Sec. 58.** 1. *Each list required to be filed under the*
27 *provisions of sections 56 to 62, inclusive, of this act must, after the*
28 *name of each manager or, if there is no manager, each of its*
29 *managing members listed thereon, set forth the address, either*
30 *residence or business, of each manager or managing member.*

31 2. *If the addresses are not stated for each person on any list*
32 *offered for filing, the Secretary of State may refuse to file the list,*
33 *and the foreign limited-liability company for which the list has*
34 *been offered for filing is subject to all the provisions of sections 56*
35 *to 62, inclusive, of this act relating to failure to file the list within*
36 *or at the times therein specified, unless a list is subsequently*
37 *submitted for filing which conforms to the provisions of this*
38 *section.*

39 **Sec. 59.** 1. *Each foreign limited-liability company required*
40 *to make a filing and pay the fee prescribed in sections 56 to 62,*
41 *inclusive, of this act which refuses or neglects to do so within the*
42 *time provided is in default.*

43 2. *For default there must be added to the amount of the fee a*
44 *penalty of \$50, and unless the filing is made and the fee and*
45 *penalty are paid on or before the last day of the month in which*



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1 *the anniversary date of the foreign limited-liability company*
2 *occurs, the defaulting foreign limited-liability company by reason*
3 *of its default forfeits its right to transact any business within this*
4 *state. The fee and penalty must be collected as provided in this*
5 *chapter.*

6 **Sec. 60.** 1. *The Secretary of State shall notify, by providing*
7 *written notice to its resident agent, each foreign limited-liability*
8 *company deemed in default pursuant to section 59 of this act. The*
9 *written notice:*

10 (a) *Must include a statement indicating the amount of the*
11 *filing fee, penalties incurred and costs remaining unpaid.*

12 (b) *At the request of the resident agent, may be provided*
13 *electronically.*

14 2. *Immediately after the last day of the month in which the*
15 *anniversary date of its organization occurs, the Secretary of State*
16 *shall compile a complete list containing the names of all foreign*
17 *limited-liability companies whose right to transact business has*
18 *been forfeited.*

19 3. *The Secretary of State shall notify, by providing written*
20 *notice to its resident agent, each foreign limited-liability company*
21 *specified in subsection 2 of the forfeiture of its right to transact*
22 *business. The written notice:*

23 (a) *Must include a statement indicating the amount of the*
24 *filing fee, penalties incurred and costs remaining unpaid.*

25 (b) *At the request of the resident agent, may be provided*
26 *electronically.*

27 **Sec. 61.** 1. *Except as otherwise provided in subsections 3*
28 *and 4, the Secretary of State shall reinstate a foreign limited-*
29 *liability company which has forfeited or which forfeits its right to*
30 *transact business under the provisions of this chapter and shall*
31 *restore to the foreign limited-liability company its right to transact*
32 *business in this state, and to exercise its privileges and immunities,*
33 *if it:*

34 (a) *Files with the Secretary of State a list as provided in*
35 *sections 56 and 58 of this act; and*

36 (b) *Pays to the Secretary of State:*

37 (1) *The filing fee and penalty set forth in sections 56 and 59*
38 *of this act for each year or portion thereof that its right to transact*
39 *business was forfeited; and*

40 (2) *A fee of \$300 for reinstatement.*

41 2. *When the Secretary of State reinstates the foreign limited-*
42 *liability company, he shall issue to the foreign limited-liability*
43 *company a certificate of reinstatement if the foreign limited-*
44 *liability company:*

45 (a) *Requests a certificate of reinstatement; and*



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1 (b) Pays the required fees pursuant to NRS 86.561.
2 3. The Secretary of State shall not order a reinstatement
3 unless all delinquent fees and penalties have been paid and the
4 revocation of the right to transact business occurred only by
5 reason of failure to pay the fees and penalties.

6 4. If the right of a foreign limited-liability company to
7 transact business in this state has been forfeited pursuant to the
8 provisions of section 60 of this act and has remained forfeited for
9 a period of 5 consecutive years, the right must not be reinstated.

10 **Sec. 62.** 1. Except as otherwise provided in subsection 2, if
11 a foreign limited-liability company applies to reinstate its
12 registration but its name has been legally reserved or acquired by
13 another artificial person formed, organized, registered or qualified
14 pursuant to the provisions of this title whose name is on file with
15 the Office of the Secretary of State or reserved in the Office of the
16 Secretary of State pursuant to the provisions of this title, the
17 foreign limited-liability company must in its application for
18 reinstatement submit in writing to the Secretary of State some
19 other name under which it desires its existence to be reinstated. If
20 that name is distinguishable from all other names reserved or
21 otherwise on file, the Secretary of State shall reinstate the foreign
22 limited-liability company under that new name.

23 2. If the applying foreign limited-liability company submits
24 the written, acknowledged consent of the artificial person having a
25 name, or the person who has reserved a name, which is not
26 distinguishable from the old name of the applying foreign limited-
27 liability company or a new name it has submitted, it may be
28 reinstated under that name.

29 3. For the purposes of this section, a proposed name is not
30 distinguishable from a name on file or reserved solely because one
31 or the other contains distinctive lettering, a distinctive mark, a
32 trademark or a trade name, or any combination thereof.

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

35 **Sec. 63.** NRS 86.161 is hereby amended to read as follows:

36 86.161 1. The articles of organization must set forth:

37 (a) The name of the limited-liability company;
38 (b) The name and complete street address of its resident agent,
39 and the mailing address of the resident agent if different from the
40 street address;

41 (c) The name and ~~post-office or street~~ address, either residence
42 or business, of each of the organizers executing the articles; and

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

44 (1) One or more managers, the name and ~~post-office or~~
45 ~~street~~ address, either residence or business, of each manager; or



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

3 2. The articles may set forth any other provision, not
4 inconsistent with law, which the members elect to set out in the
5 articles of organization for the regulation of the internal affairs of
6 the company, including any provisions which under this chapter are
7 required or permitted to be set out in the operating agreement of the
8 company.

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

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

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

13 **Sec. 64.** NRS 86.171 is hereby amended to read as follows:

14 86.171 1. The name of a limited-liability company formed
15 under the provisions of this chapter must contain the words
16 "Limited-Liability Company," "Limited Company," or "Limited" or
17 the abbreviations "Ltd.," "L.L.C.," "L.C.," "LLC" or "LC." The
18 word "Company" may be abbreviated as "Co."

19 2. The name proposed for a limited-liability company must be
20 distinguishable on the records of the Secretary of State from the
21 names of all other artificial persons formed, organized, registered or
22 qualified pursuant to the provisions of this title that are on file in the
23 Office of the Secretary of State and all names that are reserved in
24 the Office of the Secretary of State pursuant to the provisions of this
25 title. If a proposed name is not so distinguishable, the Secretary of
26 State shall return the articles of organization to the organizer, unless
27 the written, acknowledged consent of the holder of the name on file
28 or reserved name to use the same name or the requested similar
29 name accompanies the articles of organization.

30 3. For the purposes of this section and NRS 86.176, a proposed
31 name is not distinguishable from a name on file or reserved name
32 solely because one or the other contains distinctive lettering, a
33 distinctive mark, a trademark or a trade name, or any combination
34 ~~of these.~~ thereof.

35 4. The name of a limited-liability company whose charter has
36 been revoked, which has merged and is not the surviving entity or
37 whose existence has otherwise terminated is available for use by any
38 other artificial person.

39 5. The Secretary of State shall not accept for filing any articles
40 of organization for any limited-liability company if the name of the
41 limited-liability company contains the words "accountant,"
42 "accounting," "accountancy," "auditor" or "auditing" unless the
43 Nevada State Board of Accountancy certifies that the limited-
44 liability company:



1 (a) Is registered pursuant to the provisions of chapter 628 of
2 NRS; or

3 (b) Has filed with the *Nevada* State Board of Accountancy
4 under penalty of perjury a written statement that the limited-liability
5 company is not engaged in the practice of accounting and is not
6 offering to practice accounting in this state.

7 6. *The Secretary of State shall not accept for filing any*
8 *articles of organization or certificate of amendment of articles of*
9 *organization of any limited-liability company formed or existing*
10 *pursuant to the laws of this state which provides that the name of*
11 *the limited-liability company contains the word “bank” or “trust”*
12 *unless:*

13 (a) *It appears from the articles of organization or the*
14 *certificate of amendment that the limited-liability company*
15 *proposes to carry on business as a banking or trust company,*
16 *exclusively or in connection with its business as a bank, savings*
17 *and loan association or thrift company; and*

18 (b) *The articles of organization or certificate of amendment is*
19 *first approved by the Commissioner of Financial Institutions.*

20 7. *The Secretary of State shall not accept for filing any*
21 *articles of organization or certificate of amendment of articles of*
22 *organization of any limited-liability company formed or existing*
23 *pursuant to the provisions of this chapter if it appears from the*
24 *articles or the certificate of amendment that the business to be*
25 *carried on by the limited-liability company is subject to*
26 *supervision by the Commissioner of Insurance or by the*
27 *Commissioner of Financial Institutions unless the articles or*
28 *certificate of amendment is approved by the Commissioner who*
29 *will supervise the business of the foreign limited-liability company.*

30 8. *Except as otherwise provided in subsection 7, the Secretary*
31 *of State shall not accept for filing any articles of organization or*
32 *certificate of amendment of articles of organization of any limited-*
33 *liability company formed or existing pursuant to the laws of this*
34 *state which provides that the name of the limited-liability company*
35 *contains the words “engineer,” “engineered,” “engineering,”*
36 *“professional engineer,” “registered engineer” or “licensed*
37 *engineer” unless:*

38 (a) *The State Board of Professional Engineers and Land*
39 *Surveyors certifies that the principals of the limited-liability*
40 *company are licensed to practice engineering pursuant to the laws*
41 *of this state; or*

42 (b) *The State Board of Professional Engineers and Land*
43 *Surveyors certifies that the limited-liability company is exempt*
44 *from the prohibitions of NRS 625.520.*



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1 **9.** The Secretary of State may adopt regulations that interpret
2 the requirements of this section.

3 **Sec. 65.** NRS 86.221 is hereby amended to read as follows:

4 86.221 1. The articles of organization of a limited-liability
5 company may be amended for any purpose, not inconsistent with
6 law, as determined by all of the members or permitted by the articles
7 or an operating agreement.

8 2. An amendment must be made in the form of a certificate
9 setting forth:

- 10 (a) The name of the limited-liability company;
11 (b) Whether the limited-liability company is managed by ~~one or~~
12 ~~more~~ managers or members; and
13 (c) The amendment to the articles of organization.

14 3. The certificate of amendment must be signed by a manager
15 of the company or, if management is not vested in a manager, by a
16 member.

17 4. Restated articles of organization may be executed and filed
18 in the same manner as a certificate of amendment. If the certificate
19 alters or amends the articles in any manner, it must be accompanied
20 by:

- 21 (a) A resolution; or
22 (b) A form prescribed by the Secretary of State,
23 setting forth which provisions of the articles of organization on file
24 with the Secretary of State are being altered or amended.

25 **Sec. 65.3.** NRS 86.226 is hereby amended to read as follows:

26 86.226 1. A signed certificate of amendment, or a certified
27 copy of a judicial decree of amendment, must be filed with the
28 Secretary of State. A person who executes a certificate as an agent,
29 officer or fiduciary of the limited-liability company need not exhibit
30 evidence of his authority as a prerequisite to filing. Unless the
31 Secretary of State finds that a certificate does not conform to law,
32 upon his receipt of all required filing fees he shall file the certificate.

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

37 3. If a certificate specifies an effective date and if the
38 resolution of the members approving the proposed amendment
39 provides that one or more managers or, if management is not vested
40 in a manager, one or more members may abandon the proposed
41 amendment, then those managers or members may terminate the
42 effectiveness of the certificate by filing a certificate of termination
43 with the Secretary of State that:

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



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1 (b) Identifies the certificate being terminated;
2 (c) States that, pursuant to the resolution of the members, the
3 manager of the company or, if management is not vested in a
4 manager, a designated member is authorized to terminate the
5 effectiveness of the certificate;

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

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

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

11 **Sec. 65.5.** NRS 86.235 is hereby amended to read as follows:

12 86.235 1. If a limited-liability company formed pursuant to
13 this chapter desires to change its resident agent, the change may be
14 effected by filing with the Secretary of State a certificate of change
15 *of resident agent* signed by a manager of the company or, if
16 management is not vested in a manager, by a member, that sets
17 forth:

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

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

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

21 2. The new resident agent's certificate of acceptance must be a
22 part of or attached to the certificate of change ~~[-~~

23 ~~3. The] of resident agent.~~

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

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

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

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

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

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

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

38 **Sec. 65.7.** NRS 86.251 is hereby amended to read as follows:

39 86.251 1. A resident agent who desires to resign shall ~~[file]~~ :

40 (a) *File* with the Secretary of State a signed statement ~~[for each~~
41 ~~limited-liability company]~~ *in the manner provided pursuant to*
42 *subsection 1 of NRS 78.097* that he is unwilling to continue to act
43 as the *resident* agent of the limited-liability company for the service
44 of process ~~[-]~~ ; and



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

3 A resignation is not effective until the signed statement is filed with
4 the Secretary of State.

5 2. The statement of resignation may contain a statement of the
6 affected limited-liability company appointing a successor resident
7 agent for that limited-liability company, giving the agent's full
8 name, street address for the service of process, and mailing address
9 if different from the street address. A certificate of acceptance
10 executed by the new resident agent must accompany the statement
11 appointing a successor resident agent.

12 3. Upon the filing of the statement of resignation with the
13 Secretary of State the capacity of the resigning person as resident
14 agent terminates. If the statement of resignation contains no
15 statement by the limited-liability company appointing a successor
16 resident agent, the resigning agent shall immediately give written
17 notice, by mail, to the limited-liability company of the filing of the
18 statement and its effect. The notice must be addressed to any
19 manager or, if none, to any member, of the limited-liability
20 company other than the resident agent.

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

27 5. Each limited-liability company which fails to file a
28 certificate of acceptance executed by the new resident agent within
29 30 days after the death, resignation or removal of its resident agent
30 as provided in subsection 4, shall be deemed in default and is
31 subject to the provisions of NRS 86.272 and 86.274.

32 **Sec. 66.** NRS 86.263 is hereby amended to read as follows:

33 86.263 1. A limited-liability company shall, on or before the
34 ~~{first}~~ ***last*** day of the ~~{second}~~ ***first*** month after the filing of its
35 articles of organization with the Secretary of State, file with the
36 Secretary of State, on a form furnished by him, a list that contains:

37 (a) The name of the limited-liability company;
38 (b) The file number of the limited-liability company, if known;
39 (c) The names and titles of all of its managers or, if there is no
40 manager, all of its managing members;

41 (d) The ~~{mailing or street}~~ address, either residence or business,
42 of each manager or managing member listed, following the name of
43 the manager or managing member;

44 (e) The name and ~~{street}~~ address of the ***lawfully designated***
45 resident agent of the limited-liability company; and



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

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

15 3. Each list required by ~~subsection 1 and each list or~~
16 ~~certification required by subsection~~ *subsections 1 and 2* must be
17 accompanied by a declaration under penalty of perjury that the
18 limited-liability company ~~has~~ :

19 (a) *Has* complied with the provisions of chapter 364A of NRS
20 ~~{};~~ *and*

21 (b) *Acknowledges that pursuant to NRS 239.330 it is a*
22 *category C felony to knowingly offer any false or forged*
23 *instrument for filing in the Office of the Secretary of State.*

24 4. Upon filing:

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

27 (b) Each annual list required by subsection 2, ~~[or certifying that~~
28 ~~no changes have occurred,]~~ the limited-liability company shall pay
29 to the Secretary of State a fee of ~~[\$85.]~~ *\$125.*

30 5. *If a manager or managing member of a limited-liability*
31 *company resigns and the resignation is not made in conjunction*
32 *with the filing of an annual or amended list of managers and*
33 *managing members, the limited-liability company shall pay to the*
34 *Secretary of State a fee of \$75 to file the resignation of the*
35 *manager or managing member.*

36 6. The Secretary of State shall, 60 days before the last day for
37 filing each list required by subsection 2, cause to be mailed to each
38 limited-liability company *which is* required to comply with the
39 provisions of this section, *and* which has not become delinquent, a
40 notice of the fee due under subsection 4 and a reminder to file a list
41 required by subsection 2. ~~[or a certification of no change.]~~ Failure
42 of any company to receive a notice or form does not excuse it from
43 the penalty imposed by law.

44 ~~{6.}~~ 7. If the list to be filed pursuant to the provisions of
45 subsection 1 or 2 is defective or the fee required by subsection 4 is



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1 not paid, the Secretary of State may return the list for correction or
2 payment.

3 ~~[7.]~~ 8. An annual list for a limited-liability company not in
4 default received by the Secretary of State more than ~~[60]~~ 90 days
5 before its due date shall be deemed an amended list for the previous
6 year.

7 **Sec. 67.** NRS 86.266 is hereby amended to read as follows:

8 86.266 If a limited-liability company has filed the initial or
9 annual list in compliance with NRS 86.263 and has paid the
10 appropriate fee for the filing, the cancelled check *or other proof of*
11 *payment* received by the limited-liability company constitutes a
12 certificate authorizing it to transact its business within this state until
13 the last day of the month in which the anniversary of its formation
14 occurs in the next succeeding calendar year. ~~[If the company desires~~
15 ~~a formal certificate upon its payment of the annual fee, its payment~~
16 ~~must be accompanied by a self-addressed, stamped envelope.]~~

17 **Sec. 68.** NRS 86.269 is hereby amended to read as follows:

18 86.269 1. ~~[Every]~~ *Each* list required to be filed under the
19 provisions of NRS 86.263 must, after the name of each manager and
20 member listed thereon, set forth the ~~[post-office box or street]~~
21 address, either residence or business, of each manager or member.

22 2. If the addresses are not stated for each person on any list
23 offered for filing, the Secretary of State may refuse to file the list,
24 and the limited-liability company for which the list has been offered
25 for filing is subject to the provisions of NRS 86.272 and 86.274
26 relating to failure to file the list within or at the times therein
27 specified, unless a list is subsequently submitted for filing which
28 conforms to the provisions of this section.

29 **Sec. 68.5.** NRS 86.272 is hereby amended to read as follows:

30 86.272 1. Each limited-liability company required to make a
31 filing and pay the fee prescribed in NRS 86.263 which refuses or
32 neglects to do so within the time provided is in default.

