

SENATE BILL NO. 242—SENATORS AMODEI AND CARE

MARCH 8, 2007

Referred to Committee on Judiciary

SUMMARY—Enacts the Model Registered Agents Act.
(BDR 7-460)

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

~

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

AN ACT relating to agents for service of process; enacting the Model Registered Agents Act; and providing other matters properly relating thereto.

Legislative Counsel's Digest:

Existing law requires certain entities to appoint and maintain a resident agent who is located in this State and upon whom all legal process and any notice may be served. (NRS 14.020) This bill changes the term resident agent to registered agent and establishes two types of registered agent, which are called commercial registered agents and noncommercial registered agents.

Section 32 of this bill allows an individual or an entity to become listed as a commercial registered agent by filing with the Secretary of State a statement containing certain information. Under **section 31** of this bill, when an entity files with the Secretary of State the document which creates the entity, the entity must include in that document the name of the entity's commercial registered agent, the name and address of the entity's noncommercial registered agent or the title of a position with the entity if service of process is to be sent to the person holding that position. In addition, **section 31** removes the requirement to file a certificate of acceptance of appointment signed by the resident agent and provides that when an entity appoints a registered agent, the entity affirms that the registered agent has consented to serve as the registered agent of the entity. (NRS 14.020)

Section 37 of this bill provides that any registered agent may resign from the representation of an entity by filing a statement of resignation for the entity and paying the fee required by **section 29** of this bill. If a noncommercial registered agent wishes to resign from the representation of all entities, the agent must file a statement of resignation for each entity represented by the agent. However, under **section 33** of this bill a commercial registered agent may resign from the representation of all entities by filing with the Secretary of State a termination statement and providing notice of the termination to each entity represented by the agent.

Existing law provides that if the name of a resident agent is changed because of certain actions, the resident agent must file a certificate with the Secretary of State



* S B 2 4 2 R 1 *

and pay a \$100 fee. (NRS 78.110, 80.070, 82.193, 86.235, 87.490, 88.331, 88A.540) **Section 36** of this bill provides that if a commercial registered agent changes its name, address or type or jurisdiction of organization, the agent must file with the Secretary of State a statement of change. The filing of this statement changes the registered agent information for each entity represented by the agent. **Section 35** of this bill provides that if a noncommercial registered agent changes its name or address, the agent must file with the Secretary of State a statement of change for each entity represented by the agent.

Existing law allows certain actions with respect to entities to be filed in the district court of the county in which the office of the entity's resident agent is located. (NRS 78.345, 78.630, 82.306, 82.471, 82.486, 92A.460, 92A.490) This bill provides that these actions must be brought in the district court of the county in which the entity's principal office is located or, if the entity's principal office is not located in this State, in the district court in Carson City.

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

Section 1. Title 7 of NRS is hereby amended by adding thereto a new chapter to consist of the provisions set forth as sections 2 to 43, inclusive, of this act.

Sec. 2. *This chapter may be cited as the Model Registered Agents Act.*

Sec. 3. *As used in this chapter, unless the context otherwise requires, the words and terms defined in sections 4 to 28, inclusive, of this act have the meanings ascribed to them in those sections.*

Sec. 4. *"Appointment of agent" means a statement appointing an agent for service of process filed by a domestic entity that is not a filing entity or a nonqualified foreign entity under section 38 of this act.*

Sec. 5. *"Commercial registered agent" means an individual or a domestic or foreign entity listed under section 32 of this act.*

Sec. 6. *"Domestic entity" means an entity whose internal affairs are governed by the law of this State.*

Sec. 7. *"Entity" means a person that has a separate legal existence or has the power to acquire an interest in real property in its own name other than:*

1. An individual;

2. A testamentary, inter vivos or charitable trust, with the exception of a business trust, statutory trust or similar trust;

3. An association or relationship that is not a partnership by reason of NRS 87.070, subsection 3 of NRS 87.4322 or similar provisions of the law of any other jurisdiction;

4. A decedent's estate; or



1 5. A public corporation, government or governmental
2 subdivision, agency or instrumentality or a quasi-governmental
3 instrumentality.

4 Sec. 8. "Filing entity" means an entity that is created by the
5 filing of a public organic document.

6 Sec. 9. "Foreign entity" means an entity other than a
7 domestic entity.

8 Sec. 10. "Foreign qualification document" means an
9 application for a certificate of authority or other foreign
10 qualification filing with the Secretary of State by a foreign entity.

11 Sec. 11. "Governor" means a person by or under whose
12 authority the powers of an entity are exercised and under whose
13 direction the business and affairs of the entity are managed
14 pursuant to the organic law and organic rules of the entity.

15 Sec. 12. 1. "Interest" means:

16 (a) A governance interest in an unincorporated entity;

17 (b) A transferable interest in an unincorporated entity; or

18 (c) A share or membership in a corporation.

19 2. As used in this section:

20 (a) "Governance interest" means the right under the organic
21 law or organic rules of an entity, other than as a governor, agent,
22 assignee or proxy, to:

23 (1) Receive or demand access to information concerning, or
24 the books and records of, the entity;

25 (2) Vote for the election of the governors of the entity; or

26 (3) Receive notice of or vote on any or all issues involving
27 the internal affairs of the entity.

28 (b) "Transferable interest" means the right under an entity's
29 organic law to receive distributions from the entity.

30 Sec. 13. "Interest holder" means a direct holder of an
31 interest.

32 Sec. 14. "Jurisdiction of organization," with respect to an
33 entity, means the jurisdiction whose law includes the organic law
34 of the entity.

35 Sec. 15. "Noncommercial registered agent" means a person
36 that is not listed as a commercial registered agent under section 32
37 of this act and that is:

38 1. An individual or a domestic or foreign entity that serves in
39 this State as the agent for service of process of an entity; or

40 2. The individual who holds the office or other position in an
41 entity that is designated as the agent for service of process
42 pursuant to subparagraph (2) of paragraph (b) of subsection 1 of
43 section 31 of this act.



1 **Sec. 16.** *“Nonqualified foreign entity” means a foreign entity*
2 *that is not authorized to transact business in this State pursuant to*
3 *a filing with the Secretary of State.*

4 **Sec. 17.** *“Nonresident LLP statement” means:*

5 1. *A certificate of registration of a domestic registered*
6 *limited-liability partnership that does not have an office in this*
7 *State; or*

8 2. *The foreign qualification filing of a foreign registered*
9 *limited-liability partnership that does not have an office in this*
10 *State.*

11 **Sec. 18.** *“Organic law” means the statutes, if any, other than*
12 *this chapter, governing the internal affairs of an entity.*

13 **Sec. 19.** *“Organic rules” means the public organic document*
14 *and private organic rules of an entity. As used in this section,*
15 *“private organic rules” means the rules, whether or not in a*
16 *record, that govern the internal affairs of an entity, are binding on*
17 *all of its interest holders and are not part of its public organic*
18 *document, if any.*

19 **Sec. 20.** *“Person” means an individual, corporation, estate,*
20 *trust, partnership, limited-liability company, business or similar*
21 *trust, association, joint venture, public corporation, government or*
22 *governmental subdivision, agency or instrumentality, or any other*
23 *legal or commercial entity.*

24 **Sec. 21.** *“Public organic document” means the public record*
25 *the filing of which creates an entity, and any amendment to or*
26 *restatement of that record.*

27 **Sec. 22.** *“Qualified foreign entity” means a foreign entity*
28 *that is authorized to transact business in this State pursuant to a*
29 *filing with the Secretary of State.*

30 **Sec. 23.** *“Record” means information that is inscribed on a*
31 *tangible medium or that is stored in an electronic or other medium*
32 *and is retrievable in perceivable form.*

33 **Sec. 24.** *“Registered agent” means a commercial registered*
34 *agent or a noncommercial registered agent.*

35 **Sec. 25.** *“Registered agent filing” means:*

36 1. *The public organic document of a domestic filing entity;*

37 2. *A nonresident LLP statement;*

38 3. *A foreign qualification document;*

39 4. *An appointment of agent; or*

40 5. *Any other filing with the Secretary of State under an*
41 *entity’s organic law that must include the information required by*
42 *subsection 1 of section 31 of this act.*

43 **Sec. 26.** *“Represented entity” means:*

44 1. *A domestic filing entity;*



* S B 2 4 2 R 1 *

2. A domestic or qualified foreign limited-liability partnership that does not have an office in this State;

3. A qualified foreign entity;

4. A domestic or foreign unincorporated nonprofit association for which an appointment of agent has been filed;

5. A domestic entity that is not a filing entity for which an appointment of agent has been filed; or

6. A nonqualified foreign entity for which an appointment of agent has been filed.

Sec. 27. “Sign” means, with present intent to authenticate or adopt a record:

1. To execute or adopt a tangible symbol; or

2. To attach to or logically associate with the record an electronic sound, symbol or process.

Sec. 28. “Type,” with respect to an entity, means a generic form of entity:

1. Recognized at common law; or

2. Organized under an organic law, whether or not some entities organized under that organic law are subject to provisions of that law that create different categories of the form of entity.

Sec. 29. 1. The Secretary of State shall collect the following fees when a filing is made under this chapter:

(a) For a commercial registered agent listing statement, \$75.

(b) For a commercial registered agent termination statement, \$100.

(c) For a statement of change, \$60.

(d) For a statement of resignation, \$100 for the first entity listed on the statement of resignation and \$1 for each additional entity listed on the statement of resignation.

(e) For a statement appointing an agent for service of process, \$60.

2. The Secretary of State shall collect the following fees for copying and certifying a copy of any document filed under this chapter:

(a) For copying any document, \$2 per page.

(b) For certifying a copy of any document, \$30.

Sec. 29.5. 1. Each record filed with the Secretary of State pursuant to this chapter must be on or accompanied by a form prescribed by the Secretary of State.

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

3. If the provisions on the form prescribed by the Secretary of State conflict with the provisions of any record that is submitted for filing with the form:



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

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

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

9 **Sec. 30.** *Whenever a provision of this chapter other than*
10 *paragraph (d) of subsection 1 of section 37 of this act requires that*
11 *a filing state an address, the filing must state:*

12 1. *An actual street address or rural route box number in this*
13 *State; and*

14 2. *A mailing address in this State, if different from the*
15 *address under subsection 1.*

16 **Sec. 31.** 1. *A registered agent filing must state:*

17 (a) *The name of the represented entity's commercial registered*
18 *agent; or*

19 (b) *If the entity does not have a commercial registered agent:*

20 (1) *The name and address of the entity's noncommercial*
21 *registered agent; or*

22 (2) *The title of an office or other position with the entity if*
23 *service of process is to be sent to the person holding that office or*
24 *position, and the address of the business office of that person.*

25 2. *The appointment of a registered agent pursuant to*
26 *paragraph (a) or (b) of subsection 1 is an affirmation by the*
27 *represented entity that the agent has consented to serve as such.*

28 **Sec. 32.** 1. *An individual or a domestic or foreign entity*
29 *may become listed as a commercial registered agent by filing with*
30 *the Secretary of State a commercial registered agent listing*
31 *statement signed by or on behalf of the person which states:*

32 (a) *The name of the individual or the name, type and*
33 *jurisdiction of organization of the entity;*

34 (b) *That the person is in the business of serving as a*
35 *commercial registered agent in this State; and*

36 (c) *The address of a place of business of the person in this*
37 *State to which service of process and other notice and documents*
38 *being served on or sent to entities represented by it may be*
39 *delivered.*

40 2. *If the name of a person filing a commercial registered*
41 *agent listing statement is not distinguishable on the records of the*
42 *Secretary of State from the name of another commercial*
43 *registered agent listed under this section, the person must adopt a*
44 *fictitious name that is distinguishable and use that name in its*
45 *statement and when it does business in this State as a commercial*



* S B 2 4 2 R 1 *

1 *registered agent. For the purposes of this subsection, a proposed*
2 *name is not distinguishable from another name solely because one*
3 *or the other contains distinctive lettering, a distinctive mark, a*
4 *trademark or a trade name or any combination of these. The*
5 *Secretary of State may adopt regulations that interpret the*
6 *requirements of this subsection.*

7 *3. A commercial registered agent listing statement takes*
8 *effect on filing.*

9 *4. The Secretary of State shall note the filing of the*
10 *commercial registered agent listing statement in the index of*
11 *filings maintained by the Secretary of State for each entity*
12 *represented by the registered agent at the time of the filing. The*
13 *statement has the effect of deleting the address of the registered*
14 *agent from the registered agent filing of each of those entities.*

15 **Sec. 33.** *1. A commercial registered agent may terminate its*
16 *listing as a commercial registered agent by filing with the*
17 *Secretary of State a commercial registered agent termination*
18 *statement signed by or on behalf of the agent which states:*

19 *(a) The name of the agent as currently listed under section 32*
20 *of this act; and*

21 *(b) That the agent is no longer in the business of serving as a*
22 *commercial registered agent in this State.*

23 *2. A commercial registered agent termination statement takes*
24 *effect on the 31st day after the day on which it is filed.*

25 *3. The commercial registered agent shall promptly furnish*
26 *each entity represented by it with notice in a record of the filing of*
27 *the commercial registered agent termination statement.*

28 *4. When a commercial registered agent termination statement*
29 *takes effect, the registered agent ceases to be an agent for service*
30 *of process on each entity formerly represented by it. Termination*
31 *of the listing of a commercial registered agent under this section*
32 *does not affect any contractual rights a represented entity may*
33 *have against the agent or that the agent may have against the*
34 *entity.*

35 **Sec. 34.** *1. A represented entity may change the*
36 *information currently on file under subsection 1 of section 31 of*
37 *this act by filing with the Secretary of State a statement of change*
38 *signed on behalf of the entity which states:*

39 *(a) The name of the entity; and*

40 *(b) The information that is to be in effect as a result of the*
41 *filing of the statement of change.*

42 *2. The interest holders or governors of a domestic entity need*
43 *not approve the filing of:*

44 *(a) A statement of change under this section; or*



* S B 2 4 2 R 1 *

(b) A similar filing changing the registered agent or registered office of the entity in any other jurisdiction.

