

SENATE BILL NO. 453—COMMITTEE ON JUDICIARY

(ON BEHALF OF THE SECRETARY OF STATE)

MARCH 29, 2005

Referred to Committee on Judiciary

SUMMARY—Revises various provisions concerning filings in Office of the Secretary of State. (BDR 7-576)

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

~

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

AN ACT relating to the Secretary of State; revising various provisions concerning the timing, form and contents of certain filings in the Office of the Secretary of State; increasing or revising fees for various filings; clarifying that certain corporations and associations which are homeowners' associations must comply with certain requirements; providing that a person who knowingly files a forged or false record is subject to civil liability under certain circumstances; and providing other matters properly relating thereto.

THE PEOPLE OF THE STATE OF NEVADA, REPRESENTED IN
SENATE AND ASSEMBLY, DO ENACT AS FOLLOWS:

- 1 **Section 1.** NRS 78.150 is hereby amended to read as follows:
2 78.150 1. A corporation organized pursuant to the laws of
3 this State shall, on or before the last day of the first month after the
4 filing of its articles of incorporation with the Secretary of State, file
5 with the Secretary of State a list, on a form furnished by him,
6 containing:
7 (a) The name of the corporation;
8 (b) The file number of the corporation, if known;
9 (c) The names and titles of the president, secretary and treasurer,
10 or the equivalent thereof, and of all the directors of the corporation;



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

(e) The name and address of the lawfully designated resident agent of the corporation ~~[:] in this State;~~ and

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

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

3. Each list required by subsection 1 or 2 must be accompanied by:

(a) A declaration under penalty of perjury that the corporation:

(1) Has complied with the provisions of NRS 360.780; and

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

(b) A statement as to whether the corporation is a publicly traded company. If the corporation is a publicly traded company, the corporation must list its Central Index Key. The Secretary of State shall include on his Internet website the Central Index Key of a corporation provided pursuant to this paragraph and instructions describing the manner in which a member of the public may obtain information concerning the corporation from the Securities and Exchange Commission.

4. Upon filing the list required by:

(a) Subsection 1, the corporation shall pay to the Secretary of State a fee of \$125.

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

\$75,000 or less	\$125
Over \$75,000 and not over \$200,000.....	175
Over \$200,000 and not over \$500,000.....	275
Over \$500,000 and not over \$1,000,000.....	375
Over \$1,000,000:	
For the first \$1,000,000	375
For each additional \$500,000 or fraction thereof.....	275

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

5. If a director or officer of a corporation resigns and the resignation is not ~~[made in conjunction with the filing of an]~~



1 *reflected on the* annual or amended list of directors and officers, the
2 corporation *or the resigning director or officer* shall pay to the
3 Secretary of State a fee of \$75 to file the resignation . ~~for the~~
4 ~~director or officer.]~~

5 6. The Secretary of State shall, ~~60~~ 90 days before the last day
6 for filing each annual list required by subsection 2, cause to be
7 mailed to each corporation which is required to comply with the
8 provisions of NRS 78.150 to 78.185, inclusive, and which has not
9 become delinquent, a notice of the fee due pursuant to subsection 4
10 and a reminder to file the annual list required by subsection 2.
11 Failure of any corporation to receive a notice or form does not
12 excuse it from the penalty imposed by law.

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

17 8. An annual list for a corporation not in default which is
18 received by the Secretary of State more than 90 days before its due
19 date shall be deemed an amended list for the previous year and must
20 be accompanied by the appropriate fee as provided in subsection 4
21 for filing. A payment submitted pursuant to this subsection does not
22 satisfy the requirements of subsection 2 for the year to which the
23 due date is applicable.

24 **Sec. 2.** NRS 78.1955 is hereby amended to read as follows:

25 78.1955 1. If the voting powers, designations, preferences,
26 limitations, restrictions and relative rights of any class or series of
27 stock have been established by a resolution of the board of directors
28 pursuant to a provision in the articles of incorporation, a certificate
29 of designation setting forth the resolution *and stating the number of*
30 *shares for each designation* must be signed by an officer of the
31 corporation and filed with the Secretary of State. A certificate of
32 designation signed and filed pursuant to this section must become
33 effective before the issuance of any shares of the class or series.

34 2. Unless otherwise provided in the articles of incorporation or
35 the certificate of designation being amended, if no shares of a class
36 or series of stock established by a resolution of the board of
37 directors have been issued, the designation of the class or series, the
38 number of the class or series and the voting powers, designations,
39 preferences, limitations, restrictions and relative rights of the class
40 or series may be amended by a resolution of the board of directors
41 pursuant to a certificate of amendment filed in the manner provided
42 in subsection 4.

43 3. Unless otherwise provided in the articles of incorporation or
44 the certificate of designation, if shares of a class or series of stock
45 established by a resolution of the board of directors have been



1 issued, the designation of the class or series, the number of the class
2 or series and the voting powers, designations, preferences,
3 limitations, restrictions and relative rights of the class or series may
4 be amended by a resolution of the board of directors only if the
5 amendment is approved as provided in this subsection. Unless
6 otherwise provided in the articles of incorporation or the certificate
7 of designation, the proposed amendment adopted by the board of
8 directors must be approved by the vote of stockholders holding
9 shares in the corporation entitling them to exercise a majority of the
10 voting power, or such greater proportion of the voting power as may
11 be required by the articles of incorporation or the certificate of
12 designation, of:

13 (a) The class or series of stock being amended; and

14 (b) Each class and each series of stock which, before
15 amendment, is senior to the class or series being amended as to the
16 payment of distributions upon dissolution of the corporation,
17 regardless of any limitations or restrictions on the voting power of
18 that class or series.

19 4. A certificate of amendment to a certificate of designation
20 must be signed by an officer of the corporation and filed with the
21 Secretary of State and must:

22 (a) Set forth the original designation and the new designation, if
23 the designation of the class or series is being amended;

24 (b) State that no shares of the class or series have been issued or
25 state that the approval of the stockholders required pursuant to
26 subsection 3 has been obtained; and

27 (c) Set forth the amendment to the class or series or set forth the
28 designation of the class or series, the number of the class or series
29 and the voting powers, designations, preferences, limitations,
30 restrictions and relative rights of the class or series, as amended.

31 5. A certificate filed pursuant to subsection 1 or 4 becomes
32 effective upon filing with the Secretary of State or upon a later date
33 specified in the certificate, which must not be later than 90 days
34 after the certificate is filed.

35 6. If shares of a class or series of stock established by a
36 certificate of designation are not outstanding, the corporation may
37 file a certificate which states that no shares of the class or series are
38 outstanding and which contains the resolution of the board of
39 directors authorizing the withdrawal of the certificate of designation
40 establishing the class or series of stock. The certificate *must identify*
41 *the date and certificate of designation being withdrawn and* must
42 be signed by an officer of the corporation and filed with the
43 Secretary of State. Upon filing the certificate and payment of the fee
44 required pursuant to NRS 78.765, all matters contained in the



1 certificate of designation regarding the class or series of stock are
2 eliminated from the articles of incorporation.

3 7. NRS 78.380, 78.385 and 78.390 do not apply to certificates
4 of amendment filed pursuant to this section.

5 **Sec. 3.** NRS 78.780 is hereby amended to read as follows:

6 78.780 ~~[1. The fee for filing a certificate of extension of~~
7 ~~corporate existence of any corporation is an amount equal to one~~
8 ~~fourth of the fee computed at the rates specified in NRS 78.760 for~~
9 ~~filing articles of incorporation.~~

10 ~~—2.]~~ The fee for filing a certificate of dissolution whether it
11 occurs before or after payment of capital and beginning of business
12 is \$75.

13 **Sec. 4.** NRS 78.785 is hereby amended to read as follows:

14 78.785 1. The fee for filing a certificate of change of location
15 of a corporation's registered office and resident agent, or a new
16 designation of resident agent, is \$60.