33 2. For default there must be added to the amount of the fee a
34 penalty of ~~[\$50.]~~ \$75. The fee and penalty must be collected as
35 provided in this chapter.

36 **Sec. 69.** NRS 86.274 is hereby amended to read as follows:

37 86.274 1. The Secretary of State shall notify, by ~~[letter~~
38 ~~addressed]~~ *providing written notice* to its resident agent, each
39 limited-liability company deemed in default pursuant to the
40 provisions of this chapter. The *written* notice ~~[must be accompanied~~
41 ~~by]~~:

42 (a) *Must include* a statement indicating the amount of the filing
43 fee, penalties *incurred* and costs remaining unpaid.

44 (b) *At the request of the resident agent, may be provided*
45 *electronically.*



1 2. On the first day of the first anniversary of the month
2 following the month in which the filing was required, the charter of
3 the company is revoked and its right to transact business is forfeited.

4 3. The Secretary of State shall compile a complete list
5 containing the names of all limited-liability companies whose right
6 to ~~to~~ *transact* business has been forfeited.

7 4. The Secretary of State shall forthwith notify ~~each limited-~~
8 ~~liability company by letter addressed~~, *by providing written notice*
9 to its resident agent, *each limited-liability company specified in*
10 *subsection 3* of the forfeiture of its charter. The *written* notice ~~must~~
11 ~~be accompanied by~~:

12 (a) *Must include* a statement indicating the amount of the filing
13 fee, penalties *incurred* and costs remaining unpaid.

14 ~~4.~~ (b) *At the request of the resident agent, may be provided*
15 *electronically.*

16 5. If the charter of a limited-liability company is revoked and
17 the right to transact business is forfeited, all of the property and
18 assets of the defaulting company must be held in trust by the
19 managers or, if none, by the members of the company, and the same
20 proceedings may be had with respect to its property and assets as
21 apply to the dissolution of a limited-liability company pursuant to
22 NRS 86.505 and 86.521. Any person interested may institute
23 proceedings at any time after a forfeiture has been declared, but if
24 the Secretary of State reinstates the charter, the proceedings must
25 be dismissed and all property restored to the company.

26 ~~5.~~ 6. If the assets are distributed, they must be applied in the
27 following manner:

28 (a) To the payment of the filing fee, penalties *incurred* and costs
29 due to the State; and

30 (b) To the payment of the creditors of the company.

31 Any balance remaining must be distributed among the members as
32 provided in subsection 1 of NRS 86.521.

33 **Sec. 70.** NRS 86.276 is hereby amended to read as follows:

34 86.276 1. Except as otherwise provided in subsections 3 and
35 4, the Secretary of State shall reinstate any limited-liability company
36 which has forfeited *or which forfeits* its right to transact business
37 pursuant to the provisions of this chapter and *shall* restore to the
38 company its right to carry on business in this state, and to exercise
39 its privileges and immunities, if it:

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

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

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

44 (b) Pays to the Secretary of State:



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1 (1) The filing fee and penalty set forth in NRS 86.263 and
2 86.272 for each year or portion thereof during which it failed *to file*
3 in a timely manner each required annual list; and

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

5 2. When the Secretary of State reinstates the limited-liability
6 company, he shall ~~[-]~~:

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

10 ~~—(b) Upon demand,]~~ issue to the company ~~[one or more certified~~
11 ~~copies of the]~~ *a* certificate of reinstatement ~~[-]~~ *if the limited-liability*
12 *company;*

13 (a) *Requests a certificate of reinstatement; and*

14 (b) *Pays the required fees pursuant to NRS 86.561.*

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 of the charter occurred only by reason of failure to pay the fees and
18 penalties.

19 4. If a company's charter has been revoked pursuant to the
20 provisions of this chapter and has remained revoked for a period of
21 5 consecutive years, the charter must not be reinstated.

22 **Sec. 70.3.** NRS 86.278 is hereby amended to read as follows:

23 86.278 1. Except as otherwise provided in subsection 2, if a
24 limited-liability company applies to reinstate its charter but its name
25 has been legally acquired or reserved by any other artificial person
26 formed, organized, registered or qualified pursuant to the provisions
27 of this title whose name is on file with the Office of the Secretary of
28 State or reserved in the Office of the Secretary of State pursuant to
29 the provisions of this title, the company shall submit in writing to
30 the Secretary of State some other name under which it desires its
31 existence to be reinstated. If that name is distinguishable from all
32 other names reserved or otherwise on file, the Secretary of State
33 shall ~~[issue to the applying]~~ *reinstate the* limited-liability company
34 ~~[a certificate of reinstatement]~~ under that new name.

35 2. If the applying limited-liability company submits the
36 written, acknowledged consent of the artificial person having the
37 name, or the person reserving the name, which is not distinguishable
38 from the old name of the applying company or a new name it has
39 submitted, it may be reinstated under that name.

40 3. For the purposes of this section, a proposed name is not
41 distinguishable from a name on file or reserved name solely because
42 one or the other contains distinctive lettering, a distinctive mark, a
43 trademark or a trade name or any combination of these.

44 4. The Secretary of State may adopt regulations that interpret
45 the requirements of this section.



1 **Sec. 70.7.** NRS 86.401 is hereby amended to read as follows:

2 86.401 1. On application to a court of competent jurisdiction
3 by a judgment creditor of a member, the court may charge the
4 member's interest with payment of the unsatisfied amount of the
5 judgment with interest. To the extent so charged, the judgment
6 creditor has only the rights of an assignee of the member's interest.

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

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

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

20 ~~—(a) By the judgment debtor;~~

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

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

25 ~~—5.] This section [provides] :~~

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

29 ~~[6. No creditor of a member has any right to obtain possession~~
30 ~~of, or otherwise exercise legal or equitable remedies with respect to,~~
31 ~~the property of the limited liability company.~~

32 ~~—7. This section does]~~

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

35 **Sec. 71.** NRS 86.547 is hereby amended to read as follows:

36 86.547 1. A foreign limited-liability company may cancel its
37 registration by filing with the Secretary of State a certificate of
38 cancellation signed by a manager of the company or, if management
39 is not vested in a manager, a member of the company. The
40 certificate, which must be accompanied by the required fees, must
41 set forth:

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

43 (b) ~~[The date upon which its certificate of registration was filed;~~

44 ~~—(c)] The effective date of the cancellation if other than the date~~
45 of the filing of the certificate of cancellation; and



1 ~~[(4)]~~ (c) Any other information deemed necessary by the
2 manager of the company or, if management is not vested in a
3 manager, a member of the company.

4 2. A cancellation pursuant to this section does not terminate the
5 authority of the Secretary of State to accept service of process on the
6 foreign limited-liability company with respect to causes of action
7 arising from the transaction of business in this state by the foreign
8 limited-liability company.

9 **Sec. 71.3.** NRS 86.561 is hereby amended to read as follows:

10 86.561 1. The Secretary of State shall charge and collect for:

11 (a) Filing the original articles of organization, or for registration
12 of a foreign company, ~~[\$175;]~~ \$75;

13 (b) Amending or restating the articles of organization, amending
14 the registration of a foreign company or filing a certificate of
15 correction, ~~[\$150;]~~ \$175;

16 (c) Filing the articles of dissolution of a domestic or foreign
17 company, ~~[\$60;]~~ \$75;

18 (d) Filing a statement of change of address of a records or
19 registered office, or change of the resident agent, ~~[\$30;]~~ \$60;

20 (e) Certifying articles of organization or an amendment to the
21 articles, in both cases where a copy is provided, ~~[\$20;]~~ \$30;

22 (f) Certifying an authorized printed copy of this chapter, ~~[\$20;]~~
23 \$30;

24 (g) Reserving a name for a limited-liability company, ~~[\$20;]~~
25 \$25;

26 (h) Filing a certificate of cancellation, ~~[\$60;]~~ \$75;

27 (i) Executing, filing or certifying any other document, ~~[\$40;]~~
28 \$50; and

29 (j) Copies made at the Office of the Secretary of State, ~~[\$1;]~~ \$2
30 per page.

31 2. The Secretary of State shall charge and collect at the time of
32 any service of process on him as agent for service of process of a
33 limited-liability company, ~~[\$10;]~~ \$100 which may be recovered as
34 taxable costs by the party to the action causing the service to be
35 made if the party prevails in the action.

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

38 **Sec. 71.5.** NRS 86.568 is hereby amended to read as follows:

39 86.568 1. A limited-liability company may correct a
40 document filed by the Secretary of State with respect to the limited-
41 liability company if the document contains an inaccurate record of a
42 company action described in the document or was defectively
43 executed, attested, sealed, verified or acknowledged.

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

45 (a) Prepare a certificate of correction that:



- 1 (1) States the name of the limited-liability company;
- 2 (2) Describes the document, including, without limitation, its
- 3 filing date;
- 4 (3) Specifies the inaccuracy or defect;
- 5 (4) Sets forth the inaccurate or defective portion of the
- 6 document in an accurate or corrected form; and
- 7 (5) Is signed by a manager of the company, or if
- 8 management is not vested in a manager, by a member of the
- 9 company.
- 10 (b) Deliver the certificate to the Secretary of State for filing.
- 11 (c) Pay a filing fee of ~~150~~ **175** to the Secretary of State.
- 12 3. A certificate of correction is effective on the effective date
- 13 of the document it corrects except as to persons relying on the
- 14 uncorrected document and adversely affected by the correction. As
- 15 to those persons, the certificate is effective when filed.
- 16 **Sec. 71.7.** NRS 86.580 is hereby amended to read as follows:
- 17 86.580 1. A limited-liability company which did exist or is
- 18 existing pursuant to the laws of this state may, upon complying with
- 19 the provisions of NRS 86.276, procure a renewal or revival of its
- 20 charter for any period, together with all the rights, franchises,
- 21 privileges and immunities, and subject to all its existing and
- 22 preexisting debts, duties and liabilities secured or imposed by its
- 23 original charter and amendments thereto, or existing charter, by
- 24 filing:
- 25 (a) A certificate with the Secretary of State, which must set
- 26 forth:
- 27 (1) The name of the limited-liability company, which must
- 28 be the name of the limited-liability company at the time of the
- 29 renewal or revival, or its name at the time its original charter
- 30 expired.
- 31 (2) The name of the person *lawfully* designated as the
- 32 resident agent of the limited-liability company, his street address for
- 33 the service of process, and his mailing address if different from his
- 34 street address.
- 35 (3) The date when the renewal or revival of the charter is to
- 36 commence or be effective, which may be, in cases of a revival,
- 37 before the date of the certificate.
- 38 (4) Whether or not the renewal or revival is to be perpetual,
- 39 and, if not perpetual, the time for which the renewal or revival is to
- 40 continue.
- 41 (5) That the limited-liability company desiring to renew or
- 42 revive its charter is, or has been, organized and carrying on the
- 43 business authorized by its existing or original charter and
- 44 amendments thereto, and desires to renew or continue through



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

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

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

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

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

23 **Sec. 72.** Chapter 87 of NRS is hereby amended by adding
24 thereto the provisions set forth as sections 73 to 80, inclusive, of this
25 act.

26 **Sec. 73. 1.** *Each document filed with the Secretary of State*
27 *pursuant to this chapter must be on or accompanied by a form*
28 *prescribed by the Secretary of State.*

29 *2. The Secretary of State may refuse to file a document which*
30 *does not comply with subsection 1 or which does not contain all of*
31 *the information required by statute for filing the document.*

32 *3. If the provisions of the form prescribed by the Secretary of*
33 *State conflict with the provisions of any document that is*
34 *submitted for filing with the form:*

35 *(a) The provisions of the form control for all purposes with*
36 *respect to the information that is required by statute to appear in*
37 *the document in order for the document to be filed; and*

38 *(b) Unless otherwise provided in the document, the provisions*
39 *of the document control in every other situation.*

40 *4. The Secretary of State may by regulation provide for the*
41 *electronic filing of documents with the Office of the Secretary of*
42 *State.*

43 **Sec. 74. 1.** *Each foreign limited-liability partnership doing*
44 *business in this state shall, on or before the last day of the month*
45 *after the filing of its application for registration as a foreign*



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- 1 *limited-liability partnership with the Secretary of State, and*
2 *annually thereafter on or before the last day of the month in*
3 *which the anniversary date of its qualification to do business in*
4 *this state occurs in each year, file with the Secretary of State a list,*
5 *on a form furnished by him, that contains:*
6 *(a) The name of the foreign limited-liability partnership;*
7 *(b) The file number of the foreign limited-liability partnership,*
8 *if known;*
9 *(c) The names of all its managing partners;*
10 *(d) The address, either residence or business, of each*
11 *managing partner;*
12 *(e) The name and address of its resident agent in this state;*
13 *and*
14 *(f) The signature of a managing partner of the foreign limited-*
15 *liability partnership certifying that the list is true, complete and*
16 *accurate.*
17 *2. Each list filed pursuant to this section must be*
18 *accompanied by a declaration under penalty of perjury that the*
19 *foreign limited-liability partnership:*
20 *(a) Has complied with the provisions of chapter 364A of NRS;*
21 *and*
22 *(b) Acknowledges that pursuant to NRS 239.330 it is a*
23 *category C felony to knowingly offer any false or forged*
24 *instrument for filing in the Office of the Secretary of State.*
25 *3. Upon filing:*
26 *(a) The initial list required by this section, the foreign limited-*
27 *liability partnership shall pay to the Secretary of State a fee of*
28 *\$125.*
29 *(b) Each annual list required by this section, the foreign*
30 *limited-liability partnership shall pay to the Secretary of State a*
31 *fee of \$125.*
32 *4. The Secretary of State shall, 60 days before the last day for*
33 *filing each annual list required by subsection 1, cause to be mailed*
34 *to each foreign limited-liability partnership which is required to*
35 *comply with the provisions of sections 74 to 80, inclusive, of this*
36 *act, and which has not become delinquent, the blank forms to be*
37 *completed and filed with him. Failure of any foreign limited-*
38 *liability partnership to receive the forms does not excuse it from*
39 *the penalty imposed by the provisions of sections 74 to 80,*
40 *inclusive, of this act.*
41 *5. An annual list for a foreign limited-liability partnership*
42 *not in default which is received by the Secretary of State more*
43 *than 90 days before its due date must be deemed an amended list*
44 *for the previous year and does not satisfy the requirements of*
45 *subsection 1 for the year to which the due date is applicable.*



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1 **Sec. 75.** *If a foreign limited-liability partnership has filed the*
2 *initial or annual list in compliance with section 74 of this act and*
3 *has paid the appropriate fee for the filing, the cancelled check or*
4 *other proof of payment received by the foreign limited-liability*
5 *partnership constitutes a certificate authorizing it to transact its*
6 *business within this state until the last day of the month in which*
7 *the anniversary of its qualification to transact business occurs in*
8 *the next succeeding calendar year.*

9 **Sec. 76.** 1. *Each list required to be filed under the*
10 *provisions of sections 74 to 80, inclusive, of this act must, after*
11 *the name of each managing partner listed thereon, set forth the*
12 *address, either residence or business, of each managing partner.*

13 2. *If the addresses are not stated for each person on any list*
14 *offered for filing, the Secretary of State may refuse to file the list,*
15 *and the foreign limited-liability partnership for which the list has*
16 *been offered for filing is subject to all the provisions of sections 74*
17 *to 80, inclusive, of this act relating to failure to file the list within*
18 *or at the times therein specified, unless a list is subsequently*
19 *submitted for filing which conforms to the provisions of this*
20 *section.*

21 **Sec. 77.** 1. *Each foreign limited-liability partnership*
22 *required to make a filing and pay the fee prescribed in sections 74*
23 *to 80, inclusive, of this act which refuses or neglects to do so*
24 *within the time provided is in default.*

25 2. *For default there must be added to the amount of the fee a*
26 *penalty of \$50, and unless the filing is made and the fee and*
27 *penalty are paid on or before the last day of the month in which*
28 *the anniversary date of the foreign limited-liability partnership*
29 *occurs, the defaulting foreign limited-liability partnership by*
30 *reason of its default forfeits its right to transact any business*
31 *within this state. The fee and penalty must be collected as provided*
32 *in this chapter.*

33 **Sec. 78.** 1. *The Secretary of State shall notify, by providing*
34 *written notice to its resident agent, each foreign limited-liability*
35 *partnership deemed in default pursuant to section 77 of this act.*
36 *The written notice:*

37 (a) *Must include a statement indicating the amount of the*
38 *filing fee, penalties incurred and costs remaining unpaid.*

39 (b) *At the request of the resident agent, may be provided*
40 *electronically.*

41 2. *Immediately after the last day of the month in which the*
42 *anniversary date of its registration occurs, the Secretary of State*
43 *shall compile a complete list containing the names of all foreign*
44 *limited-liability partnerships whose right to transact business has*
45 *been forfeited.*



1 3. The Secretary of State shall notify, by providing written
2 notice to its resident agent, each foreign limited-liability
3 partnership specified in subsection 2 of the forfeiture of its right to
4 transact business. The written notice:

5 (a) Must include a statement indicating the amount of the
6 filing fee, penalties incurred and costs remaining unpaid.

7 (b) At the request of the resident agent, may be provided
8 electronically.

9 **Sec. 79.** 1. Except as otherwise provided in subsections 3
10 and 4, the Secretary of State shall reinstate a foreign limited-
11 liability partnership which has forfeited or which forfeits its right
12 to transact business under the provisions of this chapter and shall
13 restore to the foreign limited-liability partnership its right to
14 transact business in this state, and to exercise its privileges and
15 immunities, if it:

16 (a) Files with the Secretary of State a list as provided in
17 sections 74 and 76 of this act; and

18 (b) Pays to the Secretary of State:

19 (1) The filing fee and penalty set forth in sections 74 and 77
20 of this act for each year or portion thereof that its right to transact
21 business was forfeited; and

22 (2) A fee of \$300 for reinstatement.

23 2. When the Secretary of State reinstates the foreign limited-
24 liability partnership, he shall issue to the foreign limited-liability
25 partnership a certificate of reinstatement if the foreign limited-
26 liability partnership:

27 (a) Requests a certificate of reinstatement; and

28 (b) Pays the required fees pursuant to NRS 87.550.

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

33 4. If the right of a foreign limited-liability partnership to
34 transact business in this state has been forfeited pursuant to the
35 provisions of section 78 of this act and has remained forfeited for
36 a period of 5 consecutive years, the right to transact business must
37 not be reinstated.