3. The appointment of a registered agent pursuant to subsection 1 is an affirmation by the represented entity that the agent has consented to serve as such.

4. A statement of change filed under this section takes effect on filing.

5. Instead of using the procedures in this section, a represented entity may change the information currently on file under subsection 1 of section 31 of this act by amending its most recent registered agent filing in the manner provided by the laws of this State other than this chapter for amending that filing.

Sec. 35. 1. If a noncommercial registered agent changes its name or its address as currently in effect with respect to a represented entity pursuant to subsection 1 of section 31 of this act, the agent shall file with the Secretary of State, with respect to each entity represented by the agent, a statement of change signed by or on behalf of the agent which states:

(a) The name of the entity;

(b) The name and address of the agent as currently in effect with respect to the entity;

(c) If the name of the agent has changed, its new name; and

(d) If the address of the agent has changed, the new address.

2. A statement of change filed under this section takes effect on filing.

3. A noncommercial registered agent shall promptly furnish the represented entity with notice in a record of the filing of a statement of change and the changes made by the filing.

Sec. 36. 1. If a commercial registered agent changes its name, its address as currently listed under subsection 1 of section 32 of this act or its type or jurisdiction of organization, the agent shall file with the Secretary of State a statement of change signed by or on behalf of the agent which states:

(a) The name of the agent as currently listed under subsection 1 of section 32 of this act;

(b) If the name of the agent has changed, its new name;

(c) If the address of the agent has changed, the new address; and

(d) If the type or jurisdiction of organization of the agent has changed, the new type or jurisdiction of organization.

2. The filing of a statement of change under subsection 1 is effective to change the information regarding the commercial registered agent with respect to each entity represented by the agent.



* S B 2 4 2 R 1 *

3. A statement of change filed under this section takes effect on filing.

4. A commercial registered agent shall promptly furnish each entity represented by it with notice in a record of the filing of a statement of change relating to the name or address of the agent and the changes made by the filing.

5. If a commercial registered agent changes its address without filing a statement of change as required by this section, the Secretary of State may cancel the listing of the agent under section 32 of this act. A cancellation under this subsection has the same effect as a termination under section 33 of this act. Promptly after cancelling the listing of an agent, the Secretary of State shall serve notice in a record on the:

(a) Governors of each entity represented by the agent, stating that the agent has ceased to be an agent for service of process on the entity and that, until the entity appoints a new registered agent, service of process may be made in the manner provided by NRS 14.030; and

(b) Agent, stating that the listing of the agent has been cancelled under this section.

Sec. 37. 1. A registered agent may resign at any time with respect to a represented entity by filing with the Secretary of State a statement of resignation signed by or on behalf of the agent which states:

(a) The name of the entity;

(b) The name of the agent;

(c) That the agent resigns from serving as agent for service of process for the entity; and

(d) The name and address of the person to which the agent will send the notice required by subsection 3.

2. A statement of resignation takes effect on the earlier of the 31st day after the day on which it is filed or the appointment of a new registered agent for the represented entity.

3. The registered agent shall promptly furnish the represented entity with notice in a record of the date on which a statement of resignation was filed.

4. When a statement of resignation takes effect, the registered agent ceases to have responsibility for any matter tendered to it as agent for the represented entity. A resignation under this section does not affect any contractual rights the entity may have against the agent or that the agent may have against the entity.

5. A registered agent may resign with respect to a represented entity whether or not the entity is in good standing.

Sec. 38. 1. A domestic entity that is not a filing entity or a nonqualified foreign entity may file with the Secretary of State a



* S B 2 4 2 R 1 *

1 *statement appointing an agent for service of process signed on*
2 *behalf of the entity which states:*

3 (a) *The name, type and jurisdiction of organization of the*
4 *entity; and*

5 (b) *The information required by subsection 1 of section 31.*

6 2. *A statement appointing an agent for service of process*
7 *takes effect on filing.*

8 3. *The appointment of a registered agent under this section*
9 *does not qualify a nonqualified foreign entity to do business in this*
10 *State and is not sufficient alone to create personal jurisdiction*
11 *over the nonqualified foreign entity in this State.*

12 4. *A statement appointing an agent for service of process may*
13 *not be rejected for filing because the name of the entity filing the*
14 *statement is not distinguishable on the records of the Secretary of*
15 *State from the name of another entity appearing in those records.*
16 *The filing of a statement appointing an agent for service of*
17 *process does not make the name of the entity filing the statement*
18 *unavailable for use by another entity.*

19 5. *An entity that has filed a statement appointing an agent for*
20 *service of process may cancel the statement by filing a statement*
21 *of cancellation, which shall take effect upon filing, and must state*
22 *the name of the entity and that the entity is cancelling its*
23 *appointment of an agent for service of process in this State. A*
24 *statement appointing an agent for service of process, which has*
25 *not been cancelled earlier, is effective for a period of 5 years after*
26 *the date of filing.*

27 6. *A statement appointing an agent for service of process for*
28 *a nonqualified foreign entity terminates automatically on the date*
29 *the entity becomes a qualified foreign entity.*

30 **Sec. 39.** *A registered agent is an agent of the represented*
31 *entity authorized to receive service of any process, notice or*
32 *demand required or permitted by law to be served on the entity.*

33 **Sec. 40.** *The only duties under this chapter of a registered*
34 *agent who has complied with this chapter are:*

35 1. *To forward to the represented entity at the address most*
36 *recently supplied to the agent by the entity any process, notice or*
37 *demand that is served on the agent;*

38 2. *To provide the notices required by this chapter to the entity*
39 *at the address most recently supplied to the agent by the entity;*

40 3. *If the agent is a noncommercial registered agent, to keep*
41 *current the information required by subsection 1 of section 31 of*
42 *this act in the most recent registered agent filing for the entity;*
43 *and*



* S B 2 4 2 R 1 *

1 **4. If the agent is a commercial registered agent, to keep**
2 **current the information listed for it under subsection 1 of section**
3 **32 of this act.**

4 **Sec. 41. The appointment or maintenance in this State of a**
5 **registered agent does not by itself create the basis for personal**
6 **jurisdiction over the represented entity in this State. The address**
7 **of the agent does not determine venue in an action or proceeding**
8 **involving the entity.**

9 **Sec. 42. In applying and construing this chapter,**
10 **consideration must be given to the need to promote consistency of**
11 **the law with respect to its subject matter among states that enact it.**

12 **Sec. 43. This chapter modifies, limits and supersedes the**
13 **federal Electronic Signatures in Global and National Commerce**
14 **Act, 15 U.S.C. §§ 7001 et seq., but does not modify, limit or**
15 **supersede Section 101(c) of that Act, 15 U.S.C. § 7001(c), or**
16 **authorize electronic delivery of any of the notices described in**
17 **Section 103(b) of that Act, 15 U.S.C. § 7003(b).**

18 **Sec. 44. NRS 78.010 is hereby amended to read as follows:**

19 78.010 1. As used in this chapter:

20 (a) "Approval" and "vote" as describing action by the directors
21 or stockholders mean the vote of directors in person or by written
22 consent or of stockholders in person, by proxy or by written consent.

23 (b) "Articles," "articles of incorporation" and "certificate of
24 incorporation" are synonymous terms and, unless the context
25 otherwise requires, include all certificates filed pursuant to NRS
26 78.030, 78.180, 78.185, 78.1955, 78.209, 78.380, 78.385, 78.390,
27 78.725 and 78.730 and any articles of merger, conversion, exchange
28 or domestication filed pursuant to NRS 92A.200 to 92A.240,
29 inclusive, or 92A.270. Unless the context otherwise requires, these
30 terms include restated articles and certificates of incorporation.

31 (c) "Directors" and "trustees" are synonymous terms.

32 (d) **"Principal office" means the office, in or out of this State,**
33 **where the principal executive offices of a domestic or foreign**
34 **corporation are located.**

35 (e) "Receiver" includes receivers and trustees appointed by a
36 court as provided in this chapter or in chapter 32 of NRS.

37 ~~[(e)]~~ (f) "Record" means information that is inscribed on a
38 tangible medium or that is stored in an electronic or other medium
39 and is retrievable in perceivable form.

40 ~~[(f)]~~ (g) **"Registered agent" has the meaning ascribed to it in**
41 **section 24 of this act.**

42 (h) "Registered office" means the office maintained at the street
43 address of the ~~resident agent.~~



* S B 2 4 2 R 1 *

~~(g) "Resident agent" means the agent appointed by the corporation upon whom process or a notice or demand authorized by law to be served upon the corporation may be served.~~

~~(h)}~~ **registered agent.**

(i) "Sign" means to affix a signature to a record.

~~(i)}~~ (j) "Signature" means a name, word, symbol or mark executed or otherwise adopted, or a record encrypted or similarly processed in whole or in part, by a person with the present intent to identify himself and adopt or accept a record. The term includes, without limitation, an electronic signature as defined in NRS 719.100.

~~(j)}~~ (k) "Stockholder of record" means a person whose name appears on the stock ledger of the corporation.

~~(k)}~~ (l) "Street address" of a ~~resident~~ **registered** agent means the actual physical location in this State at which a ~~resident~~ **registered** agent is available for service of process.

2. General terms and powers given in this chapter are not restricted by the use of special terms, or by any grant of special powers contained in this chapter.

Sec. 45. NRS 78.030 is hereby amended to read as follows:

78.030 1. One or more persons may establish a corporation for the transaction of any lawful business, or to promote or conduct any legitimate object or purpose, pursuant and subject to the requirements of this chapter, by ~~:-~~

~~—(a) Signing} signing~~ and filing in the Office of the Secretary of State articles of incorporation . ~~:-and~~

~~—(b) Filing a certificate of acceptance of appointment, signed by the resident agent of the corporation, in the Office of the Secretary of State.]~~

2. The articles of incorporation must be as provided in NRS 78.035, and the Secretary of State shall require them to be in the form prescribed. If any articles are defective in this respect, the Secretary of State shall return them for correction.

Sec. 46. NRS 78.035 is hereby amended to read as follows:

78.035 The articles of incorporation must set forth:

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

2. The ~~[name of the person designated as the corporation's resident agent, the street address of the resident agent where process may be served upon the corporation, and the mailing address of the~~



* S B 2 4 2 R 1 *

~~resident agent if different from the street address.]~~ *information required by subsection 1 of section 31 of this act.*

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

4. The names and addresses, either residence or business, of the first board of directors or trustees, together with any desired provisions relative to the right to change the number of directors as provided in NRS 78.115.

5. The name and address, either residence or business, of each of the incorporators signing the articles of incorporation.

Sec. 47. NRS 78.050 is hereby amended to read as follows:

78.050 1. Upon the filing of the articles of incorporation ~~and the certificate of acceptance~~ pursuant to NRS 78.030 ~~[]~~ and the payment of the filing fees, the Secretary of State shall issue to the corporation a certificate that the articles, containing the required statement of facts, have been filed. From the date the articles are filed, the corporation is a body corporate, by the name set forth in the articles of incorporation, subject to the forfeiture of its charter or dissolution as provided in this chapter.

2. Neither an incorporator nor a director designated in the articles of incorporation thereby becomes a subscriber or stockholder of the corporation.

3. The filing of the articles of incorporation does not, by itself, constitute commencement of business by the corporation.

Sec. 48. NRS 78.090 is hereby amended to read as follows:

78.090 1. ~~[Except during any period of vacancy described in NRS 78.097, every]~~ *Every* corporation must have a ~~[resident]~~ *registered* agent who resides or is located in this State. ~~[Every resident agent must have a street address for the service of process, and may have a separate mailing address such as a post office box, which may be different from the street address. The street address of the resident agent is the registered office of the corporation in this State.]~~

2. If the ~~[resident]~~ *registered* agent is a bank or corporation, it may:

(a) Act as the fiscal or transfer agent of any state, municipality, body politic or corporation and in that capacity may receive and disburse money.

(b) Transfer, register and countersign certificates of stock, bonds or other evidences of indebtedness and act as agent of any



* S B 2 4 2 R 1 *

1 corporation, foreign or domestic, for any purpose required by
2 statute, or otherwise.

3 (c) Act as trustee under any mortgage or bond issued by any
4 municipality, body politic or corporation, and accept and execute
5 any other municipal or corporate trust not inconsistent with the laws
6 of this State.

7 (d) Receive and manage any sinking fund of any corporation,
8 upon such terms as may be agreed upon between the corporation
9 and those dealing with it.

10 3. Every corporation organized pursuant to this chapter which
11 fails or refuses to comply with the requirements of this section is
12 subject to a fine of not less than \$100 nor more than \$500, to be
13 recovered with costs by the State, before any court of competent
14 jurisdiction, by action at law prosecuted by the Attorney General or
15 by the district attorney of the county in which the action or
16 proceeding to recover the fine is prosecuted.

17 4. All legal process and any demand or notice authorized by
18 law to be served upon a corporation may be served upon the
19 ~~[resident]~~ **registered** agent of the corporation in the manner provided
20 in subsection 2 of NRS 14.020. If any demand, notice or legal
21 process, other than a summons and complaint, cannot be served
22 upon the ~~[resident]~~ **registered** agent, it may be served in the manner
23 provided in NRS 14.030. These manners and modes of service are in
24 addition to any other service authorized by law.