17 2. The fee for certifying *a copy of* articles of incorporation
18 ~~[where a copy is provided]~~ is \$30.

19 3. The fee for certifying a copy of an amendment to articles of
20 incorporation, or to a copy of the articles as amended, ~~[where a copy~~
21 ~~is furnished.]~~ is \$30.

22 4. The fee for certifying an authorized printed copy of the
23 general corporation law as compiled by the Secretary of State is
24 \$30.

25 5. The fee for reserving a corporate name is \$25.

26 6. The fee for signing a certificate of corporate existence which
27 does not list the previous records relating to the corporation, or a
28 certificate of change in a corporate name, is \$50.

29 7. The fee for signing a certificate of corporate existence which
30 lists the previous records relating to the corporation is \$50.

31 8. The fee for signing, certifying or filing any certificate or
32 record not provided for in NRS 78.760 to 78.785, inclusive, is \$50.

33 9. The fee for copies ~~[made at]~~ *provided by* the Office of the
34 Secretary of State is \$2 per page.

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

40 11. The fee for examining and provisionally approving any
41 record at any time before the record is presented for filing is \$125.

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

43 80.110 1. Each foreign corporation doing business in this
44 State shall, on or before the last day of the first month after the filing
45 of its certificate of corporate existence with the Secretary of State,



1 and annually thereafter on or before the last day of the month in
2 which the anniversary date of its qualification to do business in this
3 State occurs in each year, file with the Secretary of State a list, on a
4 form furnished by him, that contains:

5 (a) The names and addresses, either residence or business, of its
6 president, secretary and treasurer, or the equivalent thereof, and all
7 of its directors;

8 (b) The name and street address of the lawfully designated
9 resident agent of the corporation in this State; and

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

11 ➔ Each list filed pursuant to this subsection must be accompanied
12 by a declaration under penalty of perjury that the foreign
13 corporation has complied with the provisions of NRS 360.780 and
14 which acknowledges that pursuant to NRS 239.330, it is a category
15 C felony to knowingly offer any false or forged instrument for filing
16 with the Office of the Secretary of State. Each list filed pursuant to
17 this subsection must also be accompanied by a statement as to
18 whether the corporation is a publicly traded company. If the
19 corporation is a publicly traded company, the corporation must list
20 its Central Index Key. The Secretary of State shall include on his
21 Internet website the Central Index Key of a corporation provided
22 pursuant to this subsection and instructions describing the manner in
23 which a member of the public may obtain information concerning
24 the corporation from the Securities and Exchange Commission.

25 2. Upon filing:

26 (a) The initial list required by subsection 1, the corporation shall
27 pay to the Secretary of State a fee of \$125.

28 (b) Each annual list required by subsection 1, the corporation
29 shall pay to the Secretary of State, if the amount represented by the
30 total number of shares provided for in the articles is:

31		
32	\$75,000 or less	\$125
33	Over \$75,000 and not over \$200,000.....	175
34	Over \$200,000 and not over \$500,000.....	275
35	Over \$500,000 and not over \$1,000,000.....	375
36	Over \$1,000,000:	
37	For the first \$1,000,000.....	375
38	For each additional \$500,000 or fraction thereof.....	275

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

41
42 3. If a director or officer of a corporation resigns and the
43 resignation is not ~~made in conjunction with the filing of an~~
44 *reflected on the* annual or amended list of directors and officers, the
45 corporation *or the resigning director or officer* shall pay to the



1 Secretary of State a fee of \$75 to file the resignation . ~~[of the~~
2 ~~director or officer.]~~

3 4. The Secretary of State shall, ~~[60]~~ 90 days before the last day
4 for filing each annual list required by subsection 1, cause to be
5 mailed to each corporation which is required to comply with the
6 provisions of NRS 80.110 to 80.175, inclusive, and which has not
7 become delinquent, the blank forms to be completed and filed with
8 him. Failure of any corporation to receive the forms does not excuse
9 it from the penalty imposed by the provisions of NRS 80.110 to
10 80.175, inclusive.

11 5. An annual list for a corporation not in default which is
12 received by the Secretary of State more than 90 days before its due
13 date shall be deemed an amended list for the previous year and does
14 not satisfy the requirements of subsection 1 for the year to which the
15 due date is applicable.

16 **Sec. 6.** Chapter 81 of NRS is hereby amended by adding
17 thereto the provisions set forth as sections 7, 8 and 9 of this act.

18 **Sec. 7. 1. *The Secretary of State shall not accept for filing***
19 ***any articles of incorporation or any certificate of amendment of***
20 ***articles of incorporation of any corporation formed under the***
21 ***provisions of NRS 81.010 to 81.160, inclusive, and this section***
22 ***which provides that the name of the corporation contains the***
23 ***words "unit-owners' association" or "homeowners' association"***
24 ***or if it appears in the articles of incorporation or certificate of***
25 ***amendment of articles of incorporation that the purpose of the***
26 ***corporation is to operate as a unit-owners' association pursuant to***
27 ***chapter 116 of NRS unless the Administrator of the Real Estate***
28 ***Division of the Department of Business and Industry certifies that***
29 ***the corporation has:***

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

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

34 2. *Upon notification from the Administrator of the Real*
35 *Estate Division of the Department of Business and Industry that a*
36 *corporation which is a unit-owners' association as defined in NRS*
37 *116.011 has failed to register pursuant to NRS 116.31158 or failed*
38 *to pay the fees pursuant to NRS 116.31155, the Secretary of State*
39 *shall deem the corporation to be in default. If, after the*
40 *corporation is deemed to be in default, the Administrator notifies*
41 *the Secretary of State that the corporation has registered pursuant*
42 *to NRS 116.31158 and paid the fees pursuant to NRS 116.31155,*
43 *the Secretary of State shall reinstate the corporation if the*
44 *corporation complies with the requirements for reinstatement as*
45 *provided in this section and NRS 78.180 and 78.185.*



1 **Sec. 8. 1.** *The Secretary of State shall not accept for filing*
2 *any articles of association or any certificate of amendment of*
3 *articles of association of any association formed under the*
4 *provisions of NRS 81.170 to 81.270, inclusive, and this section*
5 *which provides that the name of the association contains the*
6 *words "unit-owners' association" or "homeowners' association"*
7 *or if it appears in the articles of association or certificate of*
8 *amendment of articles of association that the purpose of the*
9 *association is to operate as a unit-owners' association pursuant to*
10 *chapter 116 of NRS unless the Administrator of the Real Estate*
11 *Division of the Department of Business and Industry certifies that*
12 *the association has:*

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

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

17 **2.** *Upon notification from the Administrator of the Real*
18 *Estate Division of the Department of Business and Industry that*
19 *an association which is a unit-owners' association as defined in*
20 *NRS 116.011 has failed to register pursuant to NRS 116.31158 or*
21 *failed to pay the fees pursuant to NRS 116.31155, the Secretary of*
22 *State shall deem the association to be in default. If, after the*
23 *association is deemed to be in default, the Administrator notifies*
24 *the Secretary of State that the association has registered pursuant*
25 *to NRS 116.31158 and paid the fees pursuant to NRS 116.31155,*
26 *the Secretary of State shall reinstate the association if the*
27 *association complies with the requirements for reinstatement as*
28 *provided in this section and NRS 78.180 and 78.185 and pays the*
29 *fees required pursuant to NRS 82.193.*

30 **Sec. 9. 1.** *The Secretary of State shall not accept for filing*
31 *any articles of incorporation or any certificate of amendment of*
32 *articles of incorporation of any corporation formed under the*
33 *provisions of NRS 81.410 to 81.540, inclusive, and this section*
34 *which provides that the name of the corporation contains the*
35 *words "unit-owners' association" or "homeowners' association"*
36 *or if it appears in the articles of incorporation or certificate of*
37 *amendment of articles of incorporation that the purpose of the*
38 *corporation is to operate as a unit-owners' association pursuant to*
39 *chapter 116 of NRS unless the Administrator of the Real Estate*
40 *Division of the Department of Business and Industry certifies that*
41 *the corporation has:*

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

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



2. Upon notification from the Administrator of the Real Estate Division of the Department of Business and Industry that a corporation which is a unit-owners' association as defined in NRS 116.011 has failed to register pursuant to NRS 116.31158 or failed to pay the fees pursuant to NRS 116.31155, the Secretary of State shall deem the corporation to be in default. If, after the corporation is deemed to be in default, the Administrator notifies the Secretary of State that the corporation has registered pursuant to NRS 116.31158 and paid the fees pursuant to NRS 116.31155, the Secretary of State shall reinstate the corporation if the corporation complies with the requirements for reinstatement as provided in this section and NRS 78.180 and 78.185 and pays the fees required pursuant to NRS 82.193.