38 **Sec. 80.** 1. Except as otherwise provided in subsection 2, if
39 a foreign limited-liability partnership applies to reinstate its
40 certificate of registration and its name has been legally reserved or
41 acquired by another artificial person formed, organized, registered
42 or qualified pursuant to the provisions of this title whose name is
43 on file with the Office of the Secretary of State or reserved in the
44 Office of the Secretary of State pursuant to the provisions of this
45 title, the foreign limited-liability partnership must submit in



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1 *writing in its application for reinstatement to the Secretary of State*
2 *some other name under which it desires its existence to be*
3 *reinstated. If that name is distinguishable from all other names*
4 *reserved or otherwise on file, the Secretary of State shall reinstate*
5 *the foreign limited-liability partnership under that new name.*

6 2. *If the applying foreign limited-liability partnership submits*
7 *the written, acknowledged consent of the artificial person having a*
8 *name, or the person who has reserved a name, which is not*
9 *distinguishable from the old name of the applying foreign limited-*
10 *liability partnership or a new name it has submitted, it may be*
11 *reinstated under that name.*

12 3. *For the purposes of this section, a proposed name is not*
13 *distinguishable from a name on file or reserved solely because one*
14 *or the other contains distinctive lettering, a distinctive mark, a*
15 *trademark or a trade name, or any combination thereof.*

16 4. *The Secretary of State may adopt regulations that interpret*
17 *the requirements of this section.*

18 **Sec. 81.** NRS 87.450 is hereby amended to read as follows:

19 87.450 1. The name proposed for a registered limited-
20 liability partnership must contain the words “Limited-Liability
21 Partnership” or “Registered Limited-Liability Partnership” or the
22 abbreviation “L.L.P.” or “LLP” as the last words or letters of the
23 name and must be distinguishable on the records of the Secretary of
24 State from the names of all other artificial persons formed,
25 organized, registered or qualified pursuant to the provisions of this
26 title that are on file in the Office of the Secretary of State and all
27 names that are reserved in the Office of the Secretary of State
28 pursuant to the provisions of this title. If the name of the registered
29 limited-liability partnership on a certificate of registration of
30 limited-liability partnership submitted to the Secretary of State is not
31 distinguishable from a name on file or reserved name, the Secretary
32 of State shall return the certificate to the person who signed it unless
33 the written, acknowledged consent of the holder of the name on file
34 or reserved name to use the name accompanies the certificate.

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

39 3. *The Secretary of State shall not accept for filing any*
40 *certificate of registration or certificate of amendment of a*
41 *certificate of registration of any registered limited-liability*
42 *partnership formed or existing pursuant to the laws of this state*
43 *which provides that the name of the registered limited-liability*
44 *partnership contains the words “accountant,” “accounting,”*
45 *“accountancy,” “auditor” or “auditing” unless the Nevada State*



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1 *Board of Accountancy certifies that the registered limited-liability*
2 *partnership:*

3 (a) *Is registered pursuant to the provisions of chapter 628 of*
4 *NRS; or*

5 (b) *Has filed with the Nevada State Board of Accountancy*
6 *under penalty of perjury a written statement that the registered*
7 *limited-liability partnership is not engaged in the practice of*
8 *accounting and is not offering to practice accounting in this state.*

9 4. *The Secretary of State shall not accept for filing any*
10 *certificate of registration or certificate of amendment of a*
11 *certificate of registration of any registered limited-liability*
12 *partnership formed or existing pursuant to the laws of this state*
13 *which provides that the name of the registered limited-liability*
14 *partnership contains the word “bank” or “trust” unless:*

15 (a) *It appears from the certificate of registration or the*
16 *certificate of amendment that the registered limited-liability*
17 *partnership proposes to carry on business as a banking or trust*
18 *company, exclusively or in connection with its business as a bank,*
19 *savings and loan association or thrift company; and*

20 (b) *The certificate of registration or certificate of amendment*
21 *is first approved by the Commissioner of Financial Institutions.*

22 5. *The Secretary of State shall not accept for filing any*
23 *certificate of registration or certificate of amendment of a*
24 *certificate of registration of any registered limited-liability*
25 *partnership formed or existing pursuant to the provisions of this*
26 *chapter if it appears from the certificate of registration or the*
27 *certificate of amendment that the business to be carried on by the*
28 *registered limited-liability partnership is subject to supervision by*
29 *the Commissioner of Insurance or by the Commissioner of*
30 *Financial Institutions, unless the certificate of registration or*
31 *certificate of amendment is approved by the Commissioner who*
32 *will supervise the business of the registered limited-liability*
33 *partnership.*

34 6. *Except as otherwise provided in subsection 5, the Secretary*
35 *of State shall not accept for filing any certificate of registration or*
36 *certificate of amendment of a certificate of registration of any*
37 *registered limited-liability partnership formed or existing pursuant*
38 *to the laws of this state which provides that the name of the*
39 *registered limited-liability partnership contains the words*
40 *“engineer,” “engineered,” “engineering,” “professional*
41 *engineer,” “registered engineer” or “licensed engineer” unless:*

42 (a) *The State Board of Professional Engineers and Land*
43 *Surveyors certifies that the principals of the registered limited-*
44 *liability partnership are licensed to practice engineering pursuant*
45 *to the laws of this state; or*



1 (b) *The State Board of Professional Engineers and Land*
2 *Surveyors certifies that the registered limited-liability partnership*
3 *is exempt from the prohibitions of NRS 625.520.*

4 7. *The Secretary of State shall not accept for filing any*
5 *certificate of registration or certificate of amendment of a*
6 *certificate of registration of any registered limited-liability*
7 *partnership formed or existing pursuant to the laws of this state*
8 *which provides that the name of the registered limited-liability*
9 *partnership contains the words "unit-owners' association" or*
10 *"homeowners' association" or if it appears in the certificate of*
11 *registration or certificate of amendment that the purpose of the*
12 *registered limited-liability partnership is to operate as a unit-*
13 *owners' association pursuant to chapter 116 of NRS unless the*
14 *Administrator of the Real Estate Division of the Department of*
15 *Business and Industry certifies that the registered limited-liability*
16 *partnership has:*

17 (a) *Registered with the Ombudsman for Owners in Common-*
18 *Interest Communities pursuant to NRS 116.31158; and*

19 (b) *Paid to the Administrator of the Real Estate Division the*
20 *fees required pursuant to NRS 116.31155.*

21 8. The name of a registered limited-liability partnership whose
22 right to transact business has been forfeited, which has merged and
23 is not the surviving entity or whose existence has otherwise
24 terminated is available for use by any other artificial person.

25 ~~[4.]~~ 9. The Secretary of State may adopt regulations that
26 interpret the requirements of this section.

27 **Sec. 81.5.** NRS 87.455 is hereby amended to read as follows:

28 87.455 1. Except as otherwise provided in subsection 2, if a
29 registered limited-liability partnership applies to reinstate its right to
30 transact business but its name has been legally acquired by any other
31 artificial person formed, organized, registered or qualified pursuant
32 to the provisions of this title whose name is on file with the Office
33 of the Secretary of State or reserved in the Office of the Secretary of
34 State pursuant to the provisions of this title, the applying registered
35 limited-liability partnership shall submit in writing to the Secretary
36 of State some other name under which it desires its right to transact
37 business to be reinstated. If that name is distinguishable from all
38 other names reserved or otherwise on file, the Secretary of State
39 shall ~~[issue to the applying]~~ *reinstate the* registered limited-liability
40 partnership ~~[a certificate of reinstatement]~~ under that new name.

41 2. If the applying registered limited-liability partnership
42 submits the written, acknowledged consent of the artificial person
43 having the name, or the person who has reserved the name, that is
44 not distinguishable from the old name of the applying registered



1 limited-liability partnership or a new name it has submitted, it may
2 be reinstated under that name.

3 3. For the purposes of this section, a proposed name is not
4 distinguishable from a name on file or reserved name solely because
5 one or the other contains distinctive lettering, a distinctive mark, a
6 trademark or a trade name, or any combination of these.

7 4. The Secretary of State may adopt regulations that interpret
8 the requirements of this section.

9 **Sec. 82.** NRS 87.460 is hereby amended to read as follows:

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

14 (a) The name of the registered limited-liability partnership; *and*
15 (b) ~~{The dates on which the registered limited liability~~
16 ~~partnership filed its original certificate of registration and any other~~
17 ~~certificates of amendment; and~~

18 ~~—(c)}~~ The change to the information contained in the original
19 certificate of registration or any other certificates of amendment.

20 2. The certificate of amendment must be:

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

23 (b) Accompanied by a fee of ~~[\$150.]~~ *\$175.*

24 **Sec. 82.3.** NRS 87.470 is hereby amended to read as follows:

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

27 1. Its certificate of registration is revoked pursuant to NRS
28 87.520; or

29 2. The registered limited-liability partnership files with the
30 Secretary of State a written notice of withdrawal executed by a
31 managing partner. The notice must be accompanied by a fee of
32 ~~[\$60.]~~ *\$75.*

33 **Sec. 82.5.** NRS 87.490 is hereby amended to read as follows:

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

39 (a) The name of the registered limited-liability partnership;

40 (b) The street address of its principal office;

41 (c) If the location of its principal office will be changed, the
42 street address of its new principal office;

43 (d) The name of its resident agent; and



1 (e) If its resident agent will be changed, the name of its new
2 resident agent.

3 ~~[The]~~
4 2. A certificate of acceptance ~~[of its]~~ *signed by the* new
5 resident agent must accompany the certificate of change ~~[-~~
6 ~~—2.] of resident agent.~~

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

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

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

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

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

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

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

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

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

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

26 **Sec. 82.7.** NRS 87.500 is hereby amended to read as follows:

27 87.500 1. A resident agent ~~[of a registered limited liability~~
28 ~~partnership]~~ who wishes to resign shall ~~[file]~~ :

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

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

35 A resignation is not effective until the signed statement is filed with
36 the Secretary of State.

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

44 3. Upon the filing of the statement with the Secretary of State,
45 the capacity of the person as resident agent terminates. If the



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1 statement of resignation contains no statement by the registered
2 limited-liability partnership appointing a successor resident agent,
3 the resigning agent shall immediately give written notice, by
4 certified mail, to the registered limited-liability partnership of the
5 filing of the statement and its effect. The notice must be addressed
6 to a managing partner in this state.

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

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

18 **Sec. 83.** NRS 87.510 is hereby amended to read as follows:

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

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

37 Each list filed pursuant to this subsection must be accompanied by a
38 declaration under penalty of perjury that the registered limited-
39 liability partnership has complied with the provisions of chapter
40 364A of NRS ~~and~~ *and which acknowledges that pursuant to NRS*
41 *239.330 it is a category C felony to knowingly offer any false or*
42 *forged instrument for filing in the Office of the Secretary of State.*

43 2. Upon filing:



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

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

7 3. *If a managing partner of a registered limited-liability*
8 *partnership resigns and the resignation is not made in conjunction*
9 *with the filing of an annual or amended list of managing partners,*
10 *the registered limited-liability partnership shall pay to the*
11 *Secretary of State a fee of \$75 to file the resignation of the*
12 *managing partner.*

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

20 ~~[4.]~~ 5. If the list to be filed pursuant to the provisions of
21 subsection 1 is defective, or the fee required by subsection 2 is not
22 paid, the Secretary of State may return the list for correction or
23 payment.

24 ~~[5.]~~ 6. An annual list that is filed by a registered limited-
25 liability partnership which is not in default more than ~~[60]~~ **90** days
26 before it is due shall be deemed an amended list for the previous
27 year and does not satisfy the requirements of subsection 1 for the
28 year to which the due date is applicable.

29 **Sec. 84.** NRS 87.520 is hereby amended to read as follows:

30 87.520 1. A registered limited-liability partnership that fails
31 to comply with the provisions of NRS 87.510 is in default.

32 2. *Upon notification from the Administrator of the Real*
33 *Estate Division of the Department of Business and Industry that a*
34 *registered limited-liability partnership which is a unit-owners'*
35 *association as defined in NRS 116.110315 has failed to register*
36 *pursuant to NRS 116.31158 or failed to pay the fees pursuant to*
37 *NRS 116.31155, the Secretary of State shall deem the registered*
38 *limited-liability partnership to be in default. If, after the registered*
39 *limited-liability partnership is deemed to be in default, the*
40 *Administrator notifies the Secretary of State that the registered*
41 *limited-liability partnership has registered pursuant to NRS*
42 *116.31158 and paid the fees pursuant to NRS 116.31155, the*
43 *Secretary of State shall reinstate the registered limited-liability*
44 *partnership if the registered limited-liability partnership complies*



1 *with the requirements for reinstatement as provided in this section*
2 *and NRS 87.510 and 87.530.*

3 3. Any registered limited-liability partnership that is in default
4 pursuant to ~~[subsection 1]~~ *this section* must, in addition to the fee
5 required to be paid pursuant to NRS 87.510, pay a penalty of ~~[\$50.~~

6 ~~3. On or before the 15th day of the third month after the month~~
7 ~~in which the fee required to be paid pursuant to NRS 87.510 is due,~~
8 ~~the] \$75.~~

9 4. The Secretary of State shall ~~[notify, by certified mail,]~~
10 *provide written notice to* the resident agent of any registered
11 limited-liability partnership that is in default. The *written* notice
12 ~~[must]~~ :

13 (a) *Must* include the amount of any payment that is due from the
14 registered limited-liability partnership.

15 ~~[4.]~~ (b) *At the request of the resident agent, may be provided*
16 *electronically.*

17 5. If a registered limited-liability partnership fails to pay the
18 amount that is due, the certificate of registration of the registered
19 limited-liability partnership shall be deemed revoked ~~[on the first~~
20 ~~day of the ninth month after the month in which the fee required to~~
21 ~~be paid pursuant to NRS 87.510 was due. The]~~ *immediately after*
22 *the last day of the month in which the anniversary date of the*
23 *filing of the certificate of registration occurs, and the* Secretary of
24 State shall notify ~~[a]~~ *the* registered limited-liability partnership, by
25 ~~[certified mail, addressed]~~ *providing written notice* to its resident
26 agent or, if the registered limited-liability partnership does not have
27 a resident agent, to a managing partner, that its certificate of
28 registration is revoked. ~~[and]~~ *The written notice:*

29 (a) *Must include* the amount of any fees and penalties *incurred*
30 that are due.

31 (b) *At the request of the resident agent or managing partner,*
32 *may be provided electronically.*

33 **Sec. 85.** NRS 87.530 is hereby amended to read as follows:

34 87.530 1. Except as otherwise provided in subsection 3, the
35 Secretary of State shall reinstate the certificate of registration of a
36 registered limited-liability partnership that is revoked pursuant to
37 NRS 87.520 if the registered limited-liability partnership:

38 (a) Files with the Secretary of State ~~[the]~~ :

39 (1) *The* information required by NRS 87.510; *and*

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

42 (b) Pays to the Secretary of State:

43 (1) The fee required to be paid ~~[by that section:]~~ *pursuant to*
44 *NRS 87.510;*



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

3 (3) A reinstatement fee of ~~[\$200.~~
4 ~~2. Upon reinstatement of a certificate of registration pursuant~~
5 ~~to this section.] \$300.~~

6 2. *When* the Secretary of State *reinstates the registered*
7 *limited-liability partnership, he* shall ~~[-~~

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

12 ~~-(b) Upon request,] issue to the registered limited-liability~~
13 ~~partnership [one or more certified copies of the] a~~ certificate of
14 reinstatement ~~[+] if the registered limited-liability partnership:~~

15 (a) *Requests a certificate of reinstatement; and*
16 (b) *Pays the required fees pursuant to NRS 87.550.*

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

21 **Sec. 86.** NRS 87.547 is hereby amended to read as follows:

22 87.547 1. A *registered* limited-liability partnership may
23 correct a document filed by the Secretary of State with respect to the
24 *registered* limited-liability partnership if the document contains an
25 inaccurate record of a partnership action described in the document
26 or was defectively executed, attested, sealed, verified or
27 acknowledged.

28 2. To correct a document, the *registered* limited-liability
29 partnership must:

30 (a) Prepare a certificate of correction that:

31 (1) States the name of the *registered* limited-liability
32 partnership;

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

35 (3) Specifies the inaccuracy or defect;

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

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

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

41 (c) Pay a filing fee of ~~[\$150] \$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.



1 **Sec. 86.5.** NRS 87.550 is hereby amended to read as follows:
2 87.550 In addition to any other fees required by NRS 87.440 to
3 87.540, inclusive, and 87.560, the Secretary of State shall charge
4 and collect the following fees for services rendered pursuant to
5 those sections:

6 1. For certifying documents required by NRS 87.440 to 87.540,
7 inclusive, and 87.560, ~~[\$20]~~ **\$30** per certification.

8 2. For executing a certificate verifying the existence of a
9 registered limited-liability partnership, if the registered limited-
10 liability partnership has not filed a certificate of amendment, ~~[\$40.]~~
11 **\$50.**

12 3. For executing a certificate verifying the existence of a
13 registered limited-liability partnership, if the registered limited-
14 liability partnership has filed a certificate of amendment, ~~[\$40.]~~ **\$50.**

15 4. For executing, certifying or filing any certificate or
16 document not required by NRS 87.440 to 87.540, inclusive, and
17 87.560, ~~[\$40.]~~ **\$50.**

18 5. For any copies made by the Office of the Secretary of State,
19 ~~[\$1]~~ **\$2** per page.

20 6. For examining and provisionally approving any document
21 before the document is presented for filing, ~~[\$100.]~~ **\$125.**

22 **Sec. 87.** Chapter 88 of NRS is hereby amended by adding
23 thereto the provisions set forth as sections 87.1 to 95, inclusive, of
24 this act.