25 **Sec. 49.** NRS 78.097 is hereby amended to read as follows:

26 78.097 1. ~~[A resident agent who desires to resign shall file~~
27 ~~with the Secretary of State a signed statement, on a form provided~~
28 ~~by the Secretary of State, for each artificial person formed,~~
29 ~~organized, registered or qualified pursuant to the provisions of this~~
30 ~~title that he is unwilling to continue to act as the resident agent of~~
31 ~~the artificial person for the service of process. The fee for filing a~~
32 ~~statement of resignation is \$100 for the first artificial person for~~
33 ~~whom the resident agent is unwilling to continue to act as the agent~~
34 ~~and \$1 for each additional artificial person listed on the statement of~~
35 ~~resignation. A resignation is not effective until the signed statement~~
36 ~~is filed with the Secretary of State.~~

37 ~~—2.— The statement of resignation may contain a statement of the~~
38 ~~affected corporation appointing a successor resident agent for that~~
39 ~~corporation. A certificate of acceptance signed by the new resident~~
40 ~~agent, stating the full name, complete street address and, if different~~
41 ~~from the street address, mailing address of the new resident agent,~~
42 ~~must accompany the statement appointing a successor resident~~
43 ~~agent.~~

44 ~~—3.— Upon the filing of the statement of resignation with the~~
45 ~~Secretary of State the capacity of the resigning person as resident~~



* S B 2 4 2 R 1 *

~~agent terminates. If the statement of resignation contains no statement by the corporation appointing a successor resident agent, the resigning resident agent shall immediately give written notice, by mail, to the corporation of the filing of the statement and its effect. The notice must be addressed to any officer of the corporation other than the resident agent.~~

~~—4.] If a [resident agent dies, resigns or removes from the State,] registered agent resigns pursuant to section 37 of this act or if a commercial registered agent terminates its listing as a commercial registered agent pursuant to section 33 of this act, the corporation, [within 30 days thereafter,] before the effective date of the resignation or termination, shall file with the Secretary of State a [certificate of acceptance signed by the new resident agent. The certificate must set forth the full name and complete street address of the new resident agent for the service of process, and may have a separate mailing address, such as a post office box, which may be different from the street address.~~

~~—5.] statement of change of registered agent pursuant to section 34 of this act.~~

2. A corporation that fails to ~~[file a certificate of acceptance signed by the new resident agent within 30 days after the death, resignation or removal of its former resident agent]~~ *comply with subsection 1* shall be deemed in default and is subject to the provisions of NRS 78.170 and 78.175.

3. *As used in this section, “commercial registered agent” has the meaning ascribed to it in section 5 of this act.*

Sec. 50. NRS 78.150 is hereby amended to read as follows:

78.150 1. A corporation organized pursuant to the laws of this State shall, on or before the last day of the first month after the filing of its articles of incorporation with the Secretary of State, file with the Secretary of State a list, on a form furnished by him, containing:

- (a) The name of the corporation;
- (b) The file number of the corporation, if known;
- (c) The names and titles of the president, secretary and treasurer, 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;]~~ *information required by subsection 1 of section 31 of this act;* 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 reflected on the annual or amended list of directors and officers, the corporation or the resigning director or officer shall pay to the Secretary of State a fee of \$75 to file the resignation.

6. The Secretary of State shall, 90 days before the last day for filing each annual list required by subsection 2, cause to be mailed to each corporation which is required to comply with the provisions of NRS 78.150 to 78.185, inclusive, and which has not become delinquent, a notice of the fee due pursuant to subsection 4 and a reminder to file the annual list required by subsection 2. Failure of



1 any corporation to receive a notice or form does not excuse it from
2 the penalty imposed by law.

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

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

14 **Sec. 51.** NRS 78.175 is hereby amended to read as follows:

15 78.175 1. The Secretary of State shall notify, by providing
16 written notice to its ~~resident~~ *registered* agent, each corporation
17 deemed in default pursuant to NRS 78.170. The written notice:

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

20 (b) At the request of the ~~resident~~ *registered* agent, may be
21 provided electronically.

22 2. On the first day of the first anniversary of the month
23 following the month in which the filing was required, the charter of
24 the corporation is revoked and its right to transact business is
25 forfeited.

26 3. The Secretary of State shall compile a complete list
27 containing the names of all corporations whose right to transact
28 business has been forfeited.

29 4. The Secretary of State shall forthwith notify, by providing
30 written notice to its ~~resident~~ *registered* agent, each corporation
31 specified in subsection 3 of the forfeiture of its charter. The written
32 notice:

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

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

37 5. If the charter of a corporation is revoked and the right to
38 transact business is forfeited as provided in subsection 2, all the
39 property and assets of the defaulting domestic corporation must be
40 held in trust by the directors of the corporation as for insolvent
41 corporations, and the same proceedings may be had with respect
42 thereto as are applicable to insolvent corporations. Any person
43 interested may institute proceedings at any time after a forfeiture has
44 been declared, but, if the Secretary of State reinstates the charter, the



* S B 2 4 2 R 1 *

proceedings must at once be dismissed and all property restored to the officers of the corporation.

6. Where the assets are distributed, they must be applied in the following manner:

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

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

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

Sec. 52. NRS 78.180 is hereby amended to read as follows:

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

(a) Files with the Secretary of State:

(1) The list required by NRS 78.150; *and*

(2) The statement required by NRS 78.153, if applicable; and

~~[(3) A certificate of acceptance of appointment signed by its resident agent; and]~~

(b) Pays to the Secretary of State:

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

(2) The fee set forth in NRS 78.153, if applicable; and

(3) A fee of \$300 for reinstatement.

2. When the Secretary of State reinstates the corporation, he shall issue to the corporation a certificate of reinstatement if the corporation:

(a) Requests a certificate of reinstatement; and

(b) Pays the required fees pursuant to subsection ~~[8]~~ 7 of NRS 78.785.

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

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

Sec. 53. NRS 78.275 is hereby amended to read as follows:

78.275 1. The directors may at such times and in such amount, as they may from time to time deem the interest of the corporation to require, levy and collect assessments upon the



* S B 2 4 2 R 1 *

1 assessable stock of the corporation in the manner provided in this
2 section.

3 2. Notice of each assessment must be given to the stockholders
4 personally, or by publication once a week for at least 4 weeks, in
5 some newspaper published in the county in which the ~~registered~~
6 ~~office or place of business~~ *principal office* of the corporation is
7 located ~~[.]~~ *or, if the principal office of the corporation is not*
8 *located in this State, in Carson City*, and in a newspaper published
9 in the county wherein the property of the corporation is situated if in
10 this State . ~~[.] and if no paper is published in either of those counties,~~
11 ~~then the newspaper published nearest to the registered office in the~~
12 ~~State.]~~

13 3. If , after the notice has been given, any stockholder defaults
14 in the payment of the assessment upon the shares held by him, so
15 many of those shares may be sold as will be necessary for the
16 payment of the assessment upon all the shares held by him, together
17 with all costs of advertising and expenses of sale. The sale of the
18 shares must be made at the office of the corporation at public
19 auction to the highest bidder, after a notice thereof published for 4
20 weeks as directed in this section, and a copy of the notice mailed to
21 each delinquent stockholder if his address is known 4 weeks before
22 the sale. At the sale the person who offers to pay the assessment so
23 due, together with the expenses of advertising and sale, for the
24 smallest number of shares, or portion of a share, as the case may be,
25 shall be deemed the highest bidder.

26 **Sec. 54.** NRS 78.345 is hereby amended to read as follows:

27 78.345 1. If any corporation fails to elect directors within 18
28 months after the last election of directors required by NRS 78.330,
29 the district court has jurisdiction in equity, upon application of any
30 one or more stockholders holding stock entitling them to exercise at
31 least 15 percent of the voting power, to order the election of
32 directors in the manner required by NRS 78.330.

33 2. The application must be made by petition filed in the county
34 where the ~~registered~~ *principal* office of the corporation is located
35 *or, if the principal office is not located in this State, in Carson*
36 *City*, and must be brought on behalf of all stockholders desiring to
37 be joined therein. Such notice must be given to the corporation and
38 the stockholders as the court may direct.

39 3. The directors elected pursuant to this section have the same
40 rights, powers and duties and the same tenure of office as directors
41 elected by the stockholders at the annual meeting held at the time
42 prescribed therefor, next before the date of the election pursuant to
43 this section, would have had.



1 **Sec. 55.** NRS 78.390 is hereby amended to read as follows:

2 78.390 1. ~~Every~~ *Except as otherwise provided in section*
3 *34 of this act, every* amendment to the articles of incorporation must
4 be made in the following manner:

5 (a) The board of directors must adopt a resolution setting forth
6 the amendment proposed and either call a special meeting of the
7 stockholders entitled to vote on the amendment or direct that the
8 proposed amendment be considered at the next annual meeting of
9 the stockholders entitled to vote on the amendment.

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

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

26 2. Except as otherwise provided in this subsection, if any
27 proposed amendment would adversely alter or change any
28 preference or any relative or other right given to any class or series
29 of outstanding shares, then the amendment must be approved by the
30 vote, in addition to the affirmative vote otherwise required, of the
31 holders of shares representing a majority of the voting power of
32 each class or series adversely affected by the amendment regardless
33 of limitations or restrictions on the voting power thereof. The
34 amendment does not have to be approved by the vote of the holders
35 of shares representing a majority of the voting power of each class
36 or series whose preference or rights are adversely affected by the
37 amendment if the articles of incorporation specifically deny the right
38 to vote on such an amendment.

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

43 4. Different series of the same class of shares do not constitute
44 different classes of shares for the purpose of voting by classes



* S B 2 4 2 R 1 *

1 except when the series is adversely affected by an amendment in a
2 different manner than other series of the same class.

3 5. The resolution of the stockholders approving the proposed
4 amendment may provide that at any time before the effective date of
5 the amendment, notwithstanding approval of the proposed
6 amendment by the stockholders, the board of directors may, by
7 resolution, abandon the proposed amendment without further action
8 by the stockholders.

9 6. A certificate filed pursuant to subsection 1 is effective upon
10 filing the certificate with the Secretary of State or upon a later date
11 specified in the certificate, which must not be more than 90 days
12 after the certificate is filed.

13 7. If a certificate filed pursuant to subsection 1 specifies an
14 effective date and if the resolution of the stockholders approving the
15 proposed amendment provides that the board of directors may
16 abandon the proposed amendment pursuant to subsection 5, the
17 board of directors may terminate the effectiveness of the certificate
18 by resolution and by filing a certificate of termination with the
19 Secretary of State that:

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

22 (b) Identifies the certificate being terminated;

23 (c) States that, pursuant to the resolution of the stockholders, the
24 board of directors is authorized to terminate the effectiveness of the
25 certificate;

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

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

29 (f) Is accompanied by a filing fee of \$175.

30 **Sec. 56.** NRS 78.403 is hereby amended to read as follows:

31 78.403 1. A corporation may restate, or amend and restate, in
32 a single certificate the entire text of its articles of incorporation as
33 amended by filing with the Secretary of State a certificate in the
34 manner provided in this section. If the certificate alters or amends
35 the articles in any manner, it must comply with the provisions of
36 NRS 78.380, 78.385 and 78.390, as applicable.

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

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

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



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

(c) The ~~[name and address of the resident agent.]~~ *information required by subsection 1 of section 31 of this act.*

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 subsequent to the restated articles and certified copies of all certificates supplementary to the original articles.

5. A certificate filed pursuant to this section is effective upon filing the certificate with the Secretary of State or upon a later date specified in the certificate, which must not be more than 90 days after the certificate is filed.

Sec. 57. NRS 78.630 is hereby amended to read as follows:

78.630 1. Whenever any corporation becomes insolvent or suspends its ordinary business for want of money to carry on the business, or if its business has been and is being conducted at a great loss and greatly prejudicial to the interest of its creditors or stockholders, any creditors holding 10 percent of the outstanding indebtedness, or stockholders owning 10 percent of the outstanding stock entitled to vote, may, by petition setting forth the facts and circumstances of the case, apply to the district court of the county in which the ~~[registered]~~ *principal* office of the corporation is located *or, if the principal office is not located in this State, to the district court in Carson City* for a writ of injunction and the appointment of a receiver or receivers or trustee or trustees.

2. The court, being satisfied by affidavit or otherwise of the sufficiency of the application and of the truth of the allegations contained in the petition and upon hearing after such notice as the court by order may direct, shall proceed in a summary way to hear the affidavits, proofs and allegations which may be offered in behalf of the parties.

3. If upon such inquiry it appears to the court that the corporation has become insolvent and is not about to resume its business in a short time thereafter, or that its business has been and is being conducted at a great loss and greatly prejudicial to the interests of its creditors or stockholders, so that its business cannot be conducted with safety to the public, it may issue an injunction to restrain the corporation and its officers and agents from exercising any of its privileges or franchises and from collecting or receiving any debts or paying out, selling, assigning or transferring any of its estate, money, lands, tenements or effects, except to a receiver appointed by the court, until the court otherwise orders.



* S B 2 4 2 R 1 *

Sec. 58. NRS 78.730 is hereby amended to read as follows:

78.730 1. Any corporation which did exist or is existing under the laws of this State may, upon complying with the provisions of NRS 78.180, 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 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 of the person designated as the resident agent of the corporation, his street address for the service of process, and his mailing address if different from his street address.]~~ *information required by subsection 1 of section 31 of this act.*

(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, or the equivalent thereof, and all of its directors and their 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 an officer of the corporation. The certificate must be approved by a majority of the voting power of the shares.

3. A corporation seeking to revive its original or amended charter shall cause the certificate to be signed by a person or persons designated or appointed by the stockholders of the corporation. The signing and filing of the certificate must be approved by the written consent of stockholders of the corporation holding at least a majority of the voting power and must contain a recital that this consent was secured. If no stock has been issued, the certificate must contain a statement of that fact, and a majority of the directors then in office may designate the person to sign the certificate. The corporation shall pay to the Secretary of State the fee required to



1 establish a new corporation pursuant to the provisions of this
2 chapter.