Sec. 10. NRS 81.006 is hereby amended to read as follows:

81.006 1. A nonprofit cooperative corporation, a cooperative association, a charitable organization or any other entity formed under the provisions of this chapter may correct a record filed with the Secretary of State with respect to the entity if the record contains an inaccurate description of an action or if the record was defectively signed, attested, sealed, verified or acknowledged.

2. To correct a record, the entity must:

(a) Prepare a certificate of correction which:

(1) States the name of the entity;

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

(3) Specifies the inaccuracy or defect;

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

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

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

(c) Pay a filing fee of ~~[\$25]~~ \$50 to the Secretary of State.

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

Sec. 11. NRS 81.010 is hereby amended to read as follows:

81.010 1. Nonprofit cooperative corporations may be formed by the voluntary association of any three or more persons in the manner prescribed in NRS 81.010 to 81.160, inclusive ~~§ 7~~, and *section 7 of this act*. A majority of the persons must be residents of this State, and such a corporation has and may exercise the powers necessarily incident thereto. Except as otherwise provided in subsection 2, the provisions of chapter 78 of NRS govern each



1 nonprofit cooperative corporation organized pursuant to NRS
2 81.010 to 81.160, inclusive ~~H~~, *and section 7 of this act*. If such a
3 nonprofit cooperative corporation is organized without shares of
4 stock, the members shall be deemed to be "shareholders" or
5 "stockholders" as these terms are used in chapter 78 of NRS.

6 2. If the term for which a nonprofit cooperative corporation
7 was to exist has expired but the corporation has continued to
8 perform the activities authorized by its original articles of
9 incorporation or any amendment thereto, revival of its corporate
10 existence does not require the consent of its members or
11 stockholders. Each required action to accomplish a revival may be
12 taken by a majority of the surviving directors. The revival is
13 effective as of the date of expiration of the original term.

14 **Sec. 12.** NRS 81.170 is hereby amended to read as follows:

15 81.170 1. NRS 81.170 to 81.270, inclusive, *and section 8 of*
16 *this act* being passed to promote association for mutual welfare, the
17 words "lawful business" extend to every kind of lawful effort for
18 business, education, industrial, benevolent, social or political
19 purposes, whether conducted for profit or not.

20 2. NRS 81.170 to 81.270, inclusive, *and section 8 of this act*
21 must not be strictly construed, but their provisions must at all times
22 be liberally construed with a view to effect their object and to
23 promote their purposes.

24 **Sec. 13.** NRS 81.200 is hereby amended to read as follows:

25 81.200 1. Each association formed under NRS 81.170 to
26 81.270, inclusive, *and section 8 of this act* shall prepare articles of
27 association in writing, setting forth:

28 (a) The name of the association.

29 (b) The purpose for which it is formed.

30 (c) The name of the person designated as the resident agent, the
31 street address for service of process, and the mailing address if
32 different from the street address.

33 (d) The term for which it is to exist, which may be perpetual.

34 (e) The names and addresses, either residence or business, of the
35 directors selected for the first year.

36 (f) The amount which each member is to pay upon admission as
37 a fee for membership, and that each member signing the articles has
38 actually paid the fee.

39 (g) That the interest and right of each member therein is to be
40 equal.

41 (h) The name and address, either residence or business, of each
42 of the persons signing the articles of association.

43 2. The articles of association must be signed by the original
44 associates or members.



3. The articles so signed must be filed, together with a certificate of acceptance of appointment signed by the resident agent for the association, in the Office of the Secretary of State . ~~[-, who shall furnish a certified copy thereof.]~~ From the time of the filing in the Office of the Secretary of State, the association may exercise all the powers for which it was formed.

Sec. 14. NRS 81.410 is hereby amended to read as follows:

81.410 1. Nonprofit cooperative corporations may be formed by the voluntary association of any three or more persons in the manner prescribed in NRS 81.410 to 81.540, inclusive ~~[-]~~ , *and section 9 of this act.*

2. Except as otherwise provided in subsection 3, the provisions of chapter 82 of NRS govern a nonprofit cooperative corporation organized pursuant to NRS 81.410 to 81.540, inclusive, *and section 9 of this act*, except to the extent that the provisions of chapter 82 of NRS are inconsistent with NRS 81.410 to 81.540, inclusive ~~[-]~~ , *and section 9 of this act.*

3. NRS 82.081 and 82.136 do not apply to a nonprofit cooperative corporation organized pursuant to NRS 81.410 to 81.540, inclusive ~~[-]~~ , *and section 9 of this act.*

Sec. 15. NRS 82.371 is hereby amended to read as follows:

82.371 1. A corporation may restate, or amend and restate, in a single certificate the entire text of its articles as amended by filing with the Secretary of State a certificate which must set forth the articles as amended to the date of the certificate. If the certificate alters or amends the articles in any manner, it must comply with the provisions of NRS 82.346, 82.351 and 82.356, as applicable, and must be accompanied by ~~[-]~~:

~~—(a) A resolution; or~~

~~—(b) A~~ *a* form prescribed by the Secretary of State ~~[-]~~

~~—}~~ setting forth which provisions of the articles of incorporation on file with the Secretary of State are being altered or amended.

2. If the certificate does not alter or amend the articles, it must be signed by an officer of the corporation and must state that he has been authorized to sign the certificate by resolution of the board of directors adopted on the date stated, and that the certificate correctly sets forth the text of the articles as amended to the date of the certificate.

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

(a) The names, addresses, signatures and acknowledgments of the incorporators;

(b) The names and addresses of the members of the past and present board of directors; and

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



4. Whenever a corporation is required to file a certified copy of its articles, in lieu thereof it may file a certified copy of the most recent certificate restating its articles as amended, subject to the provisions of subsection 2, together with certified copies of all certificates of amendment filed after the restated articles and certified copies of all certificates supplementary to the original articles.

Sec. 16. NRS 82.534 is hereby amended to read as follows:

82.534 1. A corporation may correct a record filed in the Office of the Secretary of State with respect to the corporation if the record contains an inaccurate description of a corporate action or if the record was defectively signed, attested, sealed, verified or acknowledged.

2. To correct a record, the corporation must:

(a) Prepare a certificate of correction which:

(1) States the name of the corporation;

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

(3) Specifies the inaccuracy or defect;

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

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

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

(c) Pay a filing fee of ~~[\$25]~~ \$50 to the Secretary of State.

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

Sec. 17. NRS 82.546 is hereby amended to read as follows:

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

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

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



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

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

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

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

(b) A list of its president, secretary and treasurer and all of its directors and their mailing or street addresses, either residence or business.

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

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

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

Sec. 18. NRS 84.009 is hereby amended to read as follows:

84.009 1. A corporation sole may correct a record filed with the Office of the Secretary of State with respect to the corporation sole if the record contains an inaccurate description of an action of the corporation sole or if the record was defectively signed, attested, sealed, verified or acknowledged.

2. To correct a record, the corporation sole must:

(a) Prepare a certificate of correction which:

(1) States the name of the corporation sole;



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

(3) Specifies the inaccuracy or defect;

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

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

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

(c) Pay a filing fee of ~~[\$25]~~ \$50 to the Secretary of State.