25 **Sec. 87.1. 1. *To become a registered limited-liability limited***
26 ***partnership, a limited partnership shall file with the Secretary of***
27 ***State a certificate of registration stating each of the following:***

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

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

30 ***(c) The name of the person designated as the resident agent of***
31 ***the limited partnership, the street address of the resident agent***
32 ***where process may be served upon the partnership and the mailing***
33 ***address of the resident agent if it is different from his street***
34 ***address.***

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

37 ***(e) The name and business address of each initial general***
38 ***partner.***

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

41 ***(g) Any other information that the limited partnership wishes***
42 ***to include.***

43 **2. *The certificate of registration must be executed by the vote***
44 ***necessary to amend the partnership agreement or, in the case of a***



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1 *partnership agreement that expressly considers contribution*
2 *obligations, the vote necessary to amend those provisions.*

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

6 4. *The registration of a registered limited-liability limited*
7 *partnership is effective at the time of the filing of the certificate of*
8 *registration.*

9 **Sec. 87.2.** 1. *The name proposed for a registered limited-*
10 *liability limited partnership must contain the words "Limited-*
11 *Liability Limited Partnership" or "Registered Limited-Liability*
12 *Limited Partnership" or the abbreviation "L.L.L.P." or "LLLP"*
13 *as the last words or letters of the name and must be*
14 *distinguishable on the records of the Secretary of State from the*
15 *names of all other artificial persons formed, organized, registered*
16 *or qualified pursuant to the provisions of this title that are on file*
17 *in the Office of the Secretary of State and all names that are*
18 *reserved in the Office of the Secretary of State pursuant to the*
19 *provisions of this title. If the name of the registered limited-*
20 *liability limited partnership on a certificate of registration of*
21 *limited-liability limited partnership submitted to the Secretary of*
22 *State is not distinguishable from any name on file or reserved*
23 *name, the Secretary of State shall return the certificate to the*
24 *person who signed it, unless the written, acknowledged consent to*
25 *the same name of the holder of the name on file or reserved name*
26 *to use the name accompanies the certificate.*

27 2. *The Secretary of State shall not accept for filing any*
28 *certificate of registration or any certificate of amendment of a*
29 *certificate of registration of any registered limited-liability limited*
30 *partnership formed or existing pursuant to the laws of this state*
31 *which provides that the name of the registered limited-liability*
32 *limited partnership contains the words "unit-owners' association"*
33 *or "homeowners' association" or if it appears in the certificate of*
34 *registration or certificate of amendment that the purpose of the*
35 *registered limited-liability limited partnership is to operate as a*
36 *unit-owners' association pursuant to chapter 116 of NRS unless*
37 *the Administrator of the Real Estate Division of the Department of*
38 *Business and Industry certifies that the registered limited-liability*
39 *limited partnership has:*

40 (a) *Registered with the Ombudsman for Owners in Common-*
41 *Interest Communities pursuant to NRS 116.31158; and*

42 (b) *Paid to the Administrator of the Real Estate Division the*
43 *fees required pursuant to NRS 116.31155.*

44 3. *For the purposes of this section, a proposed name is not*
45 *distinguishable from a name on file or reserved name solely*



1 *because one or the other contains distinctive lettering, a distinctive*
2 *mark, a trademark or a trade name, or any combination thereof.*

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

8 *5. The Secretary of State may adopt regulations that interpret*
9 *the requirements of this section.*

10 **Sec. 87.3.** *1. The registration of a registered limited-*
11 *liability limited partnership is effective until:*

12 *(a) Its certificate of registration is revoked pursuant to NRS*
13 *88.405; or*

14 *(b) The registered limited-liability limited partnership files*
15 *with the Secretary of State a written notice of withdrawal executed*
16 *by a general partner. The notice must be accompanied by a fee of*
17 *\$60.*

18 *2. Upon notification from the Administrator of the Real*
19 *Estate Division of the Department of Business and Industry that a*
20 *registered limited-liability limited partnership which is a unit-*
21 *owners' association as defined in NRS 116.110315 has failed to*
22 *register pursuant to NRS 116.31158 or failed to pay the fees*
23 *pursuant to NRS 116.31155, the Secretary of State shall deem the*
24 *registered limited-liability limited partnership to be in default. If,*
25 *after the registered limited-liability limited partnership is deemed*
26 *to be in default, the Administrator notifies the Secretary of State*
27 *that the registered limited-liability limited partnership has*
28 *registered pursuant to NRS 116.31158 and paid the fees pursuant*
29 *to NRS 116.31155, the Secretary of State shall reinstate the*
30 *registered limited-liability limited partnership if the registered*
31 *limited-liability limited partnership complies with the requirements*
32 *for reinstatement as provided in this section and NRS 87.510 and*
33 *87.530.*

34 **Sec. 87.4.** *The status of a limited partnership as a registered*
35 *limited-liability limited partnership, and the liability of its*
36 *partners, are not affected by errors in the information contained*
37 *in a certificate of registration or an annual list required to be filed*
38 *with the Secretary of State, or by changes after the filing of such a*
39 *certificate or list in the information contained in the certificate or*
40 *list.*

41 **Sec. 87.5.** *1. Notwithstanding any provision in a*
42 *partnership agreement that may have existed before a*
43 *limited partnership became a registered limited-liability limited*
44 *partnership pursuant to section 87.1 of this act, if a registered*
45 *limited-liability limited partnership incurs a debt or liability:*



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1 (a) *The debt or liability is solely the responsibility of the*
2 *registered limited-liability limited partnership; and*

3 (b) *A partner of a registered limited-liability limited*
4 *partnership is not individually liable for the debt or liability by way*
5 *of acting as a partner.*

6 2. *For purposes of this section, the failure of a registered*
7 *limited-liability limited partnership to observe the formalities or*
8 *requirements relating to the management of the registered limited-*
9 *liability limited partnership, in and of itself, is not sufficient to*
10 *establish grounds for imposing personal liability on a partner for a*
11 *debt or liability of the registered limited-liability limited*
12 *partnership.*

13 **Sec. 87.6.** *1. Except as otherwise provided by specific*
14 *statute, no partner of a registered limited-liability limited*
15 *partnership is individually liable for a debt or liability of the*
16 *registered limited-liability limited partnership, unless the partner*
17 *acts as the alter ego of the registered limited-liability limited*
18 *partnership.*

19 2. *A partner acts as the alter ego of a registered limited-*
20 *liability limited partnership if:*

21 (a) *The registered limited-liability limited partnership is*
22 *influenced and governed by the partner;*

23 (b) *There is such unity of interest and ownership that the*
24 *registered limited-liability limited partnership and the partner are*
25 *inseparable from each other; and*

26 (c) *Adherence to the fiction of a separate entity would sanction*
27 *fraud or promote a manifest injustice.*

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

31 **Sec. 87.7.** *To the extent permitted by the law of that*
32 *jurisdiction:*

33 1. *A limited partnership, including a registered limited-*
34 *liability limited partnership, formed and existing under this*
35 *chapter, may conduct its business, carry on its operations, and*
36 *exercise the powers granted by this chapter in any state, territory,*
37 *district or possession of the United States or in any foreign*
38 *country.*

39 2. *The internal affairs of a limited partnership, including a*
40 *registered limited-liability limited partnership, formed and existing*
41 *under this chapter, including the liability of partners for debts,*
42 *obligations and liabilities of or chargeable to the partnership, are*
43 *governed by the laws of this state.*

44 **Sec. 87.8.** *The name of a foreign registered limited-liability*
45 *limited partnership that is doing business in this state must*



1 contain the words "Limited-Liability Limited Partnership" or
2 "Registered Limited-Liability Limited Partnership" or the
3 abbreviations "L.L.L.P." or "LLLP," or such other words or
4 abbreviations as may be required or authorized by the laws of the
5 other jurisdiction, as the last words or letters of the name.

6 **Sec. 88. 1.** Each document filed with the Secretary of State
7 pursuant to this chapter must be on or accompanied by a form
8 prescribed by the Secretary of State.

9 2. The Secretary of State may refuse to file a document which
10 does not comply with subsection 1 or which does not contain all of
11 the information required by statute for filing the document.

12 3. If the provisions of the form prescribed by the Secretary of
13 State conflict with the provisions of any document that is
14 submitted for filing with the form:

15 (a) The provisions of the form control for all purposes with
16 respect to the information that is required by statute to appear in
17 the document in order for the document to be filed; and

18 (b) Unless otherwise provided in the document, the provisions
19 of the document control in every other situation.

20 4. The Secretary of State may by regulation provide for the
21 electronic filing of documents with the Office of the Secretary of
22 State.

23 **Sec. 89. 1.** Each foreign limited partnership doing business
24 in this state shall, on or before the last day of the month after the
25 filing of its application for registration as a foreign limited
26 partnership with the Secretary of State, and annually thereafter on
27 or before the last day of the month in which the anniversary date
28 of its qualification to do business in this state occurs in each year,
29 file with the Secretary of State a list, on a form furnished by him,
30 that contains:

31 (a) The name of the foreign limited partnership;

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

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

35 (d) The address, either residence or business, of each general
36 partner;

37 (e) The name and address of its resident agent in this state;
38 and

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

41 2. Each list filed pursuant to this section must be
42 accompanied by a declaration under penalty of perjury that the
43 foreign limited partnership:

44 (a) Has complied with the provisions of chapter 364A of NRS;
45 and



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1 (b) Acknowledges that pursuant to NRS 239.330 it is a
2 category C felony to knowingly offer any false or forged
3 instrument for filing in the Office of the Secretary of State.

4 3. Upon filing:

5 (a) The initial list required by this section, the foreign limited
6 partnership shall pay to the Secretary of State a fee of \$125.

7 (b) Each annual list required by this section, the foreign
8 limited partnership shall pay to the Secretary of State a fee of
9 \$125.

10 4. The Secretary of State shall, 60 days before the last day for
11 filing each annual list required by subsection 1, cause to be mailed
12 to each foreign limited partnership which is required to comply
13 with the provisions of sections 89 to 95, inclusive, of this act, and
14 which has not become delinquent, the blank forms to be completed
15 and filed with him. Failure of any foreign limited partnership to
16 receive the forms does not excuse it from the penalty imposed by
17 the provisions of sections 89 to 95, inclusive, of this act.

18 5. An annual list for a foreign limited partnership not in
19 default which is received by the Secretary of State more than 90
20 days before its due date must be deemed an amended list for the
21 previous year and does not satisfy the requirements of subsection 1
22 for the year to which the due date is applicable.

23 **Sec. 90.** If a foreign limited partnership has filed the initial
24 or annual list in compliance with section 89 of this act and has
25 paid the appropriate fee for the filing, the cancelled check or other
26 proof of payment received by the foreign limited partnership
27 constitutes a certificate authorizing it to transact its business
28 within this state until the last day of the month in which the
29 anniversary of its qualification to transact business occurs in the
30 next succeeding calendar year.

31 **Sec. 91.** 1. Each list required to be filed under the
32 provisions of sections 89 to 95, inclusive, of this act must, after
33 the name of each managing partner listed thereon, set forth the
34 address, either residence or business, of each managing partner.

35 2. If the addresses are not stated for each person on any list
36 offered for filing, the Secretary of State may refuse to file the list,
37 and the foreign limited partnership for which the list has been
38 offered for filing is subject to all the provisions of sections 89 to
39 95, inclusive, of this act relating to failure to file the list within or
40 at the times therein specified, unless a list is subsequently
41 submitted for filing which conforms to the provisions of this
42 section.

43 **Sec. 92.** 1. Each foreign limited partnership required to
44 make a filing and pay the fee prescribed in sections 89 to 95,



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1 *inclusive, of this act which refuses or neglects to do so within the*
2 *time provided is in default.*

3 2. *For default there must be added to the amount of the fee a*
4 *penalty of \$50, and unless the filing is made and the fee and*
5 *penalty are paid on or before the last day of the month in which*
6 *the anniversary date of the foreign limited partnership occurs, the*
7 *defaulting foreign limited partnership by reason of its default*
8 *forfeits its right to transact any business within this state. The fee*
9 *and penalty must be collected as provided in this chapter.*

10 **Sec. 93.** 1. *The Secretary of State shall notify, by providing*
11 *written notice to its resident agent, each foreign limited*
12 *partnership deemed in default pursuant to section 92 of this act.*
13 *The written notice:*

14 (a) *Must include a statement indicating the amount of the*
15 *filing fee, penalties incurred and costs remaining unpaid.*

16 (b) *At the request of the resident agent, may be provided*
17 *electronically.*

18 2. *Immediately after the last day of the month in which the*
19 *anniversary date of the filing of the certificate of limited*
20 *partnership occurs, the Secretary of State shall compile a complete*
21 *list containing the names of all foreign limited partnerships whose*
22 *right to transact business has been forfeited.*

23 3. *The Secretary of State shall notify, by providing written*
24 *notice to its resident agent, each foreign limited partnership*
25 *specified in subsection 2 of the forfeiture of its right to transact*
26 *business. The written notice:*

27 (a) *Must include a statement indicating the amount of the*
28 *filing fee, penalties incurred and costs remaining unpaid.*

29 (b) *At the request of the resident agent, may be provided*
30 *electronically.*

31 **Sec. 94.** 1. *Except as otherwise provided in subsections 3*
32 *and 4, the Secretary of State shall reinstate a foreign limited*
33 *partnership which has forfeited or which forfeits its right to*
34 *transact business under the provisions of this chapter and shall*
35 *restore to the foreign limited partnership its right to transact*
36 *business in this state, and to exercise its privileges and immunities,*
37 *if it:*

38 (a) *Files with the Secretary of State a list as provided in*
39 *sections 89 and 91 of this act; and*

40 (b) *Pays to the Secretary of State:*

41 (1) *The filing fee and penalty set forth in sections 89 and 92*
42 *of this act for each year or portion thereof that its right to transact*
43 *business was forfeited; and*

44 (2) *A fee of \$300 for reinstatement.*



1 2. When the Secretary of State reinstates the foreign limited
2 partnership, he shall issue to the foreign limited partnership a
3 certificate of reinstatement if the foreign limited partnership:

- 4 (a) Requests a certificate of reinstatement; and
5 (b) Pays the required fees pursuant to NRS 88.415.

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

10 4. If the right of a foreign limited partnership to transact
11 business in this state has been forfeited pursuant to the provisions
12 of section 93 of this act and has remained forfeited for a period of
13 5 consecutive years, the right is not subject to reinstatement.

14 **Sec. 95.** 1. Except as otherwise provided in subsection 2, if
15 a foreign limited partnership applies to reinstate its certificate of
16 registration and its name has been legally reserved or acquired by
17 another artificial person formed, organized, registered or qualified
18 pursuant to the provisions of this title whose name is on file with
19 the Office of the Secretary of State or reserved in the Office of the
20 Secretary of State pursuant to the provisions of this title, the
21 foreign limited partnership must in its application for
22 reinstatement submit in writing to the Secretary of State some
23 other name under which it desires its existence to be reinstated. If
24 that name is distinguishable from all other names reserved or
25 otherwise on file, the Secretary of State shall reinstate the foreign
26 limited partnership under that new name.

27 2. If the applying foreign limited partnership submits the
28 written, acknowledged consent of the artificial person having a
29 name, or the person who has reserved a name, which is not
30 distinguishable from the old name of the applying foreign limited
31 partnership or a new name it has submitted, it may be reinstated
32 under that name.

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

37 4. The Secretary of State may adopt regulations that interpret
38 the requirements of this section.

39 **Sec. 95.5.** NRS 88.315 is hereby amended to read as follows:

40 88.315 As used in this chapter, unless the context otherwise
41 requires:

42 1. “Certificate of limited partnership” means the certificate
43 referred to in NRS 88.350, and the certificate as amended or
44 restated.



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1 2. "Contribution" means any cash, property, services rendered,
2 or a promissory note or other binding obligation to contribute cash
3 or property or to perform services, which a partner contributes to a
4 limited partnership in his capacity as a partner.

5 3. "Event of withdrawal of a general partner" means an event
6 that causes a person to cease to be a general partner as provided in
7 NRS 88.450.

8 4. "Foreign limited partnership" means a partnership formed
9 under the laws of any state other than this state and having as
10 partners one or more general partners and one or more limited
11 partners.

12 5. *"Foreign registered limited-liability limited partnership"*
13 *means a foreign limited-liability limited partnership:*

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

16 (b) *Registered pursuant to and complying with NRS 88.570 to*
17 *88.605, inclusive, and section 87.8 of this act.*

18 6. "General partner" means a person who has been admitted to
19 a limited partnership as a general partner in accordance with the
20 partnership agreement and named in the certificate of limited
21 partnership as a general partner.

22 ~~[6.]~~ 7. "Limited partner" means a person who has been
23 admitted to a limited partnership as a limited partner in accordance
24 with the partnership agreement.

25 ~~[7.]~~ 8. "Limited partnership" and "domestic limited
26 partnership" mean a partnership formed by two or more persons
27 under the laws of this state and having one or more general partners
28 and one or more limited partners.

29 ~~[8.]~~ 9. "Partner" means a limited or general partner.

30 ~~[9.]~~ 10. "Partnership agreement" means any valid agreement,
31 written or oral, of the partners as to the affairs of a limited
32 partnership and the conduct of its business.

33 ~~[10.]~~ 11. "Partnership interest" means a partner's share of the
34 profits and losses of a limited partnership and the right to receive
35 distributions of partnership assets.

36 ~~[11.]~~ 12. *"Registered limited-liability limited partnership"*
37 *means a limited partnership:*

38 (a) *Formed pursuant to an agreement governed by this*
39 *chapter; and*

40 (b) *Registered pursuant to and complying with NRS 88.350 to*
41 *88.415, inclusive, and sections 87.1, 87.2 and 87.3 of this act.*

42 13. "Registered office" means the office maintained at the
43 street address of the resident agent.

44 ~~[12.]~~ 14. "Resident agent" means the agent appointed by the
45 limited partnership upon whom process or a notice or demand



1 authorized by law to be served upon the limited partnership may be
2 served.

3 ~~{H3.}~~ 15. "Sign" means to affix a signature to a document.

4 ~~{H4.}~~ 16. "Signature" means a name, word or mark executed or
5 adopted by a person with the present intention to authenticate a
6 document. The term includes, without limitation, an electronic
7 signature as defined in NRS 719.100.

8 ~~{H5.}~~ 17. "State" means a state, territory or possession of the
9 United States, the District of Columbia or the Commonwealth of
10 Puerto Rico.

11 ~~{H6.}~~ 18. "Street address" of a resident agent means the actual
12 physical location in this state at which a resident is available for
13 service of process.

14 **Sec. 96.** NRS 88.320 is hereby amended to read as follows:

15 88.320 1. ~~{The}~~ *Except as otherwise provided in section 87.2*
16 *of this act, the* name proposed for a limited partnership as set forth
17 in its certificate of limited partnership:

18 (a) Must contain the words "Limited Partnership," or the
19 abbreviation "LP" or "L.P." ;

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

21 (1) It is also the name of a general partner or the corporate
22 name of a corporate general partner; or

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

25 (c) Must be distinguishable on the records of the Secretary of
26 State from the names of all other artificial persons formed,
27 organized, registered or qualified pursuant to the provisions of this
28 title that are on file in the Office of the Secretary of State and all
29 names that are reserved in the Office of the Secretary of State
30 pursuant to the provisions of this title. If the name on the certificate
31 of limited partnership submitted to the Secretary of State is not
32 distinguishable from any name on file or reserved name, the
33 Secretary of State shall return the certificate to the filer, unless
34 the written, acknowledged consent to the use of the same or the
35 requested similar name of the holder of the name on file or reserved
36 name accompanies the certificate of limited partnership.