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

8 **Sec. 59.** NRS 78.750 is hereby amended to read as follows:

9 78.750 1. In any action commenced against any corporation
10 in any court of this State, service of process may be made in the
11 manner provided by law and rule of court for the service of civil
12 process.

13 2. Service of process on a corporation whose charter has been
14 revoked or which has been continued as a body corporate pursuant
15 to NRS 78.585 may be made by mailing copies of the process and
16 any associated records by certified mail, with return receipt
17 requested, to:

18 (a) The ~~resident~~ **registered** agent of the corporation, if there is
19 one; and

20 (b) Each officer and director of the corporation as named in the
21 list last filed with the Secretary of State before the dissolution or
22 expiration of the corporation or the forfeiture of its charter.

23 ➤ The manner of serving process described in this subsection does
24 not affect the validity of any other service authorized by law.

25 **Sec. 60.** NRS 78.785 is hereby amended to read as follows:

26 78.785 1. ~~The fee for filing a certificate of change of~~
27 ~~location of a corporation's registered office and resident agent, or a~~
28 ~~new designation of resident agent, is \$60.~~

29 ~~—2.]~~ The fee for certifying a copy of articles of incorporation is
30 \$30.

31 ~~[3.]~~ 2. The fee for certifying a copy of an amendment to
32 articles of incorporation, or to a copy of the articles as amended, is
33 \$30.

34 ~~[4.]~~ 3. The fee for certifying an authorized printed copy of the
35 general corporation law as compiled by the Secretary of State is
36 \$30.

37 ~~[5.]~~ 4. The fee for reserving a corporate name is \$25.

38 ~~[6.]~~ 5. The fee for signing a certificate of corporate existence
39 which does not list the previous records relating to the corporation,
40 or a certificate of change in a corporate name, is \$50.

41 ~~[7.]~~ 6. The fee for signing a certificate of corporate existence
42 which lists the previous records relating to the corporation is \$50.

43 ~~[8.]~~ 7. The fee for signing, certifying or filing any certificate or
44 record not provided for in NRS 78.760 to 78.785, inclusive, is \$50.



* S B 2 4 2 R 1 *

~~[9.]~~ 8. The fee for copies provided by the Office of the Secretary of State is \$2 per page.

~~[10.]~~ 9. The fees for filing articles of incorporation, articles of merger, or certificates of amendment increasing the basic surplus of a mutual or reciprocal insurer must be computed pursuant to NRS 78.760, 78.765 and 92A.210, on the basis of the amount of basic surplus of the insurer.

~~[11.]~~ 10. The fee for examining and provisionally approving any record at any time before the record is presented for filing is \$125.

Sec. 61. NRS 78.795 is hereby amended to read as follows:

78.795 1. Any natural person or corporation residing or located in this State may register for that calendar year his willingness to serve as the ~~[resident]~~ **registered** agent of a domestic or foreign corporation, limited-liability company or limited partnership with the Secretary of State. The registration must state the full, legal name of the person or corporation willing to serve as the ~~[resident]~~ **registered** agent and be accompanied by a fee of \$500 per office location of the ~~[resident]~~ **registered** agent.

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

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

(a) Requests the amendment; and

(b) Pays a fee of \$50.

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

Sec. 62. NRS 80.004 is hereby amended to read as follows:

80.004 "Street address" of a ~~[resident]~~ **registered** agent means the actual physical location in this State at which a ~~[resident]~~ **registered** agent is available for service of process.

Sec. 63. NRS 80.010 is hereby amended to read as follows:

80.010 1. Before commencing or doing any business in this State, each corporation organized pursuant to the laws of another state, territory, the District of Columbia, a possession of the United States or a foreign country that enters this State to do business must:

(a) File in the Office of the Secretary of State of this State:

(1) A certificate of corporate existence issued not more than 90 days before the date of filing by an authorized officer of the jurisdiction of its incorporation setting forth the filing of records and instruments related to the articles of incorporation, or the governmental acts or other instrument or authority by which the corporation was created. If the certificate is in a language other than



* S B 2 4 2 R 1 *

English, a translation, together with the oath of the translator and his attestation of its accuracy, must be attached to the certificate.

(2) ~~[A certificate of acceptance of appointment signed by its resident agent, who must be a resident or located in this State. The certificate must set forth the name of the resident agent, his street address for the service of process, and his mailing address if different from his street address.]~~ *The information required by subsection 1 of section 31 of this act.* The street address of the ~~[resident]~~ *registered* agent is the registered office of the corporation in this State.

(3) A statement signed by an officer of the corporation setting forth:

(I) A general description of the purposes of the corporation; and

(II) The authorized stock of the corporation and the number and par value of shares having par value and the number of shares having no par value.

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

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

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

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

5. The Secretary of State shall not accept for filing the records required by subsection 1 or NRS 80.110 for any foreign corporation if the name of the corporation contains the words "engineer," "engineered," "engineering," "professional engineer," "registered



1 engineer” or “licensed engineer” unless the State Board of
2 Professional Engineers and Land Surveyors certifies that:

3 (a) The principals of the corporation are licensed to practice
4 engineering pursuant to the laws of this State; or

5 (b) The corporation is exempt from the prohibitions of
6 NRS 625.520.

7 6. The Secretary of State shall not accept for filing the records
8 required by subsection 1 or NRS 80.110 for any foreign corporation
9 if it appears from the records that the business to be carried on by
10 the corporation is subject to supervision by the Commissioner of
11 Financial Institutions, unless the Commissioner certifies that:

12 (a) The corporation has obtained the authority required to do
13 business in this State; or

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

16 7. The Secretary of State shall not accept for filing the records
17 required by subsection 1 or NRS 80.110 for any foreign corporation
18 if the name of the corporation contains the word “accountant,”
19 “accounting,” “accountancy,” “auditor” or “auditing” unless the
20 Nevada State Board of Accountancy certifies that the foreign
21 corporation:

22 (a) Is registered pursuant to the provisions of chapter 628 of
23 NRS; or

24 (b) Has filed with the Nevada State Board of Accountancy under
25 penalty of perjury a written statement that the foreign corporation is
26 not engaged in the practice of accounting and is not offering to
27 practice accounting in this State.

28 8. The Secretary of State may adopt regulations that interpret
29 the requirements of this section.

30 **Sec. 64.** NRS 80.060 is hereby amended to read as follows:

31 80.060 Every foreign corporation owning property or doing
32 business in this State shall appoint and keep in this State a ~~resident~~
33 ~~registered~~ agent as provided in NRS 14.020.

34 **Sec. 65.** NRS 80.070 is hereby amended to read as follows:

35 80.070 1. ~~[A foreign corporation may change its resident~~
36 ~~agent by filing with the Secretary of State:~~

37 ~~—(a) A certificate of change of resident agent, signed by an officer~~
38 ~~of the corporation, setting forth:~~

39 ~~—(1) The name of the corporation;~~

40 ~~—(2) The name and street address of the present resident agent;~~
41 ~~and~~

42 ~~—(3) The name and street address of the new resident agent;~~
43 ~~and~~



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

4 ~~—2. If the name of a resident agent is changed as a result of a~~
5 ~~merger, conversion, exchange, sale, reorganization or amendment,~~
6 ~~the resident agent shall:~~

7 ~~—(a) File with the Secretary of State a certificate of name change~~
8 ~~of resident agent that includes:~~

9 ~~—(1) The current name of the resident agent as filed with the~~
10 ~~Secretary of State;~~

11 ~~—(2) The new name of the resident agent; and~~

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

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

16 ~~—3. A change authorized by subsection 1 or 2 becomes effective~~
17 ~~upon the filing of the proper certificate of change.~~

18 ~~—4. A resident agent who desires to resign shall:~~

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

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

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

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

35 ~~—6.] If a [resident agent dies, resigns or moves from the State,]~~
36 *registered agent resigns pursuant to section 37 of this act or if a*
37 *commercial registered agent terminates its listing as a commercial*
38 *registered agent pursuant to section 33 of this act, the corporation,*
39 ~~[within 30 days thereafter,]~~ *before the effective date of the*
40 *resignation or termination,* shall file with the Secretary of State a
41 ~~[certificate of acceptance signed by the new resident agent. The~~
42 ~~certificate must set forth the name of the new resident agent, his~~
43 ~~street address for the service of process, and his mailing address if~~
44 ~~different from his street address.~~



* S B 2 4 2 R 1 *

~~7.] statement of change of registered agent pursuant to section 34 of this act.~~

2. A corporation that fails to ~~file a certificate of acceptance signed by a new resident agent within 30 days after the death, resignation or removal of its resident agent~~ **comply with subsection I** shall be deemed in default and is subject to the provisions of NRS 80.150 and 80.160.

3. *As used in this section, "commercial registered agent" has the meaning ascribed to it in section 5 of this act.*

Sec. 66. NRS 80.090 is hereby amended to read as follows:

80.090 If a foreign corporation doing business in this State maintains and keeps in the State a ~~resident~~ **registered** agent as provided by NRS 80.060 and files or has microfilmed the papers, records and instruments required by NRS 80.010 to 80.040, inclusive, the foreign corporation is entitled to the benefit of the laws of this State limiting the time for the commencement of civil actions.

Sec. 67. NRS 80.110 is hereby amended to read as follows:

80.110 1. Each foreign corporation doing business in this State shall, on or before the last day of the first month after the filing of its certificate of corporate existence 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 names and addresses, either residence or business, of its president, secretary and treasurer, or the equivalent thereof, and all of its directors;

(b) The ~~[name and street address of the lawfully designated resident agent of the corporation in this State:]~~ **information required by subsection 1 of section 31 of this act;** and

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

➔ Each list filed pursuant to this subsection must be accompanied by a declaration under penalty of perjury that the foreign corporation has complied with the provisions of NRS 360.780 and which 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. Each list filed pursuant to this subsection must also be accompanied by 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 subsection and instructions describing the manner in



1 which a member of the public may obtain information concerning
2 the corporation from the Securities and Exchange Commission.

3 2. Upon filing:

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

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

9	
10	\$75,000 or less\$125
11	Over \$75,000 and not over \$200,000.....175
12	Over \$200,000 and not over \$500,000.....275
13	Over \$500,000 and not over \$1,000,000.....375
14	Over \$1,000,000:
15	For the first \$1,000,000.....375
16	For each additional \$500,000 or fraction thereof.....275

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

19
20 3. If a director or officer of a corporation resigns and the
21 resignation is not reflected on the annual or amended list of directors
22 and officers, the corporation or the resigning director or officer shall
23 pay to the Secretary of State a fee of \$75 to file the resignation.

24 4. The Secretary of State shall, 90 days before the last day for
25 filing each annual list required by subsection 1, cause to be mailed
26 to each corporation which is required to comply with the provisions
27 of NRS 80.110 to 80.175, inclusive, and which has not become
28 delinquent, the blank forms to be completed and filed with him.
29 Failure of any corporation to receive the forms does not excuse it
30 from the penalty imposed by the provisions of NRS 80.110 to
31 80.175, inclusive.

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

37 **Sec. 68.** NRS 80.160 is hereby amended to read as follows:

38 80.160 1. The Secretary of State shall notify, by providing
39 written notice to its ~~resident~~ *registered* agent, each corporation
40 deemed in default pursuant to NRS 80.150. The written notice:

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

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



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

3. The Secretary of State shall notify, by providing written notice to its ~~resident~~ *registered* agent, each corporation specified in subsection 2 of the forfeiture of its right to do business. The written notice:

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

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

Sec. 69. NRS 80.170 is hereby amended to read as follows:

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

(a) Files with the Secretary of State:

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

(2) The statement required by NRS 80.115, if applicable; and

~~[(3) A certificate of acceptance of appointment signed by its resident agent; and]~~

(b) Pays to the Secretary of State:

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

(2) The fee set forth in NRS 80.115, if applicable; and

(3) A fee of \$300 for reinstatement.

2. When the Secretary of State reinstates the corporation, he shall issue to the corporation a certificate of reinstatement if the corporation:

(a) Requests a certificate of reinstatement; and

(b) Pays the required fees pursuant to subsection ~~8~~ 7 of NRS 78.785.

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

4. If the right of a corporation to transact business in this State has been forfeited pursuant to the provisions of this chapter and has remained forfeited for a period of 5 consecutive years, the right is not subject to reinstatement.



* S B 2 4 2 R 1 *

Sec. 70. NRS 81.0025 is hereby amended to read as follows:

81.0025 "Street address" of a ~~[resident]~~ **registered** agent means the actual physical location in this State at which a ~~[resident]~~ **registered** agent is available for service of process.

Sec. 71. NRS 81.040 is hereby amended to read as follows:

81.040 Each corporation formed under NRS 81.010 to 81.160, inclusive, must prepare and file articles of incorporation in writing, setting forth:

1. The name of the corporation.

2. The purpose for which it is formed.

3. The ~~[name of the person designated as the resident agent, the street address for the service of process, and the mailing address if different from the street address.]~~ **information required by subsection 1 of section 31 of this act.**

4. The term for which it is to exist, which may be perpetual.

5. If formed with stock, the amount of its stock and the number and par value, if any, and the shares into which it is divided, and the amount of common and of preferred stock that may be issued with the preferences, privileges, voting rights, restrictions and qualifications pertaining thereto.

6. The names and addresses of those selected to act as directors, not less than three, for the first year or until their successors have been elected and have accepted office.

7. Whether the property rights and interest of each member are equal or unequal, and if unequal the articles must set forth a general rule applicable to all members by which the property rights and interests of each member may be determined, but the corporation may admit new members who may vote and share in the property of the corporation with the old members, in accordance with the general rule.

8. The name and mailing or street address, either residence or business, of each of the incorporators signing the articles of incorporation.