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

Sec. 19. NRS 84.130 is hereby amended to read as follows:

84.130 1. Each corporation sole that is required to make the filings and pay the fees prescribed in this chapter but refuses or neglects to do so within the time provided is in default.

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

Sec. 20. NRS 86.141 is hereby amended to read as follows:

86.141 ~~[A]~~

1. Except as otherwise provided in subsection 2, a limited-liability company may be organized under this chapter for any lawful purpose. ~~[except insurance.]~~

2. A limited-liability company may not be organized for the purpose of insurance unless approved to do so by the Commissioner of Insurance.

Sec. 21. NRS 86.171 is hereby amended to read as follows:

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

2. The name proposed for a limited-liability company must be distinguishable on the records of the Secretary of State from the names of all other artificial persons formed, organized, registered or



1 qualified pursuant to the provisions of this title that are on file in the
2 Office of the Secretary of State and all names that are reserved in
3 the Office of the Secretary of State pursuant to the provisions of this
4 title. If a proposed name is not so distinguishable, the Secretary of
5 State shall return the articles of organization to the organizer, unless
6 the written, acknowledged consent of the holder of the name on file
7 or reserved name to use the same name or the requested similar
8 name accompanies the articles of organization.

9 3. For the purposes of this section and NRS 86.176, a proposed
10 name is not distinguishable from a name on file or reserved name
11 solely because one or the other contains distinctive lettering, a
12 distinctive mark, a trademark or a trade name, or any combination
13 thereof.

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

18 5. The Secretary of State shall not accept for filing any articles
19 of organization for any limited-liability company if the name of the
20 limited-liability company contains the word "accountant,"
21 "accounting," "accountancy," "auditor" or "auditing" unless the
22 Nevada State Board of Accountancy certifies that the limited-
23 liability company:

24 (a) Is registered pursuant to the provisions of chapter 628 of
25 NRS; or

26 (b) Has filed with the Nevada State Board of Accountancy under
27 penalty of perjury a written statement that the limited-liability
28 company is not engaged in the practice of accounting and is not
29 offering to practice accounting in this State.

30 6. The Secretary of State shall not accept for filing any articles
31 of organization or certificate of amendment of articles of
32 organization of any limited-liability company formed or existing
33 pursuant to the laws of this State which provides that the name of
34 the limited-liability company contains the word "bank" or "trust"
35 unless:

36 (a) It appears from the articles of organization or the certificate
37 of amendment that the limited-liability company proposes to carry
38 on business as a banking or trust company, exclusively or in
39 connection with its business as a bank, savings and loan association
40 or thrift company; and

41 (b) The articles of organization or certificate of amendment is
42 first approved by the Commissioner of Financial Institutions.

43 7. The Secretary of State shall not accept for filing any articles
44 of organization or certificate of amendment of articles of
45 organization of any limited-liability company formed or existing



1 pursuant to the provisions of this chapter if it appears from the
2 articles or the certificate of amendment that the business to be
3 carried on by the limited-liability company is subject to supervision
4 by the Commissioner of Insurance or by the Commissioner of
5 Financial Institutions unless the articles or certificate of amendment
6 is approved by the Commissioner who will supervise the business of
7 the ~~foreign~~ limited-liability company.

8 8. Except as otherwise provided in subsection 7, the Secretary
9 of State shall not accept for filing any articles of organization or
10 certificate of amendment of articles of organization of any limited-
11 liability company formed or existing pursuant to the laws of this
12 State which provides that the name of the limited-liability company
13 contains the words "engineer," "engineered," "engineering,"
14 "professional engineer," "registered engineer" or "licensed
15 engineer" unless:

16 (a) The State Board of Professional Engineers and Land
17 Surveyors certifies that the principals of the limited-liability
18 company are licensed to practice engineering pursuant to the laws of
19 this State; or

20 (b) The State Board of Professional Engineers and Land
21 Surveyors certifies that the limited-liability company is exempt from
22 the prohibitions of NRS 625.520.

23 9. The Secretary of State may adopt regulations that interpret
24 the requirements of this section.

25 **Sec. 22.** NRS 86.221 is hereby amended to read as follows:

26 86.221 1. The articles of organization of a limited-liability
27 company may be amended for any purpose, not inconsistent with
28 law, as determined by all of the members or permitted by the articles
29 or an operating agreement.

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

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

33 (b) Whether the limited-liability company is managed by
34 managers or members; and

35 (c) The amendment to the articles of organization.

36 3. The certificate of amendment must be signed by a manager
37 of the company or, if management is not vested in a manager, by a
38 member.

39 4. Restated articles of organization may be signed and filed in
40 the same manner as a certificate of amendment. If the certificate
41 alters or amends the articles in any manner, it must be accompanied
42 by ~~§~~

43 ~~—(a) A resolution; or~~

44 ~~—(b) A~~ a form prescribed by the Secretary of State ~~§~~



1 ~~↪~~ setting forth which provisions of the articles of organization on
2 file with the Secretary of State are being altered or amended.

3 **Sec. 23.** NRS 86.263 is hereby amended to read as follows:

4 86.263 1. A limited-liability company shall, on or before the
5 last day of the first month after the filing of its articles of
6 organization with the Secretary of State, file with the Secretary of
7 State, on a form furnished by him, a list that contains:

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

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

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

12 (d) The address, either residence or business, of each manager or
13 managing member listed, following the name of the manager or
14 managing member;

15 (e) The name and *street* address of ~~the~~ *its* lawfully designated
16 resident agent ~~of the limited-liability company;~~ *in this State;* and

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

20 2. The limited-liability company shall annually thereafter, on
21 or before the last day of the month in which the anniversary date of
22 its organization occurs, file with the Secretary of State, on a form
23 furnished by him, an amended list containing all of the information
24 required in subsection 1.

25 3. Each list required by subsections 1 and 2 must be
26 accompanied by a declaration under penalty of perjury that the
27 limited-liability company:

28 (a) Has complied with the provisions of NRS 360.780; and

29 (b) Acknowledges that pursuant to NRS 239.330, it is a category
30 C felony to knowingly offer any false or forged instrument for filing
31 in the Office of the Secretary of State.

32 4. Upon filing:

33 (a) The initial list required by subsection 1, the limited-liability
34 company shall pay to the Secretary of State a fee of \$125.

35 (b) Each annual list required by subsection 2, the limited-
36 liability company shall pay to the Secretary of State a fee of \$125.

37 5. If a manager or managing member of a limited-liability
38 company resigns and the resignation is not ~~made in conjunction~~
39 ~~with the filing of an~~ *reflected on the* annual or amended list of
40 managers and managing members, the limited-liability company *or*
41 *the resigning manager or managing member* shall pay to the
42 Secretary of State a fee of \$75 to file the resignation . ~~of the~~
43 ~~manager or managing member.~~

44 6. The Secretary of State shall, ~~60~~ *90* days before the last day
45 for filing each list required by subsection 2, cause to be mailed to



1 each limited-liability company which is required to comply with the
2 provisions of this section, and which has not become delinquent, a
3 notice of the fee due under subsection 4 and a reminder to file a list
4 required by subsection 2. Failure of any company to receive a notice
5 or form does not excuse it from the penalty imposed by law.

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

9 8. An annual list for a limited-liability company not in default
10 received by the Secretary of State more than 90 days before its due
11 date shall be deemed an amended list for the previous year.