37 2. For the purposes of this section, a proposed name is not
38 distinguished from a name on file or reserved name solely because
39 one or the other contains distinctive lettering, a distinctive mark, a
40 trademark or a trade name, or any combination ~~{of these-}~~ *thereof*.

41 3. *The Secretary of State shall not accept for filing any*
42 *certificate of limited partnership for any limited partnership*
43 *formed or existing pursuant to the laws of this state which*
44 *provides that the name of the limited partnership contains the*
45 *words "accountant," "accounting," "accountancy," "auditor" or*



1 *“auditing” unless the Nevada State Board of Accountancy*
2 *certifies that the limited partnership:*

3 *(a) Is registered pursuant to the provisions of chapter 628 of*
4 *NRS; or*

5 *(b) Has filed with the Nevada State Board of Accountancy*
6 *under penalty of perjury a written statement that the limited*
7 *partnership is not engaged in the practice of accounting and is not*
8 *offering to practice accounting in this state.*

9 *4. The Secretary of State shall not accept for filing any*
10 *certificate of limited partnership for any limited partnership*
11 *formed or existing pursuant to the laws of this state which*
12 *provides that the name of the limited partnership contains the*
13 *word “bank” or “trust” unless:*

14 *(a) It appears from the certificate of limited partnership that*
15 *the limited partnership proposes to carry on business as a banking*
16 *or trust company, exclusively or in connection with its business as*
17 *a bank, savings and loan association or thrift company; and*

18 *(b) The certificate of limited partnership is first approved by*
19 *the Commissioner of Financial Institutions.*

20 *5. The Secretary of State shall not accept for filing any*
21 *certificate of limited partnership for any limited partnership*
22 *formed or existing pursuant to the provisions of this chapter if it*
23 *appears from the certificate of limited partnership that the*
24 *business to be carried on by the limited partnership is subject to*
25 *supervision by the Commissioner of Insurance or by the*
26 *Commissioner of Financial Institutions, unless the certificate of*
27 *limited partnership is approved by the Commissioner who will*
28 *supervise the business of the limited partnership.*

29 *6. Except as otherwise provided in subsection 5, the Secretary*
30 *of State shall not accept for filing any certificate of limited*
31 *partnership for any limited partnership formed or existing*
32 *pursuant to the laws of this state which provides that the name of*
33 *the limited partnership contains the words “engineer,”*
34 *“engineered,” “engineering,” “professional engineer,” “registered*
35 *engineer” or “licensed engineer” unless:*

36 *(a) The State Board of Professional Engineers and Land*
37 *Surveyors certifies that the principals of the limited partnership*
38 *are licensed to practice engineering pursuant to the laws of this*
39 *state; or*

40 *(b) The State Board of Professional Engineers and Land*
41 *Surveyors certifies that the limited partnership is exempt from the*
42 *prohibitions of NRS 625.520.*

43 *7. The Secretary of State shall not accept for filing any*
44 *certificate of limited partnership for any limited partnership*
45 *formed or existing pursuant to the laws of this state which*



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1 *provides that the name of the limited partnership contains the*
2 *words “unit-owners’ association” or “homeowners’ association”*
3 *or if it appears in the certificate of limited partnership that the*
4 *purpose of the limited partnership is to operate as a unit-owners’*
5 *association pursuant to chapter 116 of NRS unless the*
6 *Administrator of the Real Estate Division of the Department of*
7 *Business and Industry certifies that the limited partnership has:*
8 *(a) Registered with the Ombudsman for Owners in Common-*
9 *Interest Communities pursuant to NRS 116.31158; and*
10 *(b) Paid to the Administrator of the Real Estate Division the*
11 *fees required pursuant to NRS 116.31155.*

12 8. The name of a limited partnership whose right to transact
13 business has been forfeited, which has merged and is not the
14 surviving entity or whose existence has otherwise terminated is
15 available for use by any other artificial person.

16 ~~[4.]~~ 9. The Secretary of State may adopt regulations that
17 interpret the requirements of this section.

18 **Sec. 97.** NRS 88.327 is hereby amended to read as follows:

19 88.327 1. Except as otherwise provided in subsection 2, if a
20 limited partnership applies to reinstate its right to transact business
21 but its name has been legally *reserved or* acquired by any other
22 artificial person formed, organized, registered or qualified pursuant
23 to the provisions of this title whose name is on file with the Office
24 of the Secretary of State or reserved in the Office of the Secretary of
25 State pursuant to the provisions of this title, the applying limited
26 partnership shall submit in writing to the Secretary of State some
27 other name under which it desires its right to be reinstated. If that
28 name is distinguishable from all other names reserved or otherwise
29 on file, the Secretary of State shall ~~issue to the applying~~ *reinstate*
30 *the* limited partnership ~~[a certificate of reinstatement]~~ under that
31 new name.

32 2. If the applying limited partnership submits the written,
33 acknowledged consent of the other artificial person having the
34 name, or the person who has reserved the name, that is not
35 distinguishable from the old name of the applying limited
36 partnership or a new name it has submitted, it may be reinstated
37 under that name.

38 3. For the purposes of this section, a proposed name is not
39 distinguishable from a name on file or reserved name solely because
40 one or the other contains distinctive lettering, a distinctive mark, a
41 trademark or a trade name, or any combination ~~[of these.]~~ *thereof.*

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



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1 **Sec. 97.2.** NRS 88.331 is hereby amended to read as follows:
2 88.331 1. If a limited partnership created pursuant to this
3 chapter desires to change its resident agent, the change may be
4 effected by filing with the Secretary of State a certificate of change
5 ~~[-]~~ *of resident agent*, signed by a general partner, which sets forth:
6 (a) The name of the limited partnership;
7 (b) The name and street address of its present resident agent; and
8 (c) The name and street address of the new resident agent.
9 2. The new resident agent's certificate of acceptance must be a
10 part of or attached to the certificate of change ~~[-]~~.
11 ~~3. The~~ *of resident agent.*
12 3. *If the name of a resident agent is changed as a result of a*
13 *merger, conversion, exchange, sale, reorganization or*
14 *amendment, the resident agent shall:*
15 (a) *File with the Secretary of State a certificate of name*
16 *change of resident agent that includes:*
17 (1) *The current name of the resident agent as filed with the*
18 *Secretary of State;*
19 (2) *The new name of the resident agent; and*
20 (3) *The name and file number of each artificial person*
21 *formed, organized, registered or qualified pursuant to the*
22 *provisions of this title that the resident agent represents; and*
23 (b) *Pay to the Secretary of State a filing fee of \$100.*
24 4. A change authorized by this section becomes effective upon
25 the filing of the *proper* certificate of change.
26 **Sec. 97.4.** NRS 88.332 is hereby amended to read as follows:
27 88.332 1. ~~[-]~~ *Any person who has been designated by a limited*
28 ~~partnership as its~~ *A* resident agent ~~[-]~~ *and who thereafter* *who* desires
29 to resign shall ~~[-]~~ *file* :
30 (a) *File* with the Secretary of State a signed statement *in the*
31 *manner provided pursuant to subsection 1 of NRS 78.097* that he is
32 unwilling to continue to act as the resident agent of the limited
33 partnership ~~[-]~~ *for the service of process; and*
34 (b) *Pay to the Secretary of State the filing fee set forth in*
35 *subsection 1 of NRS 78.097.*
36 A resignation is not effective until the signed statement is filed with
37 the Secretary of State.
38 2. The statement of resignation may contain a statement by the
39 affected limited partnership appointing a successor resident agent
40 for the limited partnership. A certificate of acceptance executed by
41 the new agent, stating the full name, complete street address and, if
42 different from the street address, mailing address of the new agent,
43 must accompany the statement appointing the new agent.
44 ~~[-]~~ 3. Upon the filing of the statement with the Secretary of
45 State , the capacity of the person as resident agent terminates. If the



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1 statement of resignation does not contain a statement by the limited
2 partnership appointing a successor resident agent, the resigning
3 agent shall immediately give written notice, by mail, to the limited
4 partnership of the filing of the statement and the effect thereof. The
5 notice must be addressed to a general partner of the partnership
6 other than the resident agent.

7 ~~{3-}~~ 4. If a designated resident agent dies, resigns or removes
8 from the State, the limited partnership, within 30 days thereafter,
9 shall file with the Secretary of State a certificate of acceptance,
10 executed by the new resident agent. The certificate must set forth
11 the full name, complete street address and, if different from the
12 street address, mailing address of the newly designated resident
13 agent.

14 ~~{4-}~~ 5. Each limited partnership which fails to file a certificate
15 of acceptance executed by the new resident agent within 30 days
16 after the death, resignation or removal of its resident agent as
17 provided in subsection ~~{3-}~~ 4 shall be deemed in default and is
18 subject to the provisions of NRS 88.400 and 88.405.

19 **Sec. 97.6.** NRS 88.335 is hereby amended to read as follows:

20 88.335 1. A limited partnership shall keep at the office
21 referred to in paragraph (a) of subsection 1 of NRS 88.330 the
22 following:

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

26 (b) A copy of the certificate of limited partnership and all
27 certificates of amendment thereto, together with executed copies of
28 any powers of attorney pursuant to which any certificate has been
29 executed;

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

32 (d) Copies of any then effective written partnership agreements
33 ~~{and}~~;

34 (e) *Copies* of any financial statements of the limited partnership
35 for the 3 most recent years; and

36 ~~{(e)}~~ (f) Unless contained in a written partnership agreement, a
37 writing setting out:

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

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



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

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

6 2. *In lieu of keeping at an office in this state the information*
7 *required in paragraphs (a), (c), (e) and (f) of subsection 1, the*
8 *limited partnership may keep a statement with the resident agent*
9 *setting out the name of the custodian of the information required*
10 *in paragraphs (a), (c), (e) and (f) of subsection 1, and the present*
11 *and complete post office address, including street and number, if*
12 *any, where the information required in paragraphs (a), (c), (e) and*
13 *(f) of subsection 1 is kept.*

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

17 **Sec. 97.8.** NRS 88.339 is hereby amended to read as follows:

18 88.339 1. A limited partnership may correct a document filed
19 by the Secretary of State with respect to the limited partnership if
20 the document contains an inaccurate record of a partnership action
21 described in the document or was defectively executed, attested,
22 sealed, verified or acknowledged.

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

24 (a) Prepare a certificate of correction that:

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

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

28 (3) Specifies the inaccuracy or defect;

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

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

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

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

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

38 **Sec. 98.** NRS 88.340 is hereby amended to read as follows:

39 88.340 The Secretary of State may microfilm *or image* any
40 document which is filed in his office by or relating to a limited
41 partnership pursuant to this chapter and may return the original
42 document to the filer.



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1 **Sec. 98.5.** NRS 88.350 is hereby amended to read as follows:
2 88.350 1. In order to form a limited partnership, a certificate
3 of limited partnership must be executed and filed in the Office of the
4 Secretary of State. The certificate must set forth:

5 (a) The name of the limited partnership;

6 (b) The address of the office which contains records and the
7 name and address of the resident agent required to be maintained by
8 NRS 88.330;

9 (c) The name and ~~[the]~~ business address of each ~~[general~~
10 ~~partner;]~~ *organizer executing the certificate;*

11 (d) *The name and business address of each initial general*
12 *partner;*

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

15 ~~[(e)]~~ (f) Any other matters the ~~[general-partners]~~ *organizers*
16 determine to include therein.

17 2. A certificate of acceptance of appointment of a resident
18 agent, executed by the agent, must be filed with the certificate of
19 limited partnership.

20 3. A limited partnership is formed at the time of the filing of
21 the certificate of limited partnership and the certificate of acceptance
22 in the Office of the Secretary of State or at any later time specified
23 in the certificate of limited partnership if, in either case, there has
24 been substantial compliance with the requirements of this section.

25 **Sec. 99.** NRS 88.360 is hereby amended to read as follows:

26 88.360 A certificate of limited partnership must be cancelled
27 upon the dissolution and the commencement of winding up of the
28 partnership or at any other time there are no limited partners. A
29 certificate of cancellation must be filed in the Office of the Secretary
30 of State and set forth:

31 1. The name of the limited partnership;

32 2. ~~[The date of filing of its certificate of limited partnership;~~

33 ~~—3.]~~ The reason for filing the certificate of cancellation;

34 ~~[4.]~~ 3. The effective date, which must be a date certain, of
35 cancellation if it is not to be effective upon the filing of the
36 certificate; and

37 ~~[5.]~~ 4. Any other information the general partners filing the
38 certificate determine.

39 **Sec. 100.** NRS 88.395 is hereby amended to read as follows:

40 88.395 1. A limited partnership shall, on or before the ~~[first]~~
41 *last* day of the ~~[second]~~ *first* month after the filing of its certificate
42 of limited partnership with the Secretary of State, and annually
43 thereafter on or before the last day of the month in which the
44 anniversary date of the filing of its certificate of limited partnership



1 occurs, file with the Secretary of State, on a form furnished by him,
2 a list that contains:

- 3 (a) The name of the limited partnership;
- 4 (b) The file number of the limited partnership, if known;
- 5 (c) The names of all of its general partners;
- 6 (d) The ~~mailing or street~~ address, either residence or business,
7 of each general partner;
- 8 (e) The name and ~~street~~ address of the *lawfully designated*
9 resident agent of the limited partnership; and
- 10 (f) The signature of a general partner of the limited partnership
11 certifying that the list is true, complete and accurate.

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

15 ~~2. Upon~~ *and which acknowledges that pursuant to NRS*
16 *239.330 it is a category C felony to knowingly offer any false or*
17 *forged instrument for filing in the Office of the Secretary of State.*

18 *2. Except as otherwise provided in subsection 3, a limited*
19 *partnership shall, upon* filing:

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

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

24 *3. A registered limited-liability limited partnership shall,*
25 *upon filing:*

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

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

30 *4. If a general partner of a limited partnership resigns and*
31 *the resignation is not made in conjunction with the filing of an*
32 *annual or amended list of general partners, the limited*
33 *partnership shall pay to the Secretary of State a fee of \$75 to file*
34 *the resignation of the general partner.*

35 *5. The Secretary of State shall, 60 days before the last day for*
36 *filing each annual list required by subsection 1, cause to be mailed*
37 *to each limited partnership which is required to comply with the*
38 *provisions of this section, and which has not become delinquent, a*
39 *notice of the fee due pursuant to the provisions of subsection 2 or 3,*
40 *as appropriate, and a reminder to file the annual list. Failure of any*
41 *limited partnership to receive a notice or form does not excuse it*
42 *from the penalty imposed by NRS 88.400.*

43 ~~4.]~~ *6. If the list to be filed pursuant to the provisions of*
44 *subsection 1 is defective or the fee required by subsection 2 or 3 is*



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1 not paid, the Secretary of State may return the list for correction or
2 payment.

3 ~~{5-}~~ 7. An annual list for a limited partnership not in default
4 that is received by the Secretary of State more than ~~{60}~~ 90 days
5 before its due date shall be deemed an amended list for the previous
6 year and does not satisfy the requirements of subsection 1 for the
7 year to which the due date is applicable.

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

11 **Sec. 101.** NRS 88.400 is hereby amended to read as follows:

12 88.400 1. If a limited partnership has filed the list in
13 compliance with NRS 88.395 and has paid the appropriate fee for
14 the filing, the cancelled check *or other proof of payment* received
15 by the limited partnership constitutes a certificate authorizing it to
16 transact its business within this state until the anniversary date of the
17 filing of its certificate of limited partnership in the next succeeding
18 calendar year. ~~{If the limited partnership desires a formal certificate~~
19 ~~upon its payment of the annual fee, its payment must be~~
20 ~~accompanied by a self-addressed, stamped envelope.}~~

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

23 3. *Upon notification from the Administrator of the Real*
24 *Estate Division of the Department of Business and Industry that a*
25 *limited partnership which is a unit-owners' association as defined*
26 *in NRS 116.110315 has failed to register pursuant to NRS*
27 *116.31158 or failed to pay the fees pursuant to NRS 116.31155,*
28 *the Secretary of State shall deem the limited partnership to be in*
29 *default. If, after the limited partnership is deemed to be in default,*
30 *the Administrator notifies the Secretary of State that the limited*
31 *partnership has registered pursuant to NRS 116.31158 and paid*
32 *the fees pursuant to NRS 116.31155, the Secretary of State shall*
33 *reinstate the limited partnership if the limited partnership*
34 *complies with the requirements for reinstatement as provided in*
35 *this section and NRS 88.350 to 88.415, inclusive.*

36 4. For default there must be added to the amount of the fee a
37 penalty of ~~{50-}~~ \$75 and unless the filings are made and the fee and
38 penalty are paid on or before the first day of the first anniversary of
39 the month following the month in which filing was required, the
40 defaulting limited partnership, by reason of its default, forfeits its
41 right to transact any business within this state.

42 **Sec. 102.** NRS 88.405 is hereby amended to read as follows:

43 88.405 1. The Secretary of State shall notify, by ~~{letter~~
44 ~~addressed}~~ *providing written notice* to its resident agent, each



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1 defaulting limited partnership. The *written* notice ~~{must be~~
2 ~~accompanied by}~~ :

3 (a) *Must include* a statement indicating the amount of the filing
4 fee, penalties *incurred* and costs remaining unpaid.

5 (b) *At the request of the resident agent, may be provided*
6 *electronically.*

7 2. Immediately after the first day of the first anniversary of the
8 month following the month in which filing was required, the
9 certificate of the limited partnership is revoked.

10 3. The Secretary of State shall compile a complete list
11 containing the names of all limited partnerships whose right to ~~{do}~~
12 *transact* business has been forfeited.

13 4. The Secretary of State shall notify, by ~~{letter addressed}~~
14 *providing written notice* to its resident agent, each limited
15 partnership *specified in subsection 3* of the revocation of its
16 certificate. The *written* notice ~~{must be accompanied by}~~ :

17 (a) *Must include* a statement indicating the amount of the filing
18 fee, penalties *incurred* and costs remaining unpaid.

19 ~~{3-}~~ (b) *At the request of the resident agent, may be provided*
20 *electronically.*

21 5. In case of revocation of the certificate and of the forfeiture
22 of the right to transact business thereunder, all the property and
23 assets of the defaulting domestic limited partnership are held in trust
24 by the general partners, and the same proceedings may be had with
25 respect thereto as for the judicial dissolution of a limited
26 partnership. Any person interested may institute proceedings at any
27 time after a forfeiture has been declared, but if the Secretary of State
28 reinstates the limited partnership, the proceedings must at once be
29 dismissed and all property restored to the general partners.