Sec. 72. NRS 81.060 is hereby amended to read as follows:

81.060 1. The articles of incorporation must be:

(a) Signed by three or more of the original members, a majority of whom must be residents of this State.

(b) Filed ~~[, together with a certificate of acceptance of appointment signed by the resident agent of the corporation,]~~ in the Office of the Secretary of State in all respects in the same manner as other articles of incorporation are filed.

2. If a corporation formed under NRS 81.010 to 81.160, inclusive, is authorized to issue stock, there must be paid to the Secretary of State for filing the articles of incorporation the fee applicable to the amount of authorized stock of the corporation



* S B 2 4 2 R 1 *

1 which the Secretary of State is required by law to collect upon the
2 filing of articles of incorporation which authorize the issuance of
3 stock.

4 3. The Secretary of State shall issue to the corporation over the
5 Great Seal of the State a certificate that a copy of the articles
6 containing the required statements of facts has been filed in his
7 office.

8 4. Upon the issuance of the certificate by the Secretary of State,
9 the persons signing the articles and their associates and successors
10 are a body politic and corporate. When so filed, the articles of
11 incorporation or certified copies thereof must be received in all the
12 courts of this State, and other places, as prima facie evidence of the
13 facts contained therein.

14 **Sec. 73.** NRS 81.200 is hereby amended to read as follows:

15 81.200 1. Each association formed under NRS 81.170 to
16 81.270, inclusive, shall prepare articles of association in writing,
17 setting forth:

18 (a) The name of the association.

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

20 (c) The ~~[name of the person designated as the resident agent, the~~
21 ~~street address for service of process, and the mailing address if~~
22 ~~different from the street address.]~~ *information required by*
23 *subsection 1 of section 31 of this act.*

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

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

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

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

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

34 2. The articles of association must be signed by the original
35 associates or members.

36 3. The articles so signed must be filed ~~[, together with a~~
37 ~~certificate of acceptance of appointment signed by the resident agent~~
38 ~~for the association,]~~ in the Office of the Secretary of State. From the
39 time of the filing in the Office of the Secretary of State, the
40 association may exercise all the powers for which it was formed.

41 **Sec. 74.** NRS 81.440 is hereby amended to read as follows:

42 81.440 Each corporation formed under NRS 81.410 to 81.540,
43 inclusive, shall prepare and file articles of incorporation in writing,
44 setting forth:

45 1. The name of the corporation.



* S B 2 4 2 R 1 *

1 2. The purpose for which it is formed.
2 3. The ~~[name of the person designated as the resident agent, the~~
3 ~~street address for service of process, and the mailing address if~~
4 ~~different from the street address.]~~ *information required by*
5 *subsection 1 of section 31 of this act.*

6 4. The term for which it is to exist, which may be perpetual.

7 5. The number of directors thereof, which must be not less than
8 three and which may be any number in excess thereof, and the
9 names and residences of those selected for the first year and until
10 their successors have been elected and have accepted office.

11 6. Whether the voting power and the property rights and
12 interest of each member are equal or unequal, and if unequal the
13 articles must set forth a general rule applicable to all members by
14 which the voting power and the property rights and interests of each
15 member may be determined, but the corporation may admit new
16 members who may vote and share in the property of the corporation
17 with the old members, in accordance with the general rule.

18 7. The name and mailing or street address, either residence or
19 business, of each of the incorporators signing the articles of
20 incorporation.

21 **Sec. 75.** NRS 81.450 is hereby amended to read as follows:

22 81.450 1. The articles of incorporation must be:

23 (a) Signed by three or more of the original members, a majority
24 of whom must be residents of this State.

25 (b) Filed ~~[, together with a certificate of acceptance of~~
26 ~~appointment signed by the resident agent for the corporation,]~~ in the
27 Office of the Secretary of State in all respects in the same manner as
28 other articles of incorporation are filed.

29 2. The Secretary of State shall issue to the corporation over the
30 Great Seal of the State a certificate that a copy of the articles
31 containing the required statements of facts has been filed in his
32 office.

33 3. Upon the issuance of the certificate by the Secretary of State
34 , the persons signing the articles and their associates and successors
35 are a body politic and corporate. When so filed, the articles of
36 incorporation or certified copies thereof must be received in all the
37 courts of this State, and other places, as prima facie evidence of the
38 facts contained therein.

39 **Sec. 76.** Chapter 82 of NRS is hereby amended by adding
40 thereto a new section to read as follows:

41 *"Principal office" has the meaning ascribed to it in*
42 *NRS 78.010.*

43 **Sec. 77.** NRS 82.006 is hereby amended to read as follows:

44 82.006 As used in this chapter, unless the context otherwise
45 requires, the words and terms defined in NRS 82.011 to 82.044,



1 inclusive, *and section 76 of this act* have the meanings ascribed to
2 them in those sections.

3 **Sec. 78.** NRS 82.041 is hereby amended to read as follows:

4 82.041 "Registered office" of a corporation means the office
5 maintained at the street address of its ~~resident~~ *registered* agent.

6 **Sec. 79.** NRS 82.044 is hereby amended to read as follows:

7 82.044 "Street address" of a ~~resident~~ *registered* agent means
8 the actual physical location in this State at which a ~~resident~~
9 *registered* agent is available for service of process.

10 **Sec. 80.** NRS 82.063 is hereby amended to read as follows:

11 82.063 1. The board of directors of a corporation without
12 shares of stock which was organized before October 1, 1991,
13 pursuant to any provision of chapter 81 of NRS or a predecessor
14 statute and whose permissible term of existence as stated in the
15 articles of incorporation has expired, may, within 10 years after the
16 date of the expiration of its existence, elect to revive its charter and
17 accept this chapter by adopting a resolution reviving the expired
18 charter and adopting new articles of incorporation conforming to
19 this chapter and any other statutes pursuant to which the corporation
20 may have been organized. The new articles of incorporation need
21 not contain the names, addresses, signatures or acknowledgments of
22 the incorporators.

23 2. A certificate of election to accept this chapter pursuant to
24 this section must be signed by an officer of the corporation and must
25 set forth:

26 (a) The name of the corporation.

27 (b) A statement by the corporation that it has elected to accept
28 this chapter and adopt new articles of incorporation conforming to
29 the provisions of this chapter and any other statutes pursuant to
30 which the corporation may have been organized.

31 (c) A statement by the corporation that since the expiration of its
32 charter it has remained organized and continued to carry on the
33 activities for which it was formed and authorized by its original
34 articles of incorporation and amendments thereto, and desires to
35 continue through revival its existence pursuant to and subject to the
36 provisions of this chapter.

37 (d) A statement that the attached copy of the articles of
38 incorporation of the corporation are the new articles of incorporation
39 of the corporation.

40 (e) A statement setting forth the date of the meeting of the board
41 of directors at which the election to accept and adopt was made, that
42 a quorum was present at the meeting and that the acceptance and
43 adoption were authorized by a majority vote of the directors present
44 at the meeting.



* S B 2 4 2 R 1 *

(f) The information required by subsection 1 of section 31 of this act.

3. The certificate so signed ~~[and a certificate of acceptance of appointment signed by the resident agent of the corporation]~~ must be filed in the Office of the Secretary of State.

4. The new articles of incorporation become effective on the date of filing the certificate. The corporation's existence continues from the date of expiration of the original term, with all the corporation's rights, franchises, privileges and immunities and subject to all its existing and preexisting debts, duties and liabilities.

Sec. 81. NRS 82.081 is hereby amended to read as follows:

82.081 1. One or more natural persons may associate to establish a corporation no part of the income or profit of which is distributable to its members, directors or officers, except as otherwise provided in this chapter, for the transaction of any lawful business, or to promote or conduct any legitimate object or purpose, pursuant and subject to the requirements of this chapter, by ~~[-~~

~~-(a) Signing]~~ **signing** and filing in the Office of the Secretary of State articles of incorporation . ~~[- and~~

~~-(b) Filing a certificate of acceptance of appointment, signed by the resident agent of the corporation, in the Office of the Secretary of State.]~~

2. The Secretary of State shall require articles of incorporation to be in the form prescribed by NRS 82.086. If any articles are defective in this respect, the Secretary of State shall return them for correction.

Sec. 82. NRS 82.086 is hereby amended to read as follows:

82.086 The articles of incorporation must set forth:

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

2. The ~~[name of the person designated as the corporation's resident agent, his street address where he maintains an office for service of process, and his mailing address if different from the street address.]~~ **information required by subsection 1 of section 31 of this act.**

3. That the corporation is a nonprofit corporation.

4. The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on by the corporation. It is sufficient to state, either alone or with other purposes, that the corporation may engage in any lawful activity, subject to expressed



1 limitations, if any. Such a statement makes all lawful activities
2 within the objects or purposes of the corporation.

3 5. The names and mailing or street addresses, residence or
4 business, of the first board of directors or trustees, together with any
5 desired provisions relative to the right to change the number of
6 directors.

7 6. The names and mailing or street address, residence or
8 business, of each of the incorporators signing the articles of
9 incorporation.

10 **Sec. 83.** NRS 82.111 is hereby amended to read as follows:

11 82.111 1. Upon the filing of the articles of incorporation ~~and~~
12 ~~the certificate of acceptance~~ pursuant to NRS 82.081 ~~[]~~ and the
13 payment of the filing fees, the Secretary of State shall issue to the
14 corporation a certificate that the articles, containing the required
15 statement of facts, have been filed in his office. Upon the filing of
16 the articles, the corporation is a body corporate, by the name set
17 forth in the articles, subject to the forfeiture of its charter and
18 dissolution as provided in this chapter.

19 2. The filing of the articles does not, by itself, constitute
20 commencement of business by the corporation.

21 **Sec. 84.** NRS 82.193 is hereby amended to read as follows:

22 82.193 1. A corporation shall have a ~~[resident]~~ **registered**
23 agent in the manner provided in NRS 78.090 ~~[, 78.095, 78.097 and~~
24 ~~78.110.]~~ **and 78.097.** The ~~[resident]~~ **registered** agent and the
25 corporation shall comply with the provisions of those sections.

26 2. Upon notification from the Administrator of the Real Estate
27 Division of the Department of Business and Industry that a
28 corporation which is a unit-owners' association as defined in NRS
29 116.011 has failed to register pursuant to NRS 116.31158 or failed
30 to pay the fees pursuant to NRS 116.31155, the Secretary of State
31 shall deem the corporation to be in default. If, after the corporation
32 is deemed to be in default, the Administrator notifies the Secretary
33 of State that the corporation has registered pursuant to NRS
34 116.31158 and paid the fees pursuant to NRS 116.31155, the
35 Secretary of State shall reinstate the corporation if the corporation
36 complies with the requirements for reinstatement as provided in this
37 section and NRS 78.180 and 78.185.

38 3. A corporation is subject to the provisions of NRS 78.150 to
39 78.185, inclusive, except that:

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

43 **Sec. 85.** NRS 82.306 is hereby amended to read as follows:

44 82.306 1. If any corporation fails to elect directors within 18
45 months after the last election of directors required by NRS 82.286,



* S B 2 4 2 R 1 *

1 the district court has jurisdiction in equity, upon application of any
2 one or more of the members of the corporation representing 10
3 percent of the voting power of the members entitled to vote for the
4 election of directors or for the election of delegates who are entitled
5 to elect directors, or 50 members, whichever is less, to order the
6 election of directors as required by NRS 82.286.

7 2. The application must be made by petition filed in the county
8 where the ~~registered~~ *principal* office of the corporation is located
9 *or, if the principal office is not located in this State, in Carson*
10 *City*, and must be brought on behalf of all members desiring to be
11 joined therein. Such notice must be given to the corporation and the
12 members as the court may direct.

13 **Sec. 86.** NRS 82.356 is hereby amended to read as follows:

14 82.356 1. ~~Each~~ *Except as otherwise provided in section 34*
15 *of this act, each* amendment adopted pursuant to the provisions of
16 NRS 82.351 must be made in the following manner:

17 (a) The board of directors must adopt a resolution setting forth
18 the amendment proposed, approve it and, if the corporation has
19 members entitled to vote on an amendment to the articles, call a
20 meeting, either annual or special, of the members. The amendment
21 must also be approved by each public official or other person whose
22 approval of an amendment of articles is required by the articles.

23 (b) At the meeting of members, of which notice must be given
24 to each member entitled to vote pursuant to the provisions of this
25 section, a vote of the members entitled to vote in person or by proxy
26 must be taken for and against the proposed amendment. A majority
27 of a quorum of the voting power of the members or such greater
28 proportion of the voting power of members as may be required in
29 the case of a vote by classes, as provided in subsection 3, or as may
30 be required by the articles, must vote in favor of the amendment.

31 (c) Upon approval of the amendment by the directors, or if the
32 corporation has members entitled to vote on an amendment to the
33 articles, by both the directors and those members, and such other
34 persons or public officers, if any, as are required to do so by the
35 articles, an officer of the corporation must sign a certificate setting
36 forth the amendment, or setting forth the articles as amended, that
37 the public officers or other persons, if any, required by the articles
38 have approved the amendment, and the vote of the members and
39 directors by which the amendment was adopted.

40 (d) The certificate so signed must be filed in the Office of the
41 Secretary of State.

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



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

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

Sec. 87. 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 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.}~~ *information required by subsection 1 of section 31 of this act.*

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.

5. A certificate filed pursuant to this section is effective upon filing the certificate with the Secretary of State or upon a later date specified in the certificate, which must not be more than 90 days after the certificate is filed.