12 **Sec. 24.** NRS 86.5461 is hereby amended to read as follows:

13 86.5461 1. Each foreign limited-liability company doing
14 business in this State shall, on or before the last day of the first
15 month after the filing of its application for registration as a foreign
16 limited-liability company with the Secretary of State, and annually
17 thereafter on or before the last day of the month in which the
18 anniversary date of its qualification to do business in this State
19 occurs in each year, file with the Secretary of State a list on a form
20 furnished by him that contains:

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

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

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

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

28 (e) The name and *street* address of its lawfully designated
29 resident agent in this State; and

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

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

36 (a) Has complied with the provisions of NRS 360.780; and

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

40 3. Upon filing:

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

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



4. If a manager or managing member of a foreign limited-liability company resigns and the resignation is not ~~made in conjunction with the filing of an~~ *reflected on the* annual or amended list of managers and managing members, the foreign limited-liability company *or the resigning manager or managing member* shall pay to the Secretary of State a fee of \$75 to file the resignation. ~~[of the manager or managing member.]~~

5. The Secretary of State shall, ~~60~~ 90 days before the last day for filing each annual list required by this section, cause to be mailed to each foreign limited-liability company which is required to comply with the provisions of NRS 86.5461 to 86.5468, inclusive, and which has not become delinquent, the blank forms to be completed and filed with him. Failure of any foreign limited-liability company to receive the forms does not excuse it from the penalty imposed by the provisions of NRS 86.5461 to 86.5468, inclusive.

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

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

Sec. 25. NRS 86.561 is hereby amended to read as follows:

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

(a) Filing the original articles of organization, or for registration of a foreign company, \$75;

(b) Amending or restating the articles of organization, amending the registration of a foreign company or filing a certificate of correction, \$175;

(c) Filing the articles of dissolution of a domestic or foreign company, \$75;

(d) Filing a statement of change of address of a records or registered office, or change of the resident agent, \$60;

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

(f) Certifying an authorized printed copy of this chapter, \$30;

(g) Reserving a name for a limited-liability company, \$25;

(h) Filing a certificate of cancellation, \$75;

(i) Signing, filing or certifying any other record, \$50; and

(j) Copies ~~made at~~ *provided by* the Office of the Secretary of State, \$2 per page.



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

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

Sec. 26. NRS 87.440 is hereby amended to read as follows:

87.440 1. To become a registered limited-liability partnership, a partnership shall file with the Secretary of State a certificate of registration stating each of the following:

(a) The name of the partnership.

(b) The street address of its principal office.

(c) The name of the person designated as the partnership's resident agent, the street address of the resident agent where process may be served upon the partnership and the mailing address of the resident agent if it is different than his street address.

(d) The name and business address of each managing partner in this State.

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

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

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

2. The certificate of registration must be signed by a majority in interest of the partners or by one or more partners authorized to sign such a certificate.

3. The certificate of registration must be accompanied by a fee of ~~\$175.~~ \$75.

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

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

Sec. 27. NRS 87.510 is hereby amended to read as follows:

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

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

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



- 1 (c) The names of all of its managing partners;
- 2 (d) The address, either residence or business, of each managing
- 3 partner;
- 4 (e) The name and *street* address of ~~the~~ *its* lawfully designated
- 5 resident agent ~~of the registered limited liability partnership;~~ *in this*
- 6 *State;* and
- 7 (f) The signature of a managing partner of the registered limited-
- 8 liability partnership certifying that the list is true, complete and
- 9 accurate.
- 10 ➤ Each list filed pursuant to this subsection must be accompanied
- 11 by a declaration under penalty of perjury that the registered limited-
- 12 liability partnership has complied with the provisions of NRS
- 13 360.780 and which acknowledges that pursuant to NRS 239.330 it is
- 14 a category C felony to knowingly offer any false or forged
- 15 instrument for filing in the Office of the Secretary of State.
- 16 2. Upon filing:
- 17 (a) The initial list required by subsection 1, the registered
- 18 limited-liability partnership shall pay to the Secretary of State a fee
- 19 of \$125.
- 20 (b) Each annual list required by subsection 1, the registered
- 21 limited-liability partnership shall pay to the Secretary of State a fee
- 22 of \$125.
- 23 3. If a managing partner of a registered limited-liability
- 24 partnership resigns and the resignation is not ~~made in conjunction~~
- 25 ~~with the filing of an~~ *reflected on the* annual or amended list of
- 26 managing partners, the registered limited-liability partnership *or the*
- 27 *resigning managing partner* shall pay to the Secretary of State a fee
- 28 of \$75 to file the resignation . ~~of the managing partner.~~
- 29 4. The Secretary of State shall, at least 90 days before the last
- 30 day for filing each annual list required by subsection 1, cause to be
- 31 mailed to the registered limited-liability partnership a notice of the
- 32 fee due pursuant to subsection 2 and a reminder to file the annual
- 33 list required by subsection 1. The failure of any registered limited-
- 34 liability partnership to receive a notice or form does not excuse it
- 35 from complying with the provisions of this section.
- 36 5. If the list to be filed pursuant to the provisions of subsection
- 37 1 is defective, or the fee required by subsection 2 is not paid, the
- 38 Secretary of State may return the list for correction or payment.
- 39 6. An annual list that is filed by a registered limited-liability
- 40 partnership which is not in default more than 90 days before it is due
- 41 shall be deemed an amended list for the previous year and does not
- 42 satisfy the requirements of subsection 1 for the year to which the
- 43 due date is applicable.



Sec. 28. NRS 87.541 is hereby amended to read as follows:

87.541 1. Each foreign registered limited-liability partnership doing business in this State shall, on or before the last day of the first month after the filing of its application for registration as a foreign registered limited-liability partnership with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of its qualification to do business in this State occurs in each year, file with the Secretary of State a list, on a form furnished by him, that contains:

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

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

(c) The names of all its managing partners;

(d) The address, either residence or business, of each managing partner;

(e) The name and *street* address of ~~the~~ *its* lawfully designated resident agent ~~of the foreign registered limited liability partnership;~~ *in this State;* and

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

2. Each list filed pursuant to this section must be accompanied by a declaration under penalty of perjury that the foreign registered limited-liability partnership:

(a) Has complied with the provisions of NRS 360.780; and

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

3. Upon filing:

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

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

4. If a managing partner of a foreign registered limited-liability partnership resigns and the resignation is not ~~made in conjunction with the filing of an~~ *reflected on the* annual or amended list of managing partners, the foreign registered limited-liability partnership *or the managing partner* shall pay to the Secretary of State a fee of \$75 to file the resignation. ~~[of the managing partner.]~~

5. The Secretary of State shall, ~~60~~ *90* days before the last day for filing each annual list required by subsection 1, cause to be mailed to each foreign registered limited-liability partnership which



1 is required to comply with the provisions of NRS 87.541 to 87.544,
2 inclusive, and which has not become delinquent, the blank forms to
3 be completed and filed with him. Failure of any foreign registered
4 limited-liability partnership to receive the forms does not excuse it
5 from the penalty imposed by the provisions of NRS 87.541 to
6 87.544, inclusive.

7 6. If the list to be filed pursuant to the provisions of subsection
8 1 is defective or the fee required by subsection 3 is not paid, the
9 Secretary of State may return the list for correction or payment.

10 7. An annual list for a foreign registered limited-liability
11 partnership not in default which is received by the Secretary of State
12 more than 90 days before its due date must be deemed an amended
13 list for the previous year and does not satisfy the requirements of
14 subsection 1 for the year to which the due date is applicable.

15 **Sec. 29.** NRS 87.550 is hereby amended to read as follows:

16 87.550 In addition to any other fees required by NRS 87.440 to
17 87.540, inclusive, and 87.560, the Secretary of State shall charge
18 and collect the following fees for services rendered pursuant to
19 those sections:

20 1. For certifying records required by NRS 87.440 to 87.540,
21 inclusive, and 87.560, \$30 per certification.

22 2. For signing a certificate verifying the existence of a
23 registered limited-liability partnership, if the registered limited-
24 liability partnership has not filed a certificate of amendment, \$50.

25 3. For signing a certificate verifying the existence of a
26 registered limited-liability partnership, if the registered limited-
27 liability partnership has filed a certificate of amendment, \$50.

28 4. For signing, certifying or filing any certificate or record not
29 required by NRS 87.440 to 87.540, inclusive, and 87.560, \$50.