30 **Sec. 103.** NRS 88.410 is hereby amended to read as follows:

31 88.410 1. Except as otherwise provided in subsections 3 and
32 4, the Secretary of State ~~{may}~~:

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

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

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

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

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

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



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1 (1) *The* filing fee and penalty set forth in NRS 88.395 and
2 88.400 for each year or portion thereof during which the certificate
3 has been revoked ~~[and a]~~ ; and

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

5 2. When ~~[payment is made and]~~ the Secretary of State
6 reinstates the limited partnership , ~~[to its former rights,]~~ he shall ~~[-~~
7 ~~—(a) Immediately issue and deliver to the limited partnership a~~
8 ~~certificate of reinstatement authorizing it to transact business as if~~
9 ~~the filing fee had been paid when due; and~~
10 ~~—(b) Upon demand,]~~ issue to the limited partnership ~~[one or more~~
11 ~~certified copies of the]~~ a certificate of reinstatement ~~[-]~~ *if the limited*
12 *partnership:*

13 (a) *Requests a certificate of reinstatement; and*

14 (b) *Pays the required fees pursuant to NRS 88.415.*

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. 103.3.** 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 ~~[8.]~~ 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. 103.5.** 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. 103.7.** NRS 88.585 is hereby amended to read as follows:

44 88.585 ~~[A]~~ *Except as otherwise provided in section 87.8 of*
45 *this act, a* foreign limited partnership may register with the



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

5 **Sec. 104.** NRS 88.595 is hereby amended to read as follows:

6 88.595 A foreign limited partnership may cancel its
7 registration by filing with the Secretary of State a certificate of
8 cancellation signed by a general partner. The certificate must set
9 forth:

- 10 1. The name of the foreign limited partnership;
- 11 2. ~~1. The date upon which its certificate of registration was filed;~~
- 12 ~~3.~~ 3. The reason for filing the certificate of cancellation;
- 13 ~~4.~~ 3. The effective date of the cancellation if other than the
- 14 date of the filing of the certificate of cancellation; and
- 15 ~~5.~~ 4. Any other information deemed necessary by the general
- 16 partners of the partnership.

17 A cancellation does not terminate the authority of the Secretary of
18 State to accept service of process on the foreign limited partnership
19 with respect to causes of action arising out of the transactions of
20 business in this state.

21 **Sec. 105.** Chapter 88A of NRS is hereby amended by adding
22 thereto the provisions set forth as sections 106 to 113, inclusive, of
23 this act.

24 **Sec. 106. 1.** *Each document filed with the Secretary of*
25 *State pursuant to this chapter must be on or accompanied by a*
26 *form prescribed by the Secretary of State.*

27 2. *The Secretary of State may refuse to file a document which*
28 *does not comply with subsection 1 or which does not contain all of*
29 *the information required by statute for filing the document.*

30 3. *If the provisions of the form prescribed by the Secretary of*
31 *State conflict with the provisions of any document that is*
32 *submitted for filing with the form:*

33 (a) *The provisions of the form control for all purposes with*
34 *respect to the information that is required by statute to appear in*
35 *the document in order for the document to be filed; and*

36 (b) *Unless otherwise provided in the document, the provisions*
37 *of the document control in every other situation.*

38 4. *The Secretary of State may by regulation provide for the*
39 *electronic filing of documents with the Office of the Secretary of*
40 *State.*

41 **Sec. 107. 1.** *Each foreign business trust doing business in*
42 *this state shall, on or before the last day of the month after the*
43 *filing of its application for registration as a foreign business trust*
44 *with the Secretary of State, and annually thereafter on or before*
45 *the last day of the month in which the anniversary date of its*



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1 *qualification to do business in this state occurs in each year, file*
2 *with the Secretary of State a list, on a form furnished by him, that*
3 *contains:*

- 4 (a) *The name of the foreign business trust;*
5 (b) *The file number of the foreign business trust, if known;*
6 (c) *The name of at least one of its trustees;*
7 (d) *The address, either residence or business, of the trustee*
8 *listed pursuant to paragraph (c);*
9 (e) *The name and address of its resident agent in this state;*
10 *and*
11 (f) *The signature of a trustee of the foreign business trust*
12 *certifying that the list is true, complete and accurate.*

13 2. *Each list required to be filed pursuant to this section must*
14 *be accompanied by a declaration under penalty of perjury that the*
15 *foreign business trust:*

- 16 (a) *Has complied with the provisions of chapter 364A of NRS;*
17 *and*
18 (b) *Acknowledges that pursuant to NRS 239.330 it is a*
19 *category C felony to knowingly offer any false or forged*
20 *instrument for filing in the Office of the Secretary of State.*

21 3. *Upon filing:*

- 22 (a) *The initial list required by this section, the foreign business*
23 *trust shall pay to the Secretary of State a fee of \$125.*
24 (b) *Each annual list required by this section, the foreign*
25 *business trust shall pay to the Secretary of State a fee of \$125.*

26 4. *The Secretary of State shall, 60 days before the last day for*
27 *filing each annual list required by subsection 1, cause to be mailed*
28 *to each foreign business trust which is required to comply with the*
29 *provisions of sections 107 to 113, inclusive, of this act, and which*
30 *has not become delinquent, the blank forms to be completed and*
31 *filed with him. Failure of any foreign business trust to receive the*
32 *forms does not excuse it from the penalty imposed by the*
33 *provisions of sections 107 to 113, inclusive, of this act.*

34 5. *An annual list for a foreign business trust not in default*
35 *which is received by the Secretary of State more than 90 days*
36 *before its due date must be deemed an amended list for the*
37 *previous year and does not satisfy the requirements of subsection 1*
38 *for the year to which the due date is applicable.*

39 **Sec. 108.** *If a foreign business trust has filed the initial or*
40 *annual list in compliance with section 107 of this act and has paid*
41 *the appropriate fee for the filing, the cancelled check or other*
42 *proof of payment received by the foreign business trust constitutes*
43 *a certificate authorizing it to transact its business within this state*
44 *until the last day of the month in which the anniversary of its*



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1 *qualification to transact business occurs in the next succeeding*
2 *calendar year.*

3 **Sec. 109.** 1. *Each list required to be filed under the*
4 *provisions of sections 107 to 113, inclusive, of this act must, after*
5 *the name of each trustee listed thereon, set forth the address,*
6 *either residence or business, of each trustee.*

7 2. *If the addresses are not stated for each person on any list*
8 *offered for filing, the Secretary of State may refuse to file the list,*
9 *and the foreign business trust for which the list has been offered*
10 *for filing is subject to all the provisions of sections 107 to 113,*
11 *inclusive, of this act relating to failure to file the list within or at*
12 *the times therein specified, unless a list is subsequently submitted*
13 *for filing which conforms to the provisions of this section.*

14 **Sec. 110.** 1. *Each foreign business trust required to make a*
15 *filing and pay the fee prescribed in sections 107 to 113, inclusive,*
16 *of this act which refuses or neglects to do so within the time*
17 *provided is in default.*

18 2. *For default there must be added to the amount of the fee a*
19 *penalty of \$50, and unless the filing is made and the fee and*
20 *penalty are paid on or before the last day of the month in which*
21 *the anniversary date of the foreign business trust occurs, the*
22 *defaulting foreign business trust by reason of its default forfeits its*
23 *right to transact any business within this state. The fee and penalty*
24 *must be collected as provided in this chapter.*

25 **Sec. 111.** 1. *The Secretary of State shall notify, by*
26 *providing written notice to its resident agent, each foreign*
27 *business trust deemed in default pursuant to section 110 of this*
28 *act. The written notice:*

29 (a) *Must include a statement indicating the amount of the*
30 *filing fee, penalties incurred and costs remaining unpaid.*

31 (b) *At the request of the resident agent, may be provided*
32 *electronically.*

33 2. *Immediately after the last day of the month in which the*
34 *anniversary date of the filing of the certificate of trust occurs,*
35 *the Secretary of State shall compile a complete list containing the*
36 *names of all foreign business trusts whose right to transact*
37 *business has been forfeited.*

38 3. *The Secretary of State shall notify, by providing written*
39 *notice to its resident agent, each foreign business trust specified in*
40 *subsection 2 of the forfeiture of its right to transact business. The*
41 *written notice:*

42 (a) *Must include a statement indicating the amount of the*
43 *filing fee, penalties incurred and costs remaining unpaid.*

44 (b) *At the request of the resident agent, may be provided*
45 *electronically.*



1 **Sec. 112.** 1. *Except as otherwise provided in subsections 3*
2 *and 4, the Secretary of State shall reinstate a foreign business*
3 *trust which has forfeited or which forfeits its right to transact*
4 *business under the provisions of this chapter and shall restore to*
5 *the foreign business trust its right to transact business in this state,*
6 *and to exercise its privileges and immunities, if it:*

7 (a) *Files with the Secretary of State a list as provided in*
8 *sections 107 and 109 of this act; and*

9 (b) *Pays to the Secretary of State:*

10 (1) *The filing fee and penalty set forth in sections 107 and*
11 *110 of this act for each year or portion thereof that its right to*
12 *transact business was forfeited; and*

13 (2) *A fee of \$300 for reinstatement.*

14 2. *When the Secretary of State reinstates the foreign business*
15 *trust, he shall issue to the foreign business trust a certificate of*
16 *reinstatement if the foreign business trust:*

17 (a) *Requests a certificate of reinstatement; and*

18 (b) *Pays the required fees pursuant to NRS 88A.900.*

19 3. *The Secretary of State shall not order a reinstatement*
20 *unless all delinquent fees and penalties have been paid and the*
21 *revocation of the right to transact business occurred only by*
22 *reason of failure to pay the fees and penalties.*

23 4. *If the right of a foreign business trust to transact business*
24 *in this state has been forfeited pursuant to the provisions of*
25 *section 111 of this act and has remained forfeited for a period of 5*
26 *consecutive years, the right to transact business must not be*
27 *reinstated.*

28 **Sec. 113.** 1. *Except as otherwise provided in subsection 2, if*
29 *a foreign business trust applies to reinstate its certificate of trust*
30 *and its name has been legally reserved or acquired by another*
31 *artificial person formed, organized, registered or qualified*
32 *pursuant to the provisions of this title whose name is on file with*
33 *the Office of the Secretary of State or reserved in the Office of the*
34 *Secretary of State pursuant to the provisions of this title, the*
35 *foreign business trust must submit in writing in its application for*
36 *reinstatement to the Secretary of State some other name under*
37 *which it desires its existence to be reinstated. If that name is*
38 *distinguishable from all other names reserved or otherwise on file,*
39 *the Secretary of State shall reinstate the foreign business trust*
40 *under that new name.*

41 2. *If the applying foreign business trust submits the written,*
42 *acknowledged consent of the artificial person having a name, or*
43 *the person who has reserved a name, which is not distinguishable*
44 *from the old name of the applying foreign business trust or a new*
45 *name it has submitted, it may be reinstated under that name.*



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1 3. *For the purposes of this section, a proposed name is not*
2 *distinguishable from a name on file or reserved solely because one*
3 *or the other contains distinctive lettering, a distinctive mark, a*
4 *trademark or a trade name, or any combination thereof.*

5 4. *The Secretary of State may adopt regulations that interpret*
6 *the requirements of this section.*

7 **Sec. 114.** NRS 88A.220 is hereby amended to read as follows:

8 88A.220 1. A certificate of trust may be amended by filing
9 with the Secretary of State a certificate of amendment signed by at
10 least one trustee. The certificate of amendment must set forth:

11 (a) The name of the business trust; and

12 (b) The amendment to the certificate of trust.

13 2. A certificate of trust may be restated by integrating into a
14 single instrument all the provisions of the original certificate, and all
15 amendments to the certificate, which are then in effect or are to be
16 made by the restatement. The restated certificate of trust must be so
17 designated in its heading, must be signed by at least one trustee and
18 must set forth:

19 (a) The present name of the business trust ~~[and, if the name has~~
20 ~~been changed, the name under which the business trust was~~
21 ~~originally formed;~~

22 ~~—(b) The date of filing of the original certificate of trust;~~

23 ~~—(c);~~

24 (b) The provisions of the original certificate of trust, and all
25 amendments to the certificate, which are then in effect; and

26 ~~[(d)]~~ (c) Any further amendments to the certificate of trust.

27 3. A certificate of trust may be amended or restated at any time
28 for any purpose determined by the trustees.

29 **Sec. 115.** NRS 88A.420 is hereby amended to read as follows:

30 88A.420 A certificate of trust must be cancelled upon the
31 completion or winding up of the business trust and its termination.
32 A certificate of cancellation must be signed by a trustee, filed with
33 the Secretary of State, and set forth:

34 1. The name of the business trust;

35 2. ~~[(The date of filing of its certificate of trust;~~

36 ~~—3.]~~ A future effective date of the certificate of cancellation, if it
37 is not to be effective upon filing, which may not be more than 90
38 days after the certificate is filed; and

39 ~~[(4.)~~ 3. Any other information the trustee determines to include.

40 **Sec. 116.** NRS 88A.530 is hereby amended to read as follows:

41 88A.530 1. A resident agent who desires to resign shall ~~[(file]~~
42 ~~:~~

43 (a) *File* with the Secretary of State a signed statement ~~[(for each~~
44 ~~business trust for which]~~ *in the manner provided pursuant to*
45 *subsection 1 of NRS 78.097 that* he is unwilling to continue to act



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1 ~~of~~ *as the resident agent of the business trust for the service of*
2 *process; 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 ~~so filed.~~
6 *filed with the Secretary of State.*

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

13 3. Upon the filing of the statement of resignation with the
14 Secretary of State, the capacity of the resigning person as resident
15 agent terminates. If the statement of resignation contains no
16 statement by the business trust appointing a successor resident
17 agent, the resigning agent shall immediately give written notice, by
18 mail, to the business trust of the filing of the statement of
19 resignation and its effect. The notice must be addressed to a trustee
20 of the business trust other than the resident agent.

21 4. If its resident agent dies, resigns or removes from the State,
22 a business trust, within 30 days thereafter, shall file with the
23 Secretary of State a certificate of acceptance executed by a new
24 resident agent. The certificate must set forth the full name and
25 complete street address of the new resident agent, and may contain a
26 mailing address, such as a post office box, different from the street
27 address.

28 5. A business trust that fails to file a certificate of acceptance
29 executed by its new resident agent within 30 days after the death,
30 resignation or removal of its former resident agent shall be deemed
31 in default and is subject to the provisions of NRS 88A.630 to
32 88A.660, inclusive.

33 **Sec. 117.** NRS 88A.540 is hereby amended to read as follows:

34 88A.540 1. If a business trust formed pursuant to this chapter
35 desires to change its resident agent, the change may be effected by
36 filing with the Secretary of State a certificate of change ~~of~~ *of*
37 *resident agent*, signed by at least one trustee of the business trust,
38 setting forth:

39 (a) The name of the business trust;

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

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

43 2. A certificate of acceptance executed by the new resident
44 agent must be a part of or attached to the certificate of change ~~of~~

45 ~~—3.—The~~ *of resident agent.*



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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. 118.** NRS 88A.600 is hereby amended to read as follows:

16 88A.600 1. A business trust formed pursuant to this chapter
17 shall, on or before the ~~first~~ *last* day of the ~~second~~ *first* month
18 after the filing of its certificate of trust with the Secretary of State,
19 and annually thereafter on or before the last day of the month in
20 which the anniversary date of the filing of its certificate of trust with
21 the Secretary of State occurs, file with the Secretary of State, on a
22 form furnished by him, a list signed by at least one trustee that
23 contains the name and mailing address of its *lawfully designated*
24 resident agent and at least one trustee. Each list filed pursuant to this
25 subsection must be accompanied by a declaration under penalty of
26 perjury that the business trust ~~has~~ :

27 (a) *Has* complied with the provisions of chapter 364A of NRS
28 ~~is~~ ; and

29 (b) *Acknowledges that pursuant to NRS 239.330 it is a*
30 *category C felony to knowingly offer any false or forged*
31 *instrument for filing in the Office of the Secretary of State.*

32 2. Upon filing:

33 (a) The initial list required by subsection 1, the business trust
34 shall pay to the Secretary of State a fee of ~~\$165~~ *\$125*.

35 (b) Each annual list required by subsection 1, the business trust
36 shall pay to the Secretary of State a fee of ~~\$85~~ *\$125*.

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

41 4. The Secretary of State shall, 60 days before the last day for
42 filing each annual list required by subsection 1, cause to be mailed
43 to each business trust which is required to comply with the
44 provisions of NRS 88A.600 to 88A.660, inclusive, and which has
45 not become delinquent, the blank forms to be completed and filed



1 with him. Failure of a business trust to receive the forms does not
2 excuse it from the penalty imposed by law.

3 ~~[4.]~~ **5.** An annual list for a business trust not in default which is
4 received by the Secretary of State more than ~~[60]~~ **90** days before its
5 due date shall be deemed an amended list for the previous year.

6 **Sec. 119.** NRS 88A.610 is hereby amended to read as follows:

7 88A.610 When the fee for filing the annual list has been paid,
8 the cancelled check *or other proof of payment* received by the
9 business trust constitutes a certificate authorizing it to transact its
10 business within this state until the last day of the month in which the
11 anniversary of the filing of its certificate of trust occurs in the next
12 succeeding calendar year. ~~[If the business trust desires a formal~~
13 ~~certificate upon its payment of the annual fee, its payment must be~~
14 ~~accompanied by a self-addressed, stamped envelope.]~~

15 **Sec. 120.** NRS 88A.620 is hereby amended to read as follows:

16 88A.620 1. Each list required to be filed pursuant to the
17 provisions of NRS 88A.600 to 88A.660, inclusive, must, after the
18 name of each trustee listed thereon, set forth his ~~[post-office box or~~
19 ~~street]~~ address, either residence or business.

20 2. If the addresses are not stated on a list offered for filing, the
21 Secretary of State may refuse to file the list, and the business trust
22 for which the list has been offered for filing is subject to all the
23 provisions of NRS 88A.600 to 88A.660, inclusive, relating to failure
24 to file the list when or at the times therein specified, unless a list is
25 subsequently submitted for filing which conforms to the provisions
26 of those sections.

27 **Sec. 121.** NRS 88A.630 is hereby amended to read as follows:

28 88A.630 1. Each business trust required to file the list and
29 pay the fee prescribed in NRS 88A.600 to 88A.660, inclusive,
30 which refuses or neglects to do so within the time provided shall be
31 deemed in default.