* S B 2 4 2 R 1 *

1 **Sec. 88.** NRS 82.471 is hereby amended to read as follows:

2 82.471 1. Whenever any corporation becomes insolvent or
3 suspends its ordinary business for want of funds to carry on the
4 business, or if its business has been and is being conducted at a great
5 loss and greatly prejudicial to the interest of its creditors or
6 members, creditors holding 10 percent of the outstanding
7 indebtedness, or members, if any, having 10 percent of the voting
8 power to elect directors, may, by petition or bill of complaint setting
9 forth the facts and circumstances of the case, apply to the district
10 court of the county in which the ~~registered~~ *principal* office of the
11 corporation is located *or to the district court in Carson City* for a
12 writ of injunction and the appointment of a receiver or receivers or
13 trustee or trustees.

14 2. The court, being satisfied by affidavit or otherwise of the
15 sufficiency of the application and of the truth of the allegations
16 contained in the petition or bill, and upon hearing after such notice
17 as the court by order may direct, shall proceed in a summary way to
18 hear the affidavits, proofs and allegations which may be offered in
19 behalf of the parties.

20 3. If upon the inquiry it appears to the court that the
21 corporation has become insolvent and is not about to resume its
22 business in a short time thereafter, or that its business has been and
23 is being conducted at a great loss and greatly prejudicial to the
24 interests of its creditors or members, so that its business cannot be
25 conducted with safety to the public, it may issue an injunction to
26 restrain the corporation and its officers and agents from exercising
27 any of its privileges or franchises and from collecting or receiving
28 any debts or paying out, selling, assigning or transferring any of its
29 estate, money, funds, lands, tenements or effects, except to a
30 receiver appointed by the court, until the court otherwise orders.

31 **Sec. 89.** NRS 82.486 is hereby amended to read as follows:

32 82.486 1. The persons described in subsections 2 and 3 may
33 apply to the district court in the district where the corporation has its
34 ~~registered office:~~ *principal office or, if the principal office is not*
35 *located in this State, to the district court in Carson City:*

36 (a) For an order dissolving the corporation and appointing a
37 receiver to wind up its affairs, and by injunction restrain the
38 corporation from exercising any of its powers or doing business
39 whatsoever, except by or through a receiver appointed by the court;
40 or

41 (b) For such other equitable relief that is just and proper in the
42 circumstances.

43 2. A member or members, if any, holding at least one-third of
44 the voting power for the election of directors or a majority of the



* S B 2 4 2 R 1 *

1 directors in office, may apply for the relief described in subsection 1
2 whenever it is established that:

- 3 (a) The corporation has willfully violated its charter;
- 4 (b) Its trustees or directors have been guilty of fraud or collusion
- 5 or gross mismanagement in the conduct or control of its affairs;
- 6 (c) Its trustees or directors have been guilty of misfeasance,
- 7 malfeasance or nonfeasance;
- 8 (d) The corporation is unable to conduct its activities or
- 9 conserve its assets by reason of the act, neglect or refusal to function
- 10 of any of the directors or trustees;
- 11 (e) The assets of the corporation are in danger of waste,
- 12 misapplication, sacrifice or loss;
- 13 (f) The corporation has abandoned its business;
- 14 (g) The corporation has not proceeded diligently to wind up its
- 15 affairs or to distribute its assets in a reasonable time;
- 16 (h) The corporation has become insolvent;
- 17 (i) The corporation, although not insolvent, is for any cause not
- 18 able to pay its debts or other obligations as they mature;
- 19 (j) The corporation is not about to resume its business with
- 20 safety to the public;
- 21 (k) The period of corporate existence has expired and has not
- 22 been lawfully extended;
- 23 (l) The corporation has solicited property and has failed to use it
- 24 for the purpose solicited;
- 25 (m) The corporation has fraudulently used or solicited property;
- 26 or
- 27 (n) The corporation has exceeded its powers.

28 3. The Attorney General may apply for the relief described in
29 subsection 1 whenever the corporation is a corporation for public
30 benefit and whenever it is established that:

- 31 (a) The corporation has willfully violated its charter;
- 32 (b) Its trustees or directors have been guilty of fraud or collusion
- 33 or gross mismanagement in the conduct or control of its affairs;
- 34 (c) The corporation has abandoned its business;
- 35 (d) The corporation has become insolvent;
- 36 (e) The corporation, although not insolvent, is for any cause not
- 37 able to pay its debts or other obligations as they mature;
- 38 (f) The corporation has solicited property and has failed to use it
- 39 for the purpose solicited;
- 40 (g) The corporation has fraudulently used or solicited property;
- 41 or
- 42 (h) The period of corporate existence has expired and has not
- 43 been lawfully extended.

44 4. Any person or superior organization under which the
45 corporation was formed, if expressly authorized to act by the



* S B 2 4 2 R 1 *

articles, may apply for the relief described in subsection 1 pursuant to the grounds, if any, set forth in the articles.

Sec. 90. NRS 82.523 is hereby amended to read as follows:

82.523 1. Each foreign nonprofit corporation 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 nonprofit corporation 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 nonprofit corporation;

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

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

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

(e) The ~~{name and address of its lawfully designated resident agent in this State;}~~ *information required by subsection 1 of section 31 of this act;* and

(f) The signature of an officer of the foreign nonprofit corporation 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 nonprofit corporation:

(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 with the Office of the Secretary of State.

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

4. The Secretary of State shall, 60 days before the last day for filing each annual list, cause to be mailed to each foreign nonprofit corporation which is required to comply with the provisions of NRS 82.523 to 82.5239, inclusive, and which has not become delinquent, the blank forms to be completed and filed with him. Failure of any foreign nonprofit corporation to receive the forms does not excuse it from the penalty imposed by the provisions of NRS 82.523 to 82.5239, inclusive.



5. 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.

6. An annual list for a foreign nonprofit corporation 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.

Sec. 91. NRS 82.5236 is hereby amended to read as follows:

82.5236 1. The Secretary of State shall notify, by providing written notice to its ~~resident~~ *registered* agent, each foreign nonprofit corporation deemed in default pursuant to NRS 82.5235. The written notice:

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

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

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

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

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

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

Sec. 92. NRS 82.5237 is hereby amended to read as follows:

82.5237 1. Except as otherwise provided in subsections 3 and 4, the Secretary of State shall reinstate a foreign nonprofit corporation which has forfeited or which forfeits its right to transact business pursuant to the provisions of NRS 82.523 to 82.5239, inclusive, and restore to the foreign nonprofit corporation its right to transact business in this State, and to exercise its corporate privileges and immunities, if it:

(a) Files with the Secretary of State a list as provided in NRS 82.523; and

(b) Pays to the Secretary of State:

(1) The filing fee and penalty set forth in NRS 82.523 and 82.5235 for each year or portion thereof that its right to transact business was forfeited; and

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



* S B 2 4 2 R 1 *

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

(a) Requests a certificate of reinstatement; and

(b) Pays the fees as provided in subsection ~~8~~ 7 of NRS 78.785.

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

4. If the right of a foreign nonprofit corporation to transact business in this State has been forfeited pursuant to the provisions of this chapter and has remained forfeited for a period of 5 consecutive years, the right to transact business must not be reinstated.

Sec. 93. 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.]~~ *information required by subsection 1 of section 31 of this act.*

(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.



* S B 2 4 2 R 1 *

2. A corporation whose charter has not expired and is being renewed shall cause the certificate to be signed by 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. 94. NRS 84.006 is hereby amended to read as follows:

84.006 "Street address" of a ~~resident~~ *registered* agent means the actual physical location in this State at which a ~~resident~~ *registered* agent is available for service of process.

Sec. 95. NRS 84.020 is hereby amended to read as follows:

84.020 An archbishop, bishop, president, trustee in trust, president of stake, president of congregation, overseer, presiding elder, district superintendent, other presiding officer or clergyman of a church or religious society or denomination, who has been chosen, elected or appointed in conformity with the constitution, canons, rites, regulations or discipline of the church or religious society or denomination, and in whom is vested the legal title to property held for the purposes, use or benefit of the church or religious society or denomination, may make and sign written articles of incorporation, in duplicate, and file one copy of the articles ~~[, together with a certificate of acceptance of appointment signed by the resident agent of the corporation,]~~ in the Office of the Secretary of State and retain possession of the other.

Sec. 96. NRS 84.030 is hereby amended to read as follows:

84.030 The articles of incorporation must specify:

1. The name of the corporation, which must be the name of the person making and subscribing the articles and the title of his office in the church or religious society, naming it if desired, and followed by the words "and his successors, a corporation sole," or the title of his office in the church or religious society, naming it if desired, and followed by the words "and his successors, a corporation sole."

2. The object of the corporation.



3. The title of the person making the articles, and the manner in which any vacancy occurring in the incumbency of an archbishop, bishop, president, trustee in trust, president of stake, president of congregation, overseer, presiding elder, district superintendent, other presiding officer or clergyman is required by the rules, regulations or discipline of such church, society or denomination to be filled.

4. ~~The [name of the natural person or corporation designated as the corporation's resident agent, the street address for the service of process, and the mailing address if different from the street address.]~~
information required by subsection 1 of section 31 of this act.

Sec. 97. NRS 84.110 is hereby amended to read as follows:

84.110 1. Every corporation sole must have a ~~[resident]~~ *registered* agent in the manner provided in NRS 78.090 and ~~[78.095, subsections 1 to 4, inclusive, of NRS]~~ 78.097 . ~~[and NRS 78.110. The resident]~~ *The registered* agent shall comply with the provisions of those sections.

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

~~—3.]~~ A corporation sole is subject to the provisions of NRS 78.150 to 78.185, inclusive, except that:

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

Sec. 98. NRS 84.120 is hereby amended to read as follows:

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

~~—(a) File with the Secretary of State a signed statement in the manner provided pursuant to subsection 1 of NRS 78.097 that he is unwilling to continue to act as the resident agent of the corporation for the service of process; and~~

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

~~—A resignation is not effective until the signed statement is filed with the Secretary of State.~~

~~—2.— The statement of resignation may contain a statement of the affected corporation sole appointing a successor resident agent for that corporation. A certificate of acceptance signed by the new resident agent, stating the full name, complete street address and, if different from the street address, mailing address of the new resident agent, must accompany the statement appointing a successor resident agent.~~



* S B 2 4 2 R 1 *

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

~~4.] If a [resident agent dies, resigns or removes from the State,] registered agent resigns pursuant to section 37 of this act or if a commercial registered agent terminates its listing as a commercial registered agent pursuant to section 33 of this act, the corporation sole, [within 30 days thereafter,] before the effective date of the resignation or termination, shall file with the Secretary of State a [certificate of acceptance signed by the new resident agent. The certificate must set forth the full name and complete street address of the new resident agent for the service of process, and may have a separate mailing address, such as a post office box, which may be different from the street address.~~

~~5.] statement of change of registered agent pursuant to section 34 of this act.~~

2. A corporation sole that fails to ~~[file a certificate of acceptance signed by the new resident agent within 30 days after the death, resignation or removal of its former resident agent]~~ *comply with subsection 1* shall be deemed in default and is subject to the provisions of NRS 84.130 and 84.140.

3. *As used in this section, "commercial registered agent" has the meaning ascribed to it in section 5 of this act.*

Sec. 99. NRS 84.140 is hereby amended to read as follows:

84.140 1. The Secretary of State shall notify, by providing written notice to its ~~[resident]~~ *registered* agent, each corporation sole deemed in default pursuant to the provisions of this chapter. The notice:

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

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

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

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



* S B 2 4 2 R 1 *

4. The Secretary of State shall forthwith notify, by providing written notice to its ~~resident~~ *registered* agent, each corporation specified in subsection 3 of the forfeiture of its charter. The written notice:

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

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

Sec. 100. NRS 84.150 is hereby amended to read as follows:

84.150 1. Except as otherwise provided in subsections 3 and 4, the Secretary of State shall reinstate any corporation sole which has forfeited its right to transact business under the provisions of this chapter and restore the right to carry on business in this State and exercise its corporate privileges and immunities, if it:

(a) Files with the Secretary of State ~~la certificate of acceptance of appointment signed by the resident agent of the corporation;~~ *the information required by subsection 1 of section 31 of this act;* and

(b) Pays to the Secretary of State:

(1) The filing fees and penalties set forth in this chapter for each year or portion thereof during which its charter has been revoked; and

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

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

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

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

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

4. If a corporate charter has been revoked pursuant to the provisions of this chapter and has remained revoked for 10 consecutive years, the charter must not be reinstated.

Sec. 101. Chapter 86 of NRS is hereby amended by adding thereto a new section to read as follows:

"Registered agent" has the meaning ascribed to it in section 24 of this act.

Sec. 102. NRS 86.011 is hereby amended to read as follows:

86.011 As used in this chapter, unless the context otherwise requires, the words and terms defined in NRS 86.022 to 86.128, inclusive, *and section 101 of this act* have the meanings ascribed to them in those sections.



* S B 2 4 2 R 1 *

1 **Sec. 103.** NRS 86.121 is hereby amended to read as follows:
2 86.121 “Registered office” of a limited-liability company
3 means the office maintained at the street address of its ~~{resident}~~
4 *registered* agent.

5 **Sec. 104.** NRS 86.128 is hereby amended to read as follows:
6 86.128 “Street address” of a ~~{resident}~~ *registered* agent means
7 the actual physical location in this State at which a ~~{resident}~~
8 *registered* agent is available for service of process.

9 **Sec. 105.** NRS 86.151 is hereby amended to read as follows:
10 86.151 1. One or more persons may form a limited-liability
11 company by ~~{~~

12 ~~—(a) Signing~~ *signing* and filing with the Secretary of State
13 articles of organization for the company. ~~{; and~~

14 ~~—(b) Filing with the Secretary of State a certificate of acceptance~~
15 ~~of appointment, signed by the resident agent of the company.]~~

16 2. Upon the filing of the articles of organization ~~{and the~~
17 ~~certificate of acceptance}~~ with the Secretary of State ~~{;}~~ and the
18 payment to him of the required filing fees, the Secretary of State
19 shall issue to the company a certificate that the articles, containing
20 the required statement of facts, have been filed.