30 5. For any copies ~~made~~ *provided* by the Office of the
31 Secretary of State, \$2 per page.

32 6. For examining and provisionally approving any record
33 before the record is presented for filing, \$125.

34 **Sec. 30.** NRS 88.355 is hereby amended to read as follows:

35 88.355 1. A certificate of limited partnership is amended by
36 filing a certificate of amendment thereto in the Office of the
37 Secretary of State. The certificate must set forth:

38 (a) The name of the limited partnership; and

39 (b) The amendment.

40 2. Within 30 days after the happening of any of the following
41 events an amendment to a certificate of limited partnership
42 reflecting the occurrence of the event or events must be filed:

43 (a) The admission of a new general partner;

44 (b) The withdrawal of a general partner; or



(c) The continuation of the business under NRS 88.550 after an event of withdrawal of a general partner.

3. A general partner who becomes aware that any statement in a certificate of limited partnership was false when made or that any arrangements or other facts described, except the address of its office or the name or address of its resident agent, have changed, making the certificate inaccurate in any respect, shall promptly amend the certificate.

4. A certificate of limited partnership may be amended at any time for any other proper purpose the general partners determine.

5. No person has any liability because an amendment to a certificate of limited partnership has not been filed to reflect the occurrence of any event referred to in subsection 2 if the amendment is filed within the 30-day period specified in subsection 2.

6. A restated certificate of limited partnership may be signed and filed in the same manner as a certificate of amendment. If the certificate alters or amends the certificate of limited partnership in any manner, it must be accompanied by ~~the~~:

~~(a) A resolution; or~~

~~(b) A~~ a form prescribed by the Secretary of State ~~the~~

~~setting forth~~ which provisions of the certificate of limited partnership on file with the Secretary of State are being altered or amended.

Sec. 31. NRS 88.375 is hereby amended to read as follows:

88.375 1. Each certificate required by NRS 88.350 to 88.390, inclusive, to be filed in the Office of the Secretary of State must be signed in the following manner:

(a) An original certificate of limited partnership must be signed by all ~~general partners;~~ **organizers;**

(b) A certificate of amendment must be signed by at least one general partner and by each other general partner designated in the certificate as a new general partner; and

(c) A certificate of cancellation must be signed by all general partners.

2. Any person may sign a certificate by an attorney-in-fact, but a power of attorney to sign a certificate relating to the admission of a general partner must specifically describe the admission.

3. The signing of a certificate by a general partner constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

Sec. 32. NRS 88.395 is hereby amended to read as follows:

88.395 1. A limited partnership shall, on or before the last day of the first month after the filing of its certificate of limited partnership with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of the



1 filing of its certificate of limited partnership occurs, file with the
2 Secretary of State, on a form furnished by him, 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 address, either residence or business, of each general
7 partner;

8 (e) The name and *street* address of ~~the~~ *its* lawfully designated
9 resident agent ~~of the limited partnership;~~ *in this State;* 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
13 by a declaration under penalty of perjury that the limited partnership
14 has complied with the provisions of NRS 360.780 and which
15 acknowledges that pursuant to NRS 239.330 it is a category C
16 felony to knowingly offer any false or forged instrument for filing in
17 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, pay to the Secretary
21 of State a fee of \$125.

22 (b) Each annual list required by subsection 1, pay to the
23 Secretary of State a fee of \$125.

24 3. A registered limited-liability limited partnership shall, upon
25 filing:

26 (a) The initial list required by subsection 1, pay to the Secretary
27 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 the
31 resignation is not ~~made in conjunction with the filing of an~~
32 *reflected on the* annual or amended list of general partners, the
33 limited partnership *or the resigning general partner* shall pay to the
34 Secretary of State a fee of \$75 to file the resignation. ~~of the general~~
35 ~~partner.~~

36 5. The Secretary of State shall, ~~60~~ *90* days before the last day
37 for filing each annual list required by subsection 1, cause to be
38 mailed to each limited partnership which is required to comply with
39 the provisions of this section, and which has not become delinquent,
40 a notice of the fee due pursuant to the provisions of subsection 2 or
41 3, as appropriate, and a reminder to file the annual list. Failure of
42 any limited partnership to receive a notice or form does not excuse it
43 from the penalty imposed by NRS 88.400.



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

7. An annual list for a limited partnership not in default that is received by the Secretary of State more than 90 days before its due date shall be deemed an amended list for the previous year and does not satisfy the requirements of subsection 1 for the year to which the due date is applicable.

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

Sec. 33. NRS 88.415 is hereby amended to read as follows:

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

1. For filing a certificate of limited partnership, or for registering a foreign limited partnership, \$75.

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

3. For filing a certificate of amendment of limited partnership or restated certificate of limited partnership, \$175.

4. For filing a certificate of a change of location of the records office of a limited partnership or the office of its resident agent, or a designation of a new resident agent, \$60.

5. For certifying a *copy of a* certificate of limited partnership, an amendment to the certificate, or a certificate as amended, ~~[where a copy is provided,]~~ \$30 per certification.

6. For certifying an authorized printed copy of the limited partnership law, \$30.

7. For reserving a limited partnership name, or for signing, filing or certifying any other record, \$25.

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

9. For filing a certificate of cancellation of a limited partnership, \$75.

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

Sec. 34. NRS 88.591 is hereby amended to read as follows:

88.591 1. Each foreign limited partnership doing business in this State shall, on or before the last day of the first month after the filing of its application for registration as a foreign limited partnership with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of its qualification to do business in this State occurs in each year, file



1 with the Secretary of State a list, on a form furnished by him, that
2 contains:

3 (a) The name of the foreign limited partnership;

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

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

6 (d) The address, either residence or business, of each general
7 partner;

8 (e) The name and *street* address of its lawfully designated
9 resident agent in this State; and

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

12 2. Each list filed pursuant to this section must be accompanied
13 by a declaration under penalty of perjury that the foreign limited
14 partnership:

15 (a) Has complied with the provisions of NRS 360.780; and

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

19 3. Upon filing:

20 (a) The initial list required by this section, the foreign limited
21 partnership shall pay to the Secretary of State a fee of \$125.

22 (b) Each annual list required by this section, the foreign limited
23 partnership shall pay to the Secretary of State a fee of \$125.

24 4. If a general partner of a foreign limited partnership resigns
25 and the resignation is not ~~made in conjunction with the filing of an~~
26 *reflected on the* annual or amended list of general partners, the
27 foreign limited partnership *or the resigning general partner* shall
28 pay to the Secretary of State a fee of \$75 to file the resignation of
29 the general partner.

30 5. The Secretary of State shall, ~~60~~ 90 days before the last day
31 for filing each annual list required by subsection 1, cause to be
32 mailed to each foreign limited partnership, which is required to
33 comply with the provisions of NRS 88.591 to 88.5945, inclusive,
34 and which has not become delinquent, the blank forms to be
35 completed and filed with him. Failure of any foreign limited
36 partnership to receive the forms does not excuse it from the penalty
37 imposed by the provisions of NRS 88.591 to 88.5945, inclusive.

38 6. If the list to be filed pursuant to the provisions of subsection
39 1 is defective or the fee required by subsection 3 is not paid, the
40 Secretary of State may return the list for correction or payment.

41 7. An annual list for a foreign limited partnership not in default
42 which is received by the Secretary of State more than 90 days before
43 its due date must be deemed an amended list for the previous year
44 and does not satisfy the requirements of subsection 1 for the year to
45 which the due date is applicable.



Sec. 35. NRS 88.607 is hereby amended to read as follows:

88.607 The registration of a registered limited-liability limited partnership is effective until:

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

2. The registered limited-liability limited partnership files with the Secretary of State a notice of withdrawal signed by a general partner. The notice must be accompanied by a fee of ~~[\$60.]~~ \$75.