32 2. For default, there must be added to the amount of the fee a
33 penalty of ~~[\$50.]~~ **\$75**. The fee and penalty must be collected as
34 provided in this chapter.

35 **Sec. 122.** NRS 88A.640 is hereby amended to read as follows:

36 88A.640 1. The Secretary of State shall notify, by ~~[letter~~
37 ~~addressed]~~ *providing written notice* to its resident agent, each
38 business trust deemed in default pursuant to the provisions of this
39 chapter. The *written* notice ~~[must be accompanied by]~~ :

40 (a) *Must include* a statement indicating the amount of the filing
41 fee, penalties *incurred* and costs remaining unpaid.

42 (b) *At the request of the resident agent, may be provided*
43 *electronically.*

44 2. Immediately after the first day of the first anniversary of the
45 month following the month in which the filing was required, the



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1 certificate of trust of the business trust is revoked and its right to
2 transact business is forfeited.

3 3. The Secretary of State shall compile a complete list
4 containing the names of all business trusts whose right to ~~do~~
5 *transact* business has been forfeited. ~~He~~

6 4. *The Secretary of State* shall forthwith notify ~~each such~~
7 ~~business trust, by letter addressed~~ , *by providing written notice* to
8 its resident agent, *each business trust specified in subsection 3* of
9 the revocation of its certificate of trust. The *written* notice ~~must be~~
10 ~~accompanied by~~ :

11 (a) *Must include* a statement indicating the amount of the filing
12 fee, penalties *incurred* and costs remaining unpaid.

13 ~~4.~~ (b) *At the request of the resident agent, may be provided*
14 *electronically.*

15 5. If the certificate of trust is revoked and the right to transact
16 business is forfeited, all the property and assets of the defaulting
17 business trust must be held in trust by its trustees as for insolvent
18 business trusts, and the same proceedings may be had with respect
19 thereto as are applicable to insolvent business trusts. Any person
20 interested may institute proceedings at any time after a forfeiture has
21 been declared, but if the Secretary of State reinstates the certificate
22 of trust, the proceedings must at once be dismissed.

23 **Sec. 123.** NRS 88A.650 is hereby amended to read as follows:

24 88A.650 1. Except as otherwise provided in ~~subsection 3,~~
25 *subsections 3 and 4*, the Secretary of State shall reinstate a business
26 trust which has forfeited *or which forfeits* its right to transact
27 business pursuant to the provisions of this chapter and *shall* restore
28 to the business trust its right to carry on business in this state, and to
29 exercise its privileges and immunities, if it:

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

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

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

34 (b) Pays to the Secretary of State:

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

38 (2) A fee of ~~200~~ *300* for reinstatement.

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

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



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1 ~~—(b) Upon demand,]~~ issue to the business trust ~~{one or more~~
2 ~~certified copies of the}~~ a certificate of reinstatement ~~{}~~ if the
3 business trust:

4 (a) *Requests a certificate of reinstatement; and*

5 (b) *Pays the required fees pursuant to subsection*
6 *NRS 88A.900.*

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

11 4. *If a certificate of business trust has been revoked pursuant*
12 *to the provisions of this chapter and has remained revoked for a*
13 *period of 5 consecutive years, the certificate must not be*
14 *reinstated.*

15 **Sec. 124.** NRS 88A.660 is hereby amended to read as follows:

16 88A.660 1. Except as otherwise provided in subsection 2, if a
17 certificate of trust is revoked pursuant to the provisions of this
18 chapter and the name of the business trust has been legally reserved
19 or acquired by another artificial person formed, organized,
20 registered or qualified pursuant to the provisions of this title whose
21 name is on file with the Office of the Secretary of State or reserved
22 in the Office of the Secretary of State pursuant to the provisions of
23 this title, the business trust shall submit in writing to the Secretary
24 of State some other name under which it desires to be reinstated. If
25 that name is distinguishable from all other names reserved or
26 otherwise on file, the Secretary of State shall ~~{issue to}~~ *reinstate* the
27 business trust ~~{a certificate of reinstatement}~~ under that new name.

28 2. If the defaulting business trust submits the written,
29 acknowledged consent of the artificial person using a name, or the
30 person who has reserved a name, which is not distinguishable from
31 the old name of the business trust or a new name it has submitted, it
32 may be reinstated under that name.

33 **Sec. 125.** NRS 88A.710 is hereby amended to read as follows:

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

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

43 2. The state and date of its formation;

44 3. The name and address of the resident agent whom the
45 foreign business trust elects to appoint;



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

4 5. The name and ~~business~~ address , *either residence or*
5 *business*, of one trustee.

6 **Sec. 126.** NRS 88A.740 is hereby amended to read as follows:

7 88A.740 A foreign business trust may cancel its registration by
8 filing with the Secretary of State a certificate of cancellation signed
9 by a trustee. The certificate must set forth:

10 1. The name of the foreign business trust;

11 2. ~~The date upon which its certificate of registration was filed;~~
12 ~~—3—~~ The effective date of the cancellation if other than the date
13 of the filing of the certificate of cancellation; and

14 ~~4.~~ 3. Any other information deemed necessary by the
15 trustee.

16 A cancellation does not terminate the authority of the Secretary of
17 State to accept service of process on the foreign business trust with
18 respect to causes of action arising out of the transaction of business
19 in this state.

20 **Sec. 127.** NRS 88A.900 is hereby amended to read as follows:

21 88A.900 The Secretary of State shall charge and collect the
22 following fees for:

23 1. Filing an original certificate of trust, or for registering a
24 foreign business trust, ~~175.~~ \$75.

25 2. Filing an amendment or restatement, or a combination
26 thereof, to a certificate of trust, ~~150.~~ \$175.

27 3. Filing a certificate of cancellation, ~~175.~~ \$75.

28 4. Certifying a copy of a certificate of trust or an amendment or
29 restatement, or a combination thereof, ~~20.~~ \$30 per certification.

30 5. Certifying an authorized printed copy of this chapter, ~~20.~~
31 \$30.

32 6. Reserving a name for a business trust, ~~20.~~ \$25.

33 7. Executing a certificate of existence of a business trust which
34 does not list the previous documents relating to it, or a certificate of
35 change in the name of a business trust, ~~40.~~ \$50.

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

38 ~~9. Filing a statement of change of address of the registered~~
39 ~~office for each business trust, \$30.~~

40 ~~10.~~ \$50.

41 9. Filing a statement of change of the ~~registered agent, \$30.~~

42 ~~11.~~ resident agent, \$60.

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

45 ~~12.~~ \$50.



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1 **11.** Examining and provisionally approving a document before
2 the document is presented for filing, ~~[\$100.~~
3 ~~—13.] \$125.~~

4 **12.** Copying a document on file with him, for each page, ~~[\$1.]~~
5 **\$2.**

6 **Sec. 128.** NRS 88A.930 is hereby amended to read as follows:
7 88A.930 1. A business trust may correct a document filed by
8 the Secretary of State with respect to the business trust if the
9 document contains an inaccurate record of a trust action described in
10 the document or was defectively executed, attested, sealed, verified
11 or acknowledged.

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

13 (a) Prepare a certificate of correction that:

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

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

17 (3) Specifies the inaccuracy or defect;

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

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

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

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

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

27 **Sec. 129.** Chapter 89 of NRS is hereby amended by adding
28 thereto a new section to read as follows:

29 **1. Each document filed with the Secretary of State pursuant**
30 **to this chapter must be on or accompanied by a form prescribed by**
31 **the Secretary of State.**

32 **2. The Secretary of State may refuse to file a document which**
33 **does not comply with subsection 1 or which does not contain all of**
34 **the information required by statute for filing the document.**

35 **3. If the provisions of the form prescribed by the Secretary of**
36 **State conflict with the provisions of any document that is**
37 **submitted for filing with the form:**

38 **(a) The provisions of the form control for all purposes with**
39 **respect to the information that is required by statute to appear in**
40 **the document in order for the document to be filed; and**

41 **(b) Unless otherwise provided in the document, the provisions**
42 **of the document control in every other situation.**

43 **4. The Secretary of State may by regulation provide for the**
44 **electronic filing of documents with the Office of the Secretary of**
45 **State.**



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1 **Sec. 130.** NRS 89.040 is hereby amended to read as follows:

2 89.040 1. One or more persons may organize a professional
3 corporation in the manner provided for organizing a private
4 corporation pursuant to chapter 78 of NRS. Each person organizing
5 the corporation must, except as otherwise provided in subsection 2
6 of NRS 89.050, be authorized to perform the professional service
7 for which the corporation is organized. The articles of incorporation
8 must contain the following additional information:

9 (a) The profession to be practiced by means of the professional
10 corporation.

11 (b) The names and ~~post office boxes or street~~ addresses, either
12 residence or business, of the original stockholders and directors of
13 the professional corporation.

14 (c) Except as otherwise provided in paragraph (d) of this
15 subsection, a certificate from the regulating board of the profession
16 to be practiced showing that each of the directors, and each of the
17 stockholders who is a natural person, is licensed to practice the
18 profession.

19 (d) For a professional corporation organized pursuant to this
20 chapter and practicing pursuant to the provisions of NRS 623.349, a
21 certificate from the regulating board or boards of the profession or
22 professions to be practiced showing that control and two-thirds
23 ownership of the corporation is held by persons registered or
24 licensed pursuant to the applicable provisions of chapter 623, 623A
25 or 625 of NRS. As used in this paragraph, "control" has the meaning
26 ascribed to it in NRS 623.349.

27 2. The corporate name of a professional corporation must
28 contain the words "Professional Corporation" or the abbreviation
29 "Prof. Corp.," "*P.C.*" or "*PC.*" or the word "Chartered" or *the*
30 *abbreviation "Chtd.,"* or "Limited" or the abbreviation "Ltd." The
31 corporate name must contain the last name of one or more of its
32 stockholders. The corporation may render professional services and
33 exercise its authorized powers under a fictitious name if the
34 corporation has first registered the name in the manner required by
35 chapter 602 of NRS.

36 **Sec. 131.** NRS 89.210 is hereby amended to read as follows:

37 89.210 1. Within 30 days after the organization of a
38 professional association under this chapter, the association shall file
39 with the Secretary of State a copy of the articles of association, duly
40 executed, and shall pay at that time a filing fee of ~~[\$175. Any such~~
41 ~~association formed as a common law association before July 1,~~
42 ~~1969, shall file, within 30 days after July 1, 1969, a certified copy of~~
43 ~~its articles of association, with any amendments thereto, with the~~
44 ~~Secretary of State, and shall pay at that time a filing fee of \$25.]~~
45 *\$75.* A copy of any amendments to the articles of association



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1 ~~[adopted after July 1, 1969.]~~ must also be filed with the Secretary of
2 State within 30 days after the adoption of such amendments. Each
3 copy of amendments so filed must be certified as true and correct
4 and be accompanied by a filing fee of ~~[\$150.]~~ \$175.

5 2. The name of such a professional association must contain
6 the words "Professional Association," "Professional Organization"
7 or the abbreviations "Prof. Ass'n" or "Prof. Org." The association
8 may render professional services and exercise its authorized powers
9 under a fictitious name if the association has first registered the
10 name in the manner required under chapter 602 of NRS.

11 **Sec. 132.** NRS 89.250 is hereby amended to read as follows:

12 89.250 1. Except as otherwise provided in subsection 2, a
13 professional association shall, on or before the ~~[first]~~ last day of the
14 ~~[second]~~ first month after the filing of its articles of association with
15 the Secretary of State, and annually thereafter on or before the last
16 day of the month in which the anniversary date of its organization
17 occurs in each year, furnish a statement to the Secretary of State
18 showing the names and ~~[residence]~~ addresses , *either residence or*
19 *business*, of all members and employees in the *professional*
20 association and certifying that all members and employees are
21 licensed to render professional service in this state.

22 2. A professional association organized and practicing pursuant
23 to the provisions of this chapter and NRS 623.349 shall, on or
24 before the ~~[first]~~ last day of the ~~[second]~~ first month after the filing
25 of its articles of association with the Secretary of State, and annually
26 thereafter on or before the last day of the month in which the
27 anniversary date of its organization occurs in each year, furnish a
28 statement to the Secretary of State:

29 (a) Showing the names and ~~[residence]~~ addresses , *either*
30 *residence or business*, of all members and employees of the
31 *professional* association who are licensed or otherwise authorized
32 by law to render professional service in this state;

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

36 (c) Certifying that all members who are not licensed to render
37 professional service in this state do not render professional service
38 on behalf of the *professional* association except as authorized by
39 law.

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

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

44 (b) Signed by the chief executive officer of the *professional*
45 association.



1 (c) Accompanied by a declaration under penalty of perjury that
2 the professional association ~~has~~ :

3 (1) *Has* complied with the provisions of chapter 364A of
4 NRS ~~;~~; and

5 (2) *Acknowledges that pursuant to NRS 239.330 it is a*
6 *category C felony to knowingly offer any false or forged*
7 *instrument for filing in the Office of the Secretary of State.*

8 4. Upon filing:

9 (a) The initial statement required by this section, the
10 *professional* association shall pay to the Secretary of State a fee of
11 ~~[\$165.]~~ *\$125.*

12 (b) Each annual statement required by this section, the
13 *professional* association shall pay to the Secretary of State a fee of
14 ~~[\$85.]~~ *\$125.*

15 5. As used in this section, "signed" means to have executed or
16 adopted a name, word or mark, including, without limitation, an
17 electronic signature as defined in NRS 719.100, with the present
18 intention to authenticate a document.

19 **Sec. 133.** NRS 89.252 is hereby amended to read as follows:

20 89.252 1. Each professional association that is required to
21 make a filing and pay the fee prescribed in NRS 89.250 but refuses
22 to do so within the time provided is in default.

23 2. For default, there must be added to the amount of the fee a
24 penalty of ~~[\$50.]~~ *\$75.* The fee and penalty must be collected as
25 provided in this chapter.

26 **Sec. 134.** NRS 89.254 is hereby amended to read as follows:

27 89.254 1. The Secretary of State shall ~~notify by letter~~
28 *provide written notice to* each professional association which is in
29 default pursuant to the provisions of NRS 89.252. The *written*
30 notice ~~must be accompanied by~~ :

31 (a) *Must include* a statement indicating the amount of the filing
32 fee, penalties *incurred* and costs remaining unpaid.

33 (b) *At the request of the professional association, may be*
34 *provided electronically.*

35 2. On the first day of the ~~ninth~~ *first anniversary of the* month
36 following the month in which the filing was required, the articles of
37 association of the professional association is revoked and its right to
38 transact business is forfeited.

39 3. The Secretary of State shall compile a complete list
40 containing the names of all professional associations whose right to
41 ~~do~~ *transact* business has been forfeited.

42 4. The Secretary of State shall forthwith notify each ~~such~~
43 *professional* association *specified in subsection 3* by ~~letter~~
44 *providing written notice* of the forfeiture of its right to transact
45 business. The *written* notice ~~must be accompanied by~~ :



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1 (a) *Must include* a statement indicating the amount of the filing
2 fee, penalties *incurred* and costs remaining unpaid.

3 ~~[4.]~~ (b) *At the request of the professional association, may be*
4 *provided electronically.*

5 5. If the articles of association of a professional association are
6 revoked and the right to transact business is forfeited, all the
7 property and assets of the defaulting *professional* association must
8 be held in trust by its members, as for insolvent corporations, and
9 the same proceedings may be had with respect to its property and
10 assets as apply to insolvent corporations. Any interested person may
11 institute proceedings at any time after a forfeiture has been declared,
12 but if the Secretary of State reinstates the articles of association the
13 proceedings must be dismissed and all property restored to the
14 members of the professional association.

15 ~~[5.]~~ 6. If the assets of the *professional* association are
16 distributed, they must be applied to:

17 (a) The payment of the filing fee, penalties and costs due to the
18 State; and

19 (b) The payment of the creditors of the *professional*
20 association.

21 Any balance remaining must be distributed as set forth in the articles
22 of association or, if no such provisions exist, among the members of
23 the *professional* association.

24 **Sec. 135.** NRS 89.256 is hereby amended to read as follows:

25 89.256 1. Except as otherwise provided in subsections 3 and
26 4, the Secretary of State shall reinstate any professional association
27 which has forfeited its right to transact business under the provisions
28 of this chapter and restore the right to carry on business in this state
29 and exercise its privileges and immunities if it:

30 (a) Files with the Secretary of State ~~[the]~~ :

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

32 *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 89.250 and
37 89.252 for each year or portion thereof during which the articles of
38 association have been revoked; and

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

40 2. When the Secretary of State reinstates the *professional*
41 association, ~~[to its former rights.]~~ he shall ~~[~~:

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



1 ~~—(b) Upon demand,]~~ issue to the *professional* association a
2 ~~[certified copy of the]~~ certificate of reinstatement ~~[.] if the~~
3 *professional association:*

4 (a) *Requests a certificate of reinstatement; and*

5 (b) *Pays the required fees pursuant to subsection 8 of*
6 *NRS 78.785.*

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

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

15 **Sec. 136.** Chapter 92A of NRS is hereby amended by adding
16 thereto a new section to read as follows:

17 1. *Each document filed with the Secretary of State pursuant*
18 *to this chapter must be on or accompanied by a form prescribed by*
19 *the Secretary of State.*

20 2. *The Secretary of State may refuse to file a document which*
21 *does not comply with subsection 1 or which does not contain all of*
22 *the information required by statute for filing the document.*

23 3. *If the provisions of the form prescribed by the Secretary of*
24 *State conflict with the provisions of any document that is*
25 *submitted for filing with the form:*

26 (a) *The provisions of the form control for all purposes with*
27 *respect to the information that is required by statute to appear in*
28 *the document in order for the document to be filed; and*

29 (b) *Unless otherwise provided in the document, the provisions*
30 *of the document control in every other situation.*

31 4. *The Secretary of State may by regulation provide for the*
32 *electronic filing of documents with the Office of the Secretary of*
33 *State.*

34 **Sec. 137.** NRS 92A.190 is hereby amended to read as follows:

35 92A.190 1. One or more foreign entities may merge or enter
36 into an exchange of owner's interests with one or more domestic
37 entities if:

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

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



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

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

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

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

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

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

33 **Sec. 138.** NRS 92A.195 is hereby amended to read as follows:

34 92A.195 1. One foreign entity or foreign general partnership
35 may convert into one domestic entity if:

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

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

44 (c) The domestic entity complies with the applicable provisions
45 of NRS 92A.105, 92A.120, 92A.135, 92A.140 and 92A.165 and, if



1 it is the resulting entity in the conversion, with NRS 92A.205 to
2 92A.240, inclusive.