21 3. A signer of the articles of organization or a manager
22 designated in the articles does not thereby become a member of the
23 company. At all times after commencement of business by the
24 company, the company must have one or more members. The filing
25 of the articles does not, by itself, constitute commencement of
26 business by the company.

27 **Sec. 106.** NRS 86.161 is hereby amended to read as follows:

28 86.161 1. The articles of organization must set forth:

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

30 (b) The ~~{name and complete street address of its resident agent,~~
31 ~~and the mailing address of the resident agent if different from the~~
32 ~~street address;}~~ *information required by subsection 1 of section 31*
33 *of this act;*

34 (c) The name and address, either residence or business, of each
35 of the organizers signing the articles;

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

37 (1) One or more managers, the name and address, either
38 residence or business, of each initial manager; or

39 (2) The members, the name and address, either residence or
40 business, of each initial member; and

41 (e) If the company is to have one or more series of members and
42 the debts or liabilities of any series are to be enforceable against the
43 assets of that series only and not against the assets of another series
44 or the company generally, a statement to that effect and a statement:



(1) Setting forth the relative rights, powers and duties of the series; or

(2) Indicating that the relative rights, powers and duties of the series will be set forth in the operating agreement or established as provided in the operating agreement.

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

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

(a) The rights of the members to contract debts on behalf of the limited-liability company if the limited-liability company is managed by its members;

(b) The rights of the manager or managers to contract debts on behalf of the limited-liability company if the limited-liability company is managed by a manager or managers; or

(c) Any of the powers enumerated in this chapter.

Sec. 107. NRS 86.201 is hereby amended to read as follows:

86.201 1. A limited-liability company is considered legally organized pursuant to this chapter upon:

(a) Filing the articles of organization with the Secretary of State or upon a later date specified in the articles of organization; *and*

~~(b) Filing the certificate of acceptance of the resident agent with the Secretary of State; and~~

~~—(c)—~~ Paying the required filing fees to the Secretary of State.

2. A limited-liability company must not transact business or incur indebtedness, except that which is incidental to its organization or to obtaining subscriptions for or payment of contributions, until the company is considered legally organized pursuant to subsection 1.

Sec. 108. NRS 86.221 is hereby amended to read as follows:

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

2. ~~[A]~~ *Except as otherwise provided in section 34 of this act,* *an* amendment must be made in the form of a certificate setting forth:

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

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

(c) The amendment to the articles of organization.



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

4. Restated articles of organization may be signed and filed in the same manner as a certificate of amendment. If the certificate alters or amends the articles in any manner, it must be accompanied by a form prescribed by the Secretary of State setting forth which provisions of the articles of organization on file with the Secretary of State are being altered or amended.

5. The following may be omitted from the restated articles of organization:

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

(b) The names and addresses of the past and present members or managers; and

(c) The ~~{name and address of the resident agent.}~~ *information required by subsection 1 of section 31 of this act.*

Sec. 109. NRS 86.231 is hereby amended to read as follows:

86.231 ~~{1. Except during any period of vacancy described in NRS 86.251, a}~~ A limited-liability company shall have a ~~{resident}~~ *registered* agent who must have a street address for the service of process. The street address of the ~~{resident}~~ *registered* agent is the registered office of the limited-liability company in this State.

~~{2. Within 30 days after changing the location of his office from one address to another in this State, a resident agent shall file a certificate with the Secretary of State setting forth the names of the limited liability companies represented by him, the address at which he has maintained the office for each of the limited liability companies, and the new address to which the office is transferred.}~~

Sec. 110. NRS 86.251 is hereby amended to read as follows:

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

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

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

~~—A resignation is not effective until the signed statement is filed with the Secretary of State.~~

~~—2. The statement of resignation may contain a statement of the affected limited liability company appointing a successor resident agent for that limited liability company, giving the agent's full name, street address for the service of process, and mailing address if different from the street address. A certificate of acceptance~~



* S B 2 4 2 R 1 *

1 ~~signed by the new resident agent must accompany the statement~~
2 ~~appointing a successor resident agent.~~

3 ~~—3. Upon the filing of the statement of resignation with the~~
4 ~~Secretary of State, the capacity of the resigning person as resident~~
5 ~~agent terminates. If the statement of resignation contains no~~
6 ~~statement by the limited liability company appointing a successor~~
7 ~~resident agent, the resigning agent shall immediately give written~~
8 ~~notice, by mail, to the limited liability company of the filing of the~~
9 ~~statement and its effect. The notice must be addressed to any~~
10 ~~manager or, if none, to any member of the limited liability company~~
11 ~~other than the resident agent.~~

12 ~~—4.] If a [resident agent dies, resigns or moves from the State,]~~
13 ~~registered agent resigns pursuant to section 37 of this act or if a~~
14 ~~commercial registered agent terminates its listing as a commercial~~
15 ~~registered agent pursuant to section 33 of this act, the limited-~~
16 ~~liability company, [within 30 days thereafter,] before the effective~~
17 ~~date of the resignation or termination, shall file with the Secretary~~
18 ~~of State a [certificate of acceptance signed by the new resident~~
19 ~~agent. The certificate must set forth the name, complete street~~
20 ~~address and mailing address, if different from the street address, of~~
21 ~~the new resident agent.~~

22 ~~—5.] statement of change of registered agent pursuant to section~~
23 ~~34 of this act.~~

24 2. Each limited-liability company which fails to ~~[file a~~
25 ~~certificate of acceptance signed by the new resident agent within 30~~
26 ~~days after the death, resignation or removal of its resident agent as~~
27 ~~provided in subsection 4)] **comply with subsection 1**~~ shall be deemed
28 in default and is subject to the provisions of NRS 86.272 and
29 86.274.

30 3. ***As used in this section, “commercial registered agent” has***
31 ***the meaning ascribed to it in section 5 of this act.***

32 **Sec. 111.** NRS 86.261 is hereby amended to read as follows:

33 86.261 1. The ~~[resident]~~ **registered** agent appointed by a
34 limited-liability company is an agent of the company upon whom
35 any process, notice or demand required or permitted by law to be
36 served upon the company may be served.

37 2. This section does not limit or affect the right to serve any
38 process, notice or demand required or permitted by law to be served
39 upon a limited-liability company in any other manner permitted by
40 law.

41 **Sec. 112.** NRS 86.263 is hereby amended to read as follows:

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



* S B 2 4 2 R 1 *

- 1 (a) The name of the limited-liability company;
- 2 (b) The file number of the limited-liability company, if known;
- 3 (c) The names and titles of all of its managers or, if there is no
- 4 manager, all of its managing members;
- 5 (d) The address, either residence or business, of each manager or
- 6 managing member listed, following the name of the manager or
- 7 managing member;

8 (e) The ~~[name and street address of its lawfully designated~~
9 ~~resident agent in this State;]~~ *information required by subsection 1*
10 *of section 31 of this act;* and

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

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

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

- 22 (a) Has complied with the provisions of NRS 360.780; and
- 23 (b) Acknowledges that pursuant to NRS 239.330, it is a category
24 C felony to knowingly offer any false or forged instrument for filing
25 in the Office of the Secretary of State.

26 4. Upon filing:

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

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

31 5. If a manager or managing member of a limited-liability
32 company resigns and the resignation is not reflected on the annual or
33 amended list of managers and managing members, the limited-
34 liability company or the resigning manager or managing member
35 shall pay to the Secretary of State a fee of \$75 to file the resignation.

36 6. The Secretary of State shall, 90 days before the last day for
37 filing each list required by subsection 2, cause to be mailed to each
38 limited-liability company which is required to comply with the
39 provisions of this section, and which has not become delinquent, a
40 notice of the fee due under subsection 4 and a reminder to file a list
41 required by subsection 2. Failure of any company to receive a notice
42 or form does not excuse it from the penalty imposed by law.

43 7. If the list to be filed pursuant to the provisions of subsection
44 1 or 2 is defective or the fee required by subsection 4 is not paid, the
45 Secretary of State may return the list for correction or payment.



* S B 2 4 2 R 1 *

8. An annual list for a limited-liability company not in default 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. 113. NRS 86.274 is hereby amended to read as follows:

86.274 1. The Secretary of State shall notify, by providing written notice to its ~~resident~~ *registered* agent, each limited-liability company deemed in default pursuant to the provisions of this chapter. The written notice:

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

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

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

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

4. The Secretary of State shall forthwith notify, by providing written notice to its ~~resident~~ *registered* agent, each limited-liability company specified in subsection 3 of the forfeiture of its charter. The written notice:

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

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

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

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

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

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

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



Sec. 114. NRS 86.276 is hereby amended to read as follows:

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

(a) Files with the Secretary of State:

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

(2) The statement required by NRS 86.264, if applicable; and

~~[(3) A certificate of acceptance of appointment signed by its resident agent; and]~~

(b) Pays to the Secretary of State:

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

(2) The fee set forth in NRS 86.264, if applicable; and

(3) A fee of \$300 for reinstatement.

2. When the Secretary of State reinstates the limited-liability company, he shall issue to the company a certificate of reinstatement if the limited-liability company:

(a) Requests a certificate of reinstatement; and

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

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

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

Sec. 115. NRS 86.544 is hereby amended to read as follows:

86.544 Before transacting business in this State, a foreign limited-liability company must register with the Secretary of State. In order to register, a foreign limited-liability company must submit to the Secretary of State an application for registration as a foreign limited-liability company, signed by a manager of the company or, if management is not vested in a manager, a member of the company . ~~[and a signed certificate of acceptance of a resident agent.]~~ The application for registration must set forth:

1. The name of the foreign limited-liability company and, if different, the name under which it proposes to register and transact business in this State;

2. The state and date of its formation;



* S B 2 4 2 R 1 *

1 3. The ~~[name and address of the resident agent in this State~~
2 ~~whom the foreign limited liability company elects to appoint;]~~
3 *information required by subsection 1 of section 31 of this act;*

4 4. A statement that the Secretary of State is appointed the agent
5 of the foreign limited-liability company for service of process if the
6 authority of the ~~[resident]~~ *registered* agent has been revoked, or if
7 the ~~[resident]~~ *registered* agent has resigned or cannot be found or
8 served with the exercise of reasonable diligence;

9 5. The address of the office required to be maintained in the
10 state of its organization by the laws of that state or, if not so
11 required, of the principal office of the foreign limited-liability
12 company;

13 6. The name and business address of each manager or, if
14 management is not vested in a manager, each member;

15 7. The address of the office at which is kept a list of the names
16 and addresses of the members and their capital contributions,
17 together with an undertaking by the foreign limited-liability
18 company to keep those records until the registration in this State of
19 the foreign limited-liability company is cancelled or withdrawn; and

20 8. If the foreign limited-liability company has one or more
21 series of members and if the debts or liabilities of a series are
22 enforceable against the assets of that series only and not against the
23 assets of the company generally or another series, a statement to that
24 effect.

25 **Sec. 116.** NRS 86.5461 is hereby amended to read as follows:

26 86.5461 1. Each foreign limited-liability company doing
27 business in this State shall, on or before the last day of the first
28 month after the filing of its application for registration as a foreign
29 limited-liability company with the Secretary of State, and annually
30 thereafter on or before the last day of the month in which the
31 anniversary date of its qualification to do business in this State
32 occurs in each year, file with the Secretary of State a list on a form
33 furnished by him that contains:

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

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

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

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

41 (e) The ~~[name and street address of its lawfully designated~~
42 ~~resident agent in this State;]~~ *information required by subsection 1*
43 *of section 31 of this act;* and



(f) The signature of a manager or managing member of the foreign limited-liability company 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 limited-liability company:

(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 with the Office of the Secretary of State.

3. Upon filing:

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

(b) Each annual list required by this section, the foreign limited-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 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.

5. The Secretary of State shall, 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~~ *shall* 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. 117. NRS 86.5466 is hereby amended to read as follows:

86.5466 1. The Secretary of State shall notify, by providing written notice to its ~~resident~~ *registered* agent, each foreign limited-liability company deemed in default pursuant to NRS 86.5465. The written notice:

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



* S B 2 4 2 R 1 *

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

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

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

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

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

Sec. 118. NRS 86.5467 is hereby amended to read as follows:

86.5467 1. Except as otherwise provided in subsections 3 and 4, the Secretary of State shall reinstate a foreign limited-liability company which has forfeited or which forfeits its right to transact business under the provisions of this chapter and shall restore to the foreign limited-liability company its right to transact business in this State, and to exercise its privileges and immunities, if it:

(a) Files with the Secretary of State:

(1) The list required by NRS 86.5461; *and*

(2) The statement required by NRS 86.5462, if applicable; and

~~[(3) A certificate of acceptance of appointment signed by its resident agent; and]~~

(b) Pays to the Secretary of State:

(1) The filing fee and penalty set forth in NRS 86.5461 and 86.5465 for each year or portion thereof that its right to transact business was forfeited;

(2) The fee set forth in NRS 86.5462, if applicable; and

(3) A fee of \$300 for reinstatement.

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

(a) Requests a certificate of reinstatement; and

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

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



4. If the right of a foreign limited-liability company to transact business in this State has been forfeited pursuant to the provisions of this chapter and has remained forfeited for a period of 5 consecutive years, the right must not be reinstated.

Sec. 119. 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)~~ (e) Certifying a copy of articles of organization or an amendment to the articles, \$30;

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

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

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

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

~~(j)~~ (i) Copies 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. 120. NRS 86.580 is hereby amended to read as follows:

86.580 1. A limited-liability company which did exist or is existing pursuant to the laws of this State may, upon complying with the provisions of NRS 86.276, 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 existing charter, by filing:

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

(1) The name of the limited-liability company, which must be the name of the limited-liability company at the time of the



* S B 2 4 2 R 1 *

1 renewal or revival, or its name at the time its original charter
2 expired.