Sec. 36. NRS 88A.210 is hereby amended to read as follows:

88A.210 1. One or more persons may create a business trust by adopting a governing instrument and signing and filing with the Secretary of State a certificate of trust and a certificate of acceptance of appointment signed by the resident agent of the business trust. The certificate of trust must set forth:

(a) The name of the business trust;

(b) The name and ~~[the mailing or street]~~ address, either residence or business, of at least one trustee;

(c) The name of the person designated as the resident agent for the business trust, the street address of the resident agent where process may be served upon the business trust and the mailing address of the resident agent if different from the street address;

(d) The name and ~~[mailing or street]~~ address, either residence or business, of each person signing the certificate of trust; and

(e) Any other information the trustees determine to include.

2. Upon the filing of the certificate of trust and the certificate of acceptance with the Secretary of State and the payment to him of the required filing fee, the Secretary of State shall issue to the business trust a certificate that the required records with the required content have been filed. From the date of that filing, the business trust is legally formed pursuant to this chapter.

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

88A.600 1. A business trust formed pursuant to this chapter shall, on or before the last day of the first month after the filing of its certificate of trust with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of the filing of its certificate of trust with the Secretary of State occurs, file with the Secretary of State, on a form furnished by him, a list signed by at least one trustee that contains the name and ~~[mailing]~~ *street* address of its lawfully designated resident agent *in this State* and at least one trustee. Each list filed pursuant to this subsection must be accompanied by a declaration under penalty of perjury that the business trust:

(a) Has complied with the provisions of NRS 360.780; and



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

2. Upon filing:

(a) The initial list required by subsection 1, the business trust shall pay to the Secretary of State a fee of \$125.

(b) Each annual list required by subsection 1, the business trust shall pay to the Secretary of State a fee of \$125.

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

4. The Secretary of State shall, ~~60~~ 90 days before the last day for filing each annual list required by subsection 1, cause to be mailed to each business trust which is required to comply with the provisions of NRS 88A.600 to 88A.660, inclusive, and which has not become delinquent, the blank forms to be completed and filed with him. Failure of a business trust to receive the forms does not excuse it from the penalty imposed by law.

5. An annual list for a business trust not in default which is received by the Secretary of State more than 90 days before its due date shall be deemed an amended list for the previous year.

Sec. 38. NRS 88A.732 is hereby amended to read as follows:

88A.732 1. Each foreign business trust doing business in this State shall, on or before the last day of the first month after the filing of its application for registration as a foreign business trust with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of its qualification to do business in this State occurs in each year, file with the Secretary of State a list, on a form furnished by him, that contains:

(a) The name of the foreign business trust;

(b) The file number of the foreign business trust, if known;

(c) The name of at least one of its trustees;

(d) The address, either residence or business, of the trustee listed pursuant to paragraph (c);

(e) The name and *street* address of its lawfully designated resident agent in this State; and

(f) The signature of a trustee of the foreign business trust certifying that the list is true, complete and accurate.

2. Each list required to be filed pursuant to this section must be accompanied by a declaration under penalty of perjury that the foreign business trust:

(a) Has complied with the provisions of NRS 360.780; and



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

3. Upon filing:

(a) The initial list required by this section, the foreign business trust shall pay to the Secretary of State a fee of \$125.

(b) Each annual list required by this section, the foreign business trust shall pay to the Secretary of State a fee of \$125.

4. If a trustee of a foreign business trust resigns and the resignation is not ~~made in conjunction with the filing of an~~ *reflected on the* annual or amended list of trustees, the foreign business trust *or the resigning trustee* shall pay to the Secretary of State a fee of \$75 to file the resignation. ~~[of the trustee.]~~

5. The Secretary of State shall, ~~[60]~~ 90 days before the last day for filing each annual list required by subsection 1, cause to be mailed to each foreign business trust which is required to comply with the provisions of NRS 88A.732 to 88A.738, inclusive, and which has not become delinquent, the blank forms to be completed and filed with him. Failure of any foreign business trust to receive the forms does not excuse it from the penalty imposed by the provisions of NRS 88A.732 to 88A.738, inclusive.

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

7. An annual list for a foreign business trust not in default which is received by the Secretary of State more than 90 days before its due date must be deemed an amended list for the previous year and does not satisfy the requirements of subsection 1 for the year to which the due date is applicable.

Sec. 39. NRS 89.250 is hereby amended to read as follows:

89.250 1. Except as otherwise provided in subsection 2, a professional association shall, on or before the last day of the first month after the filing of its articles of association with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of its organization occurs in each year, ~~[furnish a statement to]~~ *file with* the Secretary of State *a list* showing the names and addresses, either residence or business, of all members and employees in the professional association and certifying that all members and employees are licensed to render professional service in this State.

2. A professional association organized and practicing pursuant to the provisions of this chapter and NRS 623.349 shall, on or before the last day of the first month after the filing of its articles of association with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of its



1 organization occurs in each year, ~~furnish a statement to~~ *file with*
2 the Secretary of State ~~[-] a list~~:

3 (a) Showing the names and addresses, either residence or
4 business, of all members and employees of the professional
5 association who are licensed or otherwise authorized by law to
6 render professional service in this State;

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

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

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

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

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

20 (c) Accompanied by a declaration under penalty of perjury that
21 the professional association:

22 (1) Has complied with the provisions of NRS 360.780; and

23 (2) Acknowledges that pursuant to NRS 239.330, it is a
24 category C felony to knowingly offer any false or forged instrument
25 for filing in the Office of the Secretary of State.

26 4. Upon filing:

27 (a) The initial ~~statement~~ *list* required by this section, the
28 professional association shall pay to the Secretary of State a fee of
29 \$125.

30 (b) Each annual ~~statement~~ *list* required by this section, the
31 professional association shall pay to the Secretary of State a fee of
32 \$125.

33 **Sec. 40.** NRS 89.256 is hereby amended to read as follows:

34 89.256 1. Except as otherwise provided in subsections 3 and
35 4, the Secretary of State shall reinstate any professional association
36 which has forfeited its right to transact business under the provisions
37 of this chapter and restore the right to carry on business in this State
38 and exercise its privileges and immunities if it:

39 (a) Files with the Secretary of State:

40 (1) The ~~statement~~ *list* and certification required by NRS
41 89.250; and

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

44 (b) Pays to the Secretary of State:



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

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

5 2. When the Secretary of State reinstates the professional
6 association, he shall issue to the professional association a
7 certificate of reinstatement if the professional association:

8 (a) Requests a certificate of reinstatement; and

9 (b) Pays the required fees pursuant to subsection 8 of
10 NRS 78.785.

11 3. The Secretary of State shall not order a reinstatement unless
12 all delinquent fees and penalties have been paid, and the revocation
13 of the articles of association occurred only by reason of the failure
14 to pay the fees and penalties.

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

19 **Sec. 41.** NRS 14.030 is hereby amended to read as follows:

20 14.030 1. If any artificial person described in NRS 14.020
21 fails to appoint a resident agent, or fails to file a certificate of
22 acceptance of appointment for 30 days after a vacancy occurs in the
23 agency, on the production of a certificate of the Secretary of State
24 showing either fact, which is conclusive evidence of the fact so
25 certified to be made a part of the return of service, the artificial
26 person may be served with any and all legal process, or a demand or
27 notice described in NRS 14.020, by delivering a copy to the
28 Secretary of State, or, in his absence, to any deputy secretary of
29 state, and such service is valid to all intents and purposes. The copy
30 must:

31 (a) Include a specific citation to the provisions of this section.
32 The Secretary of State may refuse to accept such service if the
33 proper citation is not included.

34 (b) Be accompanied by a fee of ~~[\$40.]~~ **\$100.**

35 ➔ The Secretary of State shall keep a copy of the legal process
36 received pursuant to this section in his office for at least 1 year after
37 receipt thereof and shall make those records available for public
38 inspection during normal business hours.

39 2. In all cases of such service, the defendant has 40 days,
40 exclusive of the day of service, within which to answer or plead.