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

15 **Sec. 139.** NRS 92A.200 is hereby amended to read as follows:

16 92A.200 After a plan of merger or exchange is approved as
17 required by this chapter, the surviving or acquiring entity shall
18 deliver to the Secretary of State for filing articles of merger or
19 exchange setting forth:

20 1. The name and jurisdiction of organization of each
21 constituent entity;

22 2. That a plan of merger or exchange has been adopted by each
23 constituent entity ~~or~~ *or the parent domestic entity only, if the*
24 *merger is pursuant to NRS 92A.180;*

25 3. If approval of the owners of one or more constituent entities
26 was not required, a statement to that effect and the name of each
27 entity;

28 4. If approval of owners of one or more constituent entities was
29 required, the name of each entity and a statement for each entity
30 that:

31 (a) The plan was approved by the required consent of the
32 owners; or

33 (b) A plan was submitted to the owners pursuant to this chapter
34 including:

35 (1) The designation, percentage of total vote or number of
36 votes entitled to be cast by each class of owner's interests entitled to
37 vote separately on the plan; and

38 (2) Either the total number of votes or percentage of owner's
39 interests cast for and against the plan by the owners of each class of
40 interests entitled to vote separately on the plan or the total number
41 of undisputed votes or undisputed total percentage of owner's
42 interests cast for the plan separately by the owners of each
43 class,



1 and the number of votes or percentage of owner's interests cast for
2 the plan by the owners of each class of interests was sufficient for
3 approval by the owners of that class;

4 5. In the case of a merger, the amendment, if any, to the articles
5 of incorporation, articles of organization, certificate of limited
6 partnership or certificate of trust of the surviving entity, which
7 amendment may be set forth in the articles of merger as a specific
8 amendment or in the form of:

9 (a) Amended and restated articles of incorporation;
10 (b) Amended and restated articles of organization;
11 (c) An amended and restated certificate of limited partnership;
12 or

13 (d) An amended and restated certificate of trust,
14 or attached in that form as an exhibit; and

15 6. If the entire plan of merger or exchange is not set forth, a
16 statement that the complete executed plan of merger or plan of
17 exchange is on file at the registered office if a corporation, limited-
18 liability company or business trust, or office described in paragraph
19 (a) of subsection 1 of NRS 88.330 if a limited partnership, or other
20 place of business of the surviving entity or the acquiring entity,
21 respectively.

22 Any of the terms of the plan of merger, conversion or exchange may
23 be made dependent upon facts ascertainable outside of the plan of
24 merger, conversion or exchange, provided that the plan of merger,
25 conversion or exchange clearly and expressly sets forth the manner
26 in which such facts shall operate upon the terms of the plan. As used
27 in this section, the term "facts" includes, without limitation, the
28 occurrence of an event, including a determination or action by a
29 person or body, including a constituent entity.

30 **Sec. 140.** NRS 92A.205 is hereby amended to read as follows:

31 92A.205 1. After a plan of conversion is approved as
32 required by this chapter, if the resulting entity is a domestic entity,
33 the constituent entity shall deliver to the Secretary of State for filing:

34 (a) Articles of conversion setting forth:

35 (1) The name and jurisdiction of organization of the
36 constituent entity and the resulting entity; and

37 (2) That a plan of conversion has been adopted by the
38 constituent entity in compliance with the law of the jurisdiction
39 governing the constituent entity.

40 (b) The following constituent document of the domestic
41 resulting entity:

42 (1) If the resulting entity is a domestic corporation, the
43 articles of incorporation *to be* filed in compliance with chapter 78 ,
44 **78A, 82** or 89 of NRS, as applicable;



1 (2) If the resulting entity is a domestic limited partnership,
2 the certificate of limited partnership *to be* filed in compliance with
3 chapter 88 of NRS;

4 (3) If the resulting entity is a domestic limited-liability
5 company, the articles of organization *to be* filed in compliance with
6 chapter 86 of NRS; or

7 (4) If the resulting entity is a domestic business trust, the
8 certificate of trust *to be* filed in compliance with chapter 88A of
9 NRS.

10 (c) A certificate of acceptance of appointment of a resident
11 agent for the resulting entity which is executed by the resident
12 agent.

13 2. After a plan of conversion is approved as required by this
14 chapter, if the resulting entity is a foreign entity, the constituent
15 entity shall deliver to the Secretary of State for filing articles of
16 conversion setting forth:

17 (a) The name and jurisdiction of organization of the constituent
18 entity and the resulting entity;

19 (b) That a plan of conversion has been adopted by the
20 constituent entity in compliance with the laws of this state; and

21 (c) The address of the resulting entity where copies of process
22 may be sent by the Secretary of State.

23 3. If the entire plan of conversion is not set forth in the articles
24 of conversion, the filing party must include in the articles of
25 conversion a statement that the complete executed plan of
26 conversion is on file at the registered office or principal place
27 of business of the resulting entity or, if the resulting entity is a
28 domestic limited partnership, the office described in paragraph (a)
29 of subsection 1 of NRS 88.330.

30 4. If the conversion takes effect on a later date specified in the
31 articles of conversion pursuant to NRS 92A.240, the constituent
32 document filed with the Secretary of State pursuant to paragraph (b)
33 of subsection 1 must state the name and the jurisdiction of the
34 constituent entity and that the existence of the resulting entity does
35 not begin until the later date.

36 5. Any documents filed with the Secretary of State pursuant to
37 this section must be accompanied by the fees required pursuant to
38 this title for filing the constituent document.

39 **Sec. 141.** NRS 92A.210 is hereby amended to read as follows:

40 92A.210 1. Except as otherwise provided in this section, the
41 fee for filing articles of merger, articles of conversion, articles of
42 exchange, articles of domestication or articles of termination is
43 ~~[\$325.]~~ **\$350.** The fee for filing the constituent documents of a
44 domestic resulting entity is the fee for filing the constituent



1 documents determined by the chapter of NRS governing the
2 particular domestic resulting entity.

3 2. The fee for filing articles of merger of two or more domestic
4 corporations is the difference between the fee computed at the rates
5 specified in NRS 78.760 upon the aggregate authorized stock of the
6 corporation created by the merger and the fee computed upon the
7 aggregate amount of the total authorized stock of the constituent
8 corporation.

9 3. The fee for filing articles of merger of one or more domestic
10 corporations with one or more foreign corporations is the difference
11 between the fee computed at the rates specified in NRS 78.760 upon
12 the aggregate authorized stock of the corporation created by the
13 merger and the fee computed upon the aggregate amount of the total
14 authorized stock of the constituent corporations which have paid the
15 fees required by NRS 78.760 and 80.050.

16 4. The fee for filing articles of merger of two or more domestic
17 or foreign corporations must not be less than ~~[\$325.]~~ **\$350**. The
18 amount paid pursuant to subsection 3 must not exceed ~~[\$25,000.]~~
19 **\$35,000**.

20 **Sec. 142.** NRS 14.020 is hereby amended to read as follows:

21 14.020 1. Every corporation, limited-liability company,
22 limited-liability partnership, limited partnership, **limited-liability**
23 **limited partnership**, business trust and municipal corporation
24 created and existing under the laws of any other state, territory, or
25 foreign government, or the Government of the United States, doing
26 business in this state shall appoint and keep in this state a resident
27 agent who resides or is located in this state, upon whom all legal
28 process and any demand or notice authorized by law to be served
29 upon it may be served in the manner provided in subsection 2. The
30 corporation, limited-liability company, limited-liability partnership,
31 limited partnership, **limited-liability limited partnership**, business
32 trust or municipal corporation shall file with the Secretary of State a
33 certificate of acceptance of appointment signed by its resident agent.
34 The certificate must set forth the full name and address of the
35 resident agent. ~~[The]~~ **A** certificate **of change of resident agent** must
36 be ~~[renewed]~~ **filed** in the manner provided in title 7 of NRS
37 ~~[whenever a change is made in the appointment or a vacancy occurs~~
38 ~~in the agency.]~~ **if the corporation, limited-liability company,**
39 **limited-liability partnership, limited partnership, limited-liability**
40 **limited partnership, business trust or municipal corporation**
41 **desires to change its resident agent. A certificate of name change**
42 **of resident agent must be filed in the manner provided in title 7 of**
43 **NRS if the name of a resident is changed as a result of a merger,**
44 **conversion, exchange, sale, reorganization or amendment.**



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1 2. All legal process and any demand or notice authorized by
2 law to be served upon the foreign corporation, limited-liability
3 company, limited-liability partnership, limited partnership, *limited-*
4 *liability limited partnership*, business trust or municipal corporation
5 may be served upon the resident agent personally or by leaving a
6 true copy thereof with a person of suitable age and discretion at the
7 address shown on the current certificate of acceptance filed with the
8 Secretary of State.

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

12 **Sec. 143.** NRS 104.9525 is hereby amended to read as
13 follows:

14 104.9525 1. Except as otherwise provided in subsection 5,
15 the fee for filing and indexing a record under this part, other than an
16 initial financing statement of the kind described in subsection 2 of
17 NRS 104.9502, is:

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

20 (b) ~~Forty~~ *Sixty* dollars if the record is communicated in writing
21 and consists of more than two pages, and ~~\$1~~ *\$2* for each page over
22 20 pages;

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

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

27 2. The filing officer may charge and collect ~~\$1~~ *\$2* for each
28 page of copy or record of filings produced by him at the request of
29 any person.

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

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

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

37 4. The fee for responding to a request for information from the
38 filing office, including for issuing a certificate showing whether
39 there is on file any financing statement naming a particular debtor,
40 is:

41 (a) ~~Twenty~~ *Forty* dollars if the request is communicated in
42 writing; and

43 (b) ~~Fifteen~~ *Twenty* dollars if the request is communicated by
44 another medium authorized by filing-office rule.



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

7 **Sec. 144.** NRS 105.070 is hereby amended to read as follows:

8 105.070 1. The Secretary of State or county recorder shall
9 mark any security instrument and any statement of change, merger
10 or consolidation presented for filing with the day and hour of filing
11 and the file number assigned to it. This mark is, in the absence of
12 other evidence, conclusive proof of the time and fact of presentation
13 for filing.

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

17 3. The uniform fee for filing and indexing a security
18 instrument, or a supplement or amendment thereto, and a statement
19 of change, merger or consolidation, and for stamping a copy of
20 those documents furnished by the secured party or the public utility,
21 to show the date and place of filing is ~~[\$15]~~ \$40 if the document is
22 in the standard form prescribed by the Secretary of State and
23 otherwise is ~~[\$20, plus \$1]~~ \$50, *plus* \$2 for each additional debtor or
24 trade name.

25 **Sec. 145.** NRS 105.080 is hereby amended to read as follows:

26 105.080 Upon the request of any person, the Secretary of State
27 shall issue his certificate showing whether there is on file on the
28 date and hour stated therein, any presently effective security
29 instrument naming a particular public utility, and if there is, giving
30 the date and hour of filing of the instrument and the names and
31 addresses of each secured party. The uniform fee for such a
32 certificate is ~~[\$15]~~ \$40 if the request for the certificate is in the
33 standard form prescribed by the Secretary of State and otherwise is
34 ~~[\$20.]~~ \$50. Upon request the Secretary of State or a county recorder
35 shall furnish a copy of any filed security instrument upon payment
36 of the statutory fee for copies.

37 **Sec. 146.** NRS 116.3101 is hereby amended to read as
38 follows:

39 116.3101 *1.* A unit-owners' association must be organized no
40 later than the date the first unit in the common-interest community is
41 conveyed.

42 *2.* The membership of the association at all times consists
43 exclusively of all units' owners or, following termination of the
44 common-interest community, of all owners of former units entitled



1 to distributions of proceeds under NRS 116.2118, 116.21183 and
2 116.21185, or their heirs, successors or assigns.

3 3. The association must ~~be~~:

4 (a) *Be* organized as a profit or nonprofit corporation, trust or
5 partnership ~~is~~;

6 (b) *Include in its articles of incorporation, certificate of*
7 *registration or certificates of limited partnership, or any certificate*
8 *of amendment thereof, that the purpose of the corporation is to*
9 *operate as an association pursuant to this chapter;*

10 (c) *Contain in its name the words "homeowners' association"*
11 *or "unit-owners' association"; and*

12 (d) *Comply with the provisions of chapters 78, 82, 87 and 88 of*
13 *NRS when filing articles of incorporation, certificates of*
14 *registration or certificates of limited partnership, or any certificate*
15 *of amendment thereof, with the Secretary of State.*

16 **Sec. 147.** NRS 225.140 is hereby amended to read as follows:

17 225.140 1. Except as otherwise provided in subsection 2, in
18 addition to other fees authorized by law, the Secretary of State shall
19 charge and collect the following fees:

20 ~~For a copy of any law, joint resolution, transcript~~
21 ~~of record, or other paper on file or of record in~~
22 ~~his office, other than a document required to~~
23 ~~be filed pursuant to title 24 of NRS, per page..... \$1.00~~

24 ~~For a copy of any document required to be filed~~
25 ~~pursuant to title 24 of NRS, per page..... .50]~~

26 For certifying to ~~any such~~ *a copy of any law,*
27 *joint resolution, transcript of record or other*
28 *paper on file or of record with the Secretary*
29 *of State, including, but not limited to, a*
30 *document required to be filed pursuant to*
31 *title 24 of NRS, and use of the State Seal, for*
32 *each impression..... [10.00] \$20*

33 For each passport or other document signed by
34 the Governor and attested by the Secretary of
35 State..... ~~[10.00]~~ *10*

36 ~~[For a negotiable instrument returned unpaid..... 10.00]~~

37 2. The Secretary of State:

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

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

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



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

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

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

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

8 (2) One hundred *twenty-five* dollars, for providing any other
9 special service, including, but not limited to, providing service more
10 than 2 hours but within 24 hours after the time the service is
11 requested, accepting documents filed by facsimile machine and
12 other use of new technology.

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

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

19 (2) Access to his computer database on which records are
20 stored.

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

23 (a) The entire amount or ~~[\$50.]~~ *\$62.50*, whichever is less, of the
24 fee collected pursuant to subparagraph (1) of that paragraph and half
25 of the fee collected pursuant to subparagraph (2) of that paragraph
26 must be deposited with the State Treasurer for credit to the Account
27 for Special Services of the Secretary of State in the State General
28 Fund. Any amount remaining in the Account at the end of a fiscal
29 year in excess of \$2,000,000 must be transferred to the State
30 General Fund. Money in the Account may be transferred to the
31 Secretary of State's operating general fund budget account and must
32 only be used to create and maintain the capability of the Office of
33 the Secretary of State to provide special services, including, but not
34 limited to, providing service:

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

36 (2) Necessary to increase or maintain the efficiency of the
37 Office.

38 Any transfer of money from the Account for expenditure by the
39 Secretary of State must be approved by the Interim Finance
40 Committee.

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



1 **Sec. 148.** Chapter 364A of NRS is hereby amended by adding
2 thereto a new section to read as follows:

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

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

20 (a) *Cease and desist from conducting a business in this state;*
21 *and*

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

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

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

38 4. *If a person fails to comply with any provision of an order*
39 *issued pursuant to subsection 2, the Department may, through the*
40 *Attorney General, at any time after 30 days after the service of*
41 *the order, cause an action to be instituted in the district court*
42 *of the county wherein the person resides or has his principal place*
43 *of business requesting the court to enforce the provisions of the*
44 *order or to provide any other appropriate injunctive relief.*

45 5. *If the court finds that:*



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

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

6 (c) *The findings of the Department are supported by the weight*
7 *of the evidence,*
8 *the court shall issue an order enforcing the provisions of the order*
9 *of the Department.*

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

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

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

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

19 **Sec. 149.** NRS 364A.130 is hereby amended to read as
20 follows:

21 364A.130 1. Except as otherwise provided in subsection ~~{6,}~~
22 ~~8~~, a person shall not conduct a business in this state unless he has a
23 business license issued by the Department.

24 2. The application for a business license must:

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

26 (b) Set forth the name under which the applicant transacts or
27 intends to transact business and the location of his place or places of
28 business;

29 (c) Declare the estimated number of employees for the previous
30 calendar quarter;

31 (d) Be accompanied by a fee of ~~[\$25,]~~ \$50; and

32 (e) Include any other information that the Department deems
33 necessary.

34 3. The application must be signed by:

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

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

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

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

43 5. *A person who has been issued a business license by the*
44 *Department shall submit a fee of \$50 to the Department on or*
45 *before the last day of the month in which the anniversary date of*



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1 *issuance of the business license occurs in each year, unless the*
2 *person submits a written statement to the Department, at least 10*
3 *days before the anniversary date, indicating that the person will*
4 *not be conducting business in this state after the anniversary date.*
5 *A person who fails to submit the annual fee required pursuant to*
6 *this subsection in a timely manner shall pay a penalty in the*
7 *amount of \$75 in addition to the annual fee.*

8 *6. The business license required to be obtained pursuant to*
9 *this section is in addition to any license to conduct business that*
10 *must be obtained from the local jurisdiction in which the business*
11 *is being conducted.*

12 *7. For the purposes of this chapter, a person shall be deemed to*
13 *conduct a business in this state if a business for which the person is*
14 *responsible:*

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

19 ~~16.1~~ 8. A person who takes part in a trade show or convention
20 held in this state for a purpose related to the conduct of a business is
21 not required to obtain a business license specifically for that event.

22 **Sec. 150.** NRS 364A.160 is hereby repealed.

23 **Sec. 151.** The Secretary of State is hereby authorized, without
24 obtaining further approval, to hire such additional personnel as are
25 necessary to carry out the provisions of this act.

26 **Sec. 152.** 1. This section and sections 1 to 5, inclusive, 6 to
27 24.3, inclusive, 25 to 45, inclusive, 47 to 52.5, inclusive, 53 to 65.3,
28 inclusive, 66 to 82.3, inclusive, 83 to 97, inclusive, 97.6 to 115,
29 inclusive, 118 to 141, inclusive, and 143 to 151, inclusive, of this
30 act become effective on October 1, 2003.

31 2. Sections 5.3, 24.7, 46, 52.7, 65.7, 82.7, 97.4 and 116 of this
32 act become effective:

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

- 35 (b) On January 1, 2004, for the purpose of requiring a resident
36 agent who desires to resign to file a statement of resignation for
37 each artificial person formed, organized, registered or qualified
38 pursuant to the provisions of title 7 of NRS for which the resident
39 agent is unwilling to continue to act as the resident agent for the
40 service of process.

41 3. Sections 5.7, 24.7, 65.5, 82.5, 97.2, 117 and 142 of this act
42 become effective:

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



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

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.