41 3. Before such service is authorized, the plaintiff shall make or
42 cause to be made and filed an affidavit setting forth the facts,
43 showing that due diligence has been used to ascertain the
44 whereabouts of the officers of the artificial person to be served, and



1 the facts showing that direct or personal service on, or notice to, the
2 artificial person cannot be had.

3 4. If it appears from the affidavit that there is a last known
4 address of the artificial person or any known officers thereof, the
5 plaintiff shall, in addition to and after such service on the Secretary
6 of State, mail or cause to be mailed to the artificial person or to the
7 known officer, at such address, by registered or certified mail, a
8 copy of the summons and a copy of the complaint, and in all such
9 cases the defendant has 40 days after the date of the mailing within
10 which to appear in the action.

11 5. This section provides an additional manner of serving
12 process, and does not affect the validity of any other valid service.

13 **Sec. 42.** NRS 105.070 is hereby amended to read as follows:

14 105.070 1. The Secretary of State or county recorder shall
15 mark any security instrument and any statement of change, merger
16 or consolidation presented for filing with the day and hour of filing
17 and the file number assigned to it. This mark is, in the absence of
18 other evidence, conclusive proof of the time and fact of presentation
19 for filing.

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

23 3. The uniform fee for filing and indexing a security
24 instrument, or a supplement or amendment thereto, and a statement
25 of change, merger or consolidation, and for stamping a copy of
26 those documents furnished by the secured party or the public utility
27 to show the date and place of filing is:

28 (a) ~~Forty~~ *Eighty* dollars if the record is communicated in
29 writing and consists of one or two pages;

30 (b) ~~Sixty~~ *One hundred twenty* dollars if the record is
31 communicated in writing and consists of more than two pages, and
32 \$2 for each page over 20 pages;

33 (c) ~~Twenty~~ *Forty* dollars if the record is communicated by
34 another medium authorized by filing-office rule; and

35 (d) ~~Two~~ *Four* dollars for each additional debtor, trade name or
36 reference to another name under which business is done.

37 **Sec. 43.** Chapter 225 of NRS is hereby amended by adding
38 thereto a new section to read as follows:

39 *1. A person shall not willfully file, promote the filing of, or*
40 *cause to be filed, or attempt or conspire to file, promote the filing*
41 *of, or cause to be filed, any record in the Office of the Secretary of*
42 *State if the person has actual knowledge that the record:*

43 (a) *Is forged or fraudulently altered;*

44 (b) *Contains a false statement of material fact; or*



1 (c) *Is being filed in bad faith and for the purpose of harassing*
2 *or defrauding any person.*

3 2. *Any person who violates this section is liable in a civil*
4 *action brought pursuant to this section for:*

5 (a) *Actual damages caused by each separate violation of this*
6 *section, or \$10,000 for each separate violation of this section,*
7 *whichever is greater;*

8 (b) *All costs of bringing and maintaining the action, including*
9 *investigative expenses and fees for expert witnesses;*

10 (c) *Reasonable attorney's fees; and*

11 (d) *Any punitive damages that the facts may warrant.*

12 3. *A civil action may be brought pursuant to this section by:*

13 (a) *Any person who is damaged by a violation of this section,*
14 *including, without limitation, any person who is damaged as the*
15 *result of an action taken in reliance on a record filed in violation*
16 *of this section; or*

17 (b) *The Attorney General, in the name of the State of Nevada,*
18 *if the matter is referred to the Attorney General by the Secretary of*
19 *State and if the Attorney General, after due inquiry, determines*
20 *that a civil action should be brought pursuant to this section. Any*
21 *money recovered by the Attorney General pursuant to this*
22 *paragraph, after deducting all costs and expenses incurred by the*
23 *Attorney General and the Secretary of State to investigate and act*
24 *upon the violation, must be deposited in the State General Fund.*

25 4. *For the purposes of this section, each filing of a single*
26 *record that constitutes a violation of this section shall be deemed*
27 *to be a separate violation.*

28 5. *The rights, remedies and penalties provided pursuant to*
29 *this section are cumulative and do not abrogate and are in*
30 *addition to any other rights, remedies and penalties that may exist*
31 *at law or in equity, including, without limitation, any criminal*
32 *penalty that may be imposed pursuant to NRS 239.330.*

33 6. *As used in this section, "record" means information that is*
34 *inscribed on a tangible medium or that is stored in an electronic or*
35 *other medium and is retrievable in perceivable form. The term*
36 *includes, without limitation, a financing statement as defined in*
37 *NRS 104.9102.*

38 **Sec. 44.** *NRS 225.140 is hereby amended to read as follows:*

39 225.140 1. *Except as otherwise provided in subsection 2, in*
40 *addition to other fees authorized by law, the Secretary of State shall*
41 *charge and collect the following fees:*



For certifying to a copy of any law, joint resolution,
transcript of record or other paper on file or of
record with the Secretary of State, including, but
not limited to, a document required to be filed
pursuant to title 24 of NRS, and use of the State
Seal, for each impression ~~[\$20]~~ \$30
For each passport or other document signed by the
Governor and attested by the Secretary of State..... 10

2. The Secretary of State:

(a) Shall charge a reasonable fee for searching records and documents kept in his office, including, but not limited to, records and documents that are stored on a computer database.

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

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

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

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

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

(1) *One thousand dollars, for providing service within 1 hour after the time service is requested;*

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

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

(e) Shall charge a person, for each check or other negotiable instrument returned to the Office of the Secretary of State because the person had insufficient money or credit with the drawee to pay the check or other instrument or because the person stopped payment on the check or other instrument:

(1) A fee of \$25; and

(2) If the check or other instrument that was returned had been presented for the payment of a filing fee for more than one entity, an additional fee in an amount equal to the actual cost incurred by the Office of the Secretary of State to perform the following actions as a result of the returned check or instrument:

(I) Reversing the status of the entities in the records of the Office of the Secretary of State; and



(II) Recouping any fees charged for services rendered by the Office of the Secretary of State to the entities, including, without limitation, fees charged for providing service pursuant to paragraph (d), providing copies or issuing certificates.

➡ The Secretary of State shall, by regulation, establish procedures for the imposition of the fees authorized by this paragraph and the manner in which a fee authorized by subparagraph (2) will be calculated.

(f) May charge a reasonable fee for searching for and cancelling or removing, if requested, any filing that has been submitted to him but not yet processed.

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

(a) The entire amount or \$62.50, whichever is less, of the fee collected pursuant to subparagraph (1) *or (2)* of that paragraph and one-half of the fee collected pursuant to subparagraph ~~+(2)+~~ (3) of that paragraph must be deposited with the State Treasurer for credit to the Account for Special Services of the Secretary of State in the State General Fund. Any amount remaining in the Account at the end of a fiscal year in excess of \$2,000,000 must be transferred to the State General Fund. Money in the Account may be transferred to the Secretary of State's Operating General Fund Budget Account and must only be used to create and maintain the capability of the Office of the Secretary of State to provide special services, including, but not limited to, providing service:

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

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

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

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

4. The Secretary of State shall post a schedule of the fees authorized to be charged pursuant to this section in a conspicuous place at each office at which such fees are collected.

Sec. 45. NRS 600.340 is hereby amended to read as follows:

600.340 1. A person who has adopted and is using a mark in this State may file in the Office of the Secretary of State, on a form to be furnished by the Secretary of State, an application for registration of that mark setting forth, but not limited to, the following information:

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



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

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

(d) The specific goods or services in connection with which the mark is used and the mode or manner in which the mark is used in connection with those goods or services and the class as designated by the Secretary of State which includes those goods or services;

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

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

2. The application must:

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

(b) Be accompanied by a specimen or facsimile of the mark ~~in duplicate~~ *on white paper that is 8 1/2 inches by 11 inches in size* and by a filing fee of \$100 payable to the Secretary of State.

3. If the application fails to comply with this section or NRS 600.343, the Secretary of State shall return it for correction.