3 (2) The ~~[name of the person lawfully designated as the~~
4 ~~resident agent of the limited liability company, his street address for~~
5 ~~the service of process, and his mailing address if different from his~~
6 ~~street address.]~~ *information required by subsection 1 of section 31*
7 *of this act.*

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

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

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

20 (b) A list of its managers ~~[]~~ or , if there are no managers, all its
21 managing members and their mailing or street addresses, either
22 residence or business.

23 2. A limited-liability company whose charter has not expired
24 and is being renewed shall cause the certificate to be signed by its
25 manager ~~[]~~ or , if there is no manager, by a person designated by its
26 members. The certificate must be approved by a majority in interest.

27 3. A limited-liability company seeking to revive its original or
28 amended charter shall cause the certificate to be signed by a person
29 or persons designated or appointed by the members. The signing and
30 filing of the certificate must be approved by the written consent of a
31 majority in interest and must contain a recital that this consent was
32 secured. The limited-liability company shall pay to the Secretary of
33 State the fee required to establish a new limited-liability company
34 pursuant to the provisions of this chapter.

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

40 **Sec. 121.** NRS 87.008 is hereby amended to read as follows:

41 87.008 "Street address" of a ~~[resident]~~ *registered* agent means
42 the actual physical location in this State at which a ~~[resident]~~
43 *registered* agent is available for service of process.



* S B 2 4 2 R 1 *

Sec. 122. 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.]~~ *information required by subsection 1 of section 31 of this act.*

(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 \$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. 123. NRS 87.480 is hereby amended to read as follows:

87.480 ~~[1. Except during the period described in subsection~~

~~3, a]~~ A registered limited-liability partnership must have a ~~[resident]~~ *registered* agent who resides or is located in this State. A ~~[resident]~~ *registered* agent must have a street address for the service of process that is the principal office of the registered limited-liability company in this State, and may have a separate mailing address that is different from his street address.

~~[2. A resident agent for a registered limited liability partnership shall file a certificate of acceptance with the Secretary of State.~~

~~3. A resident agent shall, within 30 days after changing the location of his office from one address to another address in this State, file a certificate with the Secretary of State that sets forth the names of the registered limited liability partnerships represented by the agent and the new address of his office.]~~



* S B 2 4 2 R 1 *

Sec. 124. NRS 87.490 is hereby amended to read as follows:

87.490 1. If a registered limited-liability partnership wishes to change the location of its principal office in this State, ~~[or its resident agent,]~~ it shall first file with the Secretary of State a certificate of change of principal office ~~[or resident agent]~~ that sets forth:

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

(b) The street address of its principal office; *and*

~~(c) [If the location of its principal office will be changed, the] street address of its new principal office . [;~~

~~—(d) The name of its resident agent; and~~

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

~~—2. A certificate of acceptance signed by the new resident agent must accompany the certificate of change of resident agent.~~

~~—3.] 2.~~ A certificate of change of principal office ~~[or resident agent]~~ filed pursuant to this section must be:

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

(b) Accompanied by a fee of \$60.

~~[4. If the name of a resident agent is changed as a result of a merger, conversion, exchange, sale, reorganization or amendment, the resident agent shall:~~

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

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

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

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

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

~~—5.] 3.~~ A change authorized by this section becomes effective upon the filing of the proper certificate of change.

Sec. 125. NRS 87.500 is hereby amended to read as follows:

87.500 1. ~~[A resident agent who wishes to resign shall:~~

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

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

~~—A resignation is not effective until the signed statement is filed with the Secretary of State.~~



* S B 2 4 2 R 1 *

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

~~3. Upon the filing of the statement with the Secretary of State, the capacity of the person as resident agent terminates. If the statement of resignation contains no statement by the registered limited liability partnership appointing a successor resident agent, the resigning agent shall immediately give written notice, by certified mail, to the registered limited liability partnership of the filing of the statement and its effect. The notice must be addressed to a managing partner in this State.~~

~~4.] If a [resident agent dies, resigns or removes himself from the State,] registered agent resigns pursuant to section 37 of this act or if a commercial registered agent terminates its listing as a commercial registered agent pursuant to section 33 of this act, the registered limited-liability partnership shall, [within 30 days thereafter,] before the effective date of the resignation or termination, file with the Secretary of State a [certificate of acceptance, signed by the new resident agent. The certificate must set forth the full name, complete street address and, if different from the street address, the mailing address of the newly designated resident agent.~~

~~5.] statement of change of registered agent pursuant to section 34 of this act.~~

2. If a registered limited-liability partnership fails to ~~[file a certificate of acceptance within the period required by subsection 4,]~~ *comply with subsection 1,* it is in default and is subject to the provisions of NRS 87.520.

3. *As used in this section, "commercial registered agent" has the meaning ascribed to it in section 5 of this act.*

Sec. 126. 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;



* S B 2 4 2 R 1 *

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 its lawfully designated~~
5 ~~resident agent in this State;]~~ *information required by subsection 1*
6 *of section 31 of this act;* 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 reflected on the annual
25 or amended list of managing partners, the registered limited-liability
26 partnership or the resigning managing partner shall pay to the
27 Secretary of State a fee of \$75 to file the resignation.

28 4. The Secretary of State shall, at least 90 days before the last
29 day for filing each annual list required by subsection 1, cause to be
30 mailed to the registered limited-liability partnership a notice of the
31 fee due pursuant to subsection 2 and a reminder to file the annual
32 list required by subsection 1. The failure of any registered limited-
33 liability partnership to receive a notice or form does not excuse it
34 from complying with the provisions of this section.

35 5. If the list to be filed pursuant to the provisions of subsection
36 1 is defective, or the fee required by subsection 2 is not paid, the
37 Secretary of State may return the list for correction or payment.

38 6. An annual list that is filed by a registered limited-liability
39 partnership which is not in default more than 90 days before it is due
40 shall be deemed an amended list for the previous year and does not
41 satisfy the requirements of subsection 1 for the year to which the
42 due date is applicable.

43 **Sec. 127.** NRS 87.520 is hereby amended to read as follows:

44 87.520 1. A registered limited-liability partnership that fails
45 to comply with the provisions of NRS 87.510 is in default.



* S B 2 4 2 R 1 *

2. Upon notification from the Administrator of the Real Estate Division of the Department of Business and Industry that a registered limited-liability partnership 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 registered limited-liability partnership to be in default. If, after the registered limited-liability partnership is deemed to be in default, the Administrator notifies the Secretary of State that the registered limited-liability partnership has registered pursuant to NRS 116.31158 and paid the fees pursuant to NRS 116.31155, the Secretary of State shall reinstate the registered limited-liability partnership if the registered limited-liability partnership complies with the requirements for reinstatement as provided in this section and NRS 87.530.

3. Any registered limited-liability partnership that is in default pursuant to this section must, in addition to the fee required to be paid pursuant to NRS 87.510, pay a penalty of \$75.

4. The Secretary of State shall provide written notice to the ~~resident~~ *registered* agent of any registered limited-liability partnership that is in default. The written notice:

(a) Must include the amount of any payment that is due from the registered limited-liability partnership.

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

5. If a registered limited-liability partnership fails to pay the amount that is due, the certificate of registration of the registered limited-liability partnership shall be deemed revoked immediately after the last day of the month in which the anniversary date of the filing of the certificate of registration occurs, and the Secretary of State shall notify the registered limited-liability partnership, by providing written notice to its ~~resident~~ *registered* agent or, if the registered limited-liability partnership does not have a ~~resident~~ *registered* agent, to a managing partner, that its certificate of registration is revoked. The written notice:

(a) Must include the amount of any fees and penalties incurred that are due.

(b) At the request of the resident agent or managing partner, may be provided electronically.

Sec. 128. NRS 87.530 is hereby amended to read as follows:

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

(a) Files with the Secretary of State ~~+~~



* S B 2 4 2 R 1 *

~~(1) The~~ *the* information required by NRS 87.510; and
~~(2) A certificate of acceptance of appointment signed by its
resident agent; and]~~

(b) Pays to the Secretary of State:

(1) The fee required to be paid pursuant to NRS 87.510;

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

and

(3) A reinstatement fee of \$300.

2. When the Secretary of State reinstates the registered limited-liability partnership, he shall issue to the registered limited-liability partnership a certificate of reinstatement if the registered limited-liability partnership:

(a) Requests a certificate of reinstatement; and

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

3. The Secretary of State shall not reinstate the certificate of registration of a registered limited-liability partnership if the certificate was revoked pursuant to the provisions of this chapter at least 5 years before the date of the proposed reinstatement.

Sec. 129. 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 its lawfully designated resident agent in this State;]~~ *information required by subsection 1 of section 31 of this act;* 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



* S B 2 4 2 R 1 *

(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 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.

5. The Secretary of State shall, 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 is required to comply with the provisions of NRS 87.541 to 87.544, inclusive, and which has not become delinquent, the blank forms to be completed and filed with him. Failure of any foreign registered limited-liability partnership to receive the forms does not excuse it from the penalty imposed by the provisions of NRS 87.541 to 87.544, 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 registered limited-liability partnership not in default which is received by the Secretary of State more than 90 days before its due date ~~{must}~~ *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.

Sec. 130. NRS 87.543 is hereby amended to read as follows:

87.543 1. The Secretary of State shall notify, by providing written notice to its ~~{resident}~~ *registered* agent, each foreign registered limited-liability partnership deemed in default pursuant to NRS 87.5425. The written notice:

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

(b) At the request of the ~~{resident}~~ *registered* agent, may be provided electronically.

2. Immediately after the last day of the month in which the anniversary date of its registration occurs, the Secretary of State shall compile a complete list containing the names of all foreign



* S B 2 4 2 R 1 *

1 registered limited-liability partnerships whose right to transact
2 business has been forfeited.

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

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

9 (b) At the request of the ~~resident~~ *registered* agent, may be
10 provided electronically.

11 **Sec. 131.** NRS 87.5435 is hereby amended to read as follows:

12 87.5435 1. Except as otherwise provided in subsections 3 and
13 4, the Secretary of State shall reinstate a foreign registered limited-
14 liability partnership which has forfeited or which forfeits its right to
15 transact business under the provisions of this chapter and shall
16 restore to the foreign registered limited-liability partnership its right
17 to transact business in this State, and to exercise its privileges and
18 immunities, if it:

19 (a) Files with the Secretary of State ~~the~~
20 ~~— (1) The~~ *the* list required by NRS 87.541; and
21 ~~(2) A certificate of acceptance of appointment signed by its~~
22 ~~resident agent; and]~~

23 (b) Pays to the Secretary of State:

24 (1) The filing fee and penalty set forth in NRS 87.541 and
25 87.5425 for each year or portion thereof that its right to transact
26 business was forfeited; and

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

28 2. When the Secretary of State reinstates the foreign registered
29 limited-liability partnership, he shall issue to the foreign registered
30 limited-liability partnership a certificate of reinstatement if the
31 foreign registered limited-liability partnership:

32 (a) Requests a certificate of reinstatement; and

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

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

38 4. If the right of a foreign registered limited-liability
39 partnership to transact business in this State has been forfeited
40 pursuant to the provisions of this chapter and has remained forfeited
41 for a period of 5 consecutive years, the right to transact business
42 must not be reinstated.

43 **Sec. 132.** NRS 88.315 is hereby amended to read as follows:

44 88.315 As used in this chapter, unless the context otherwise
45 requires:



1 1. "Certificate of limited partnership" means the certificate
2 referred to in NRS 88.350, and the certificate as amended or
3 restated.

4 2. "Contribution" means any cash, property, services rendered,
5 or a promissory note or other binding obligation to contribute cash
6 or property or to perform services, which a partner contributes to a
7 limited partnership in his capacity as a partner.

8 3. "Event of withdrawal of a general partner" means an event
9 that causes a person to cease to be a general partner as provided in
10 NRS 88.450.

11 4. "Foreign limited partnership" means a partnership formed
12 under the laws of any state other than this State and having as
13 partners one or more general partners and one or more limited
14 partners.

15 5. "Foreign registered limited-liability limited partnership"
16 means a foreign limited-liability limited partnership:

17 (a) Formed pursuant to an agreement governed by the laws of
18 another state; and

19 (b) Registered pursuant to and complying with NRS 88.570 to
20 88.605, inclusive, and 88.609.

21 6. "General partner" means a person who has been admitted to
22 a limited partnership as a general partner in accordance with the
23 partnership agreement and named in the certificate of limited
24 partnership as a general partner.

25 7. "Limited partner" means a person who has been admitted to
26 a limited partnership as a limited partner in accordance with the
27 partnership agreement.

28 8. "Limited partnership" and "domestic limited partnership"
29 mean a partnership formed by two or more persons under the laws
30 of this State and having one or more general partners and one or
31 more limited partners.

32 9. "Partner" means a limited or general partner.

33 10. "Partnership agreement" means any valid agreement,
34 written or oral, of the partners as to the affairs of a limited
35 partnership and the conduct of its business.

36 11. "Partnership interest" means a partner's share of the profits
37 and losses of a limited partnership and the right to receive
38 distributions of partnership assets.

39 12. "Record" means information that is inscribed on tangible
40 medium or that is stored in an electronic or other medium and is
41 retrievable in perceivable form.

42 13. "Registered limited-liability limited partnership" means a
43 limited partnership:

44 (a) Formed pursuant to an agreement governed by this chapter;
45 and



* S B 2 4 2 R 1 *

(b) Registered pursuant to and complying with NRS 88.350 to 88.415, inclusive, 88.606, 88.6065 and 88.607.

14. *“Registered agent” has the meaning ascribed to it in section 24 of this act.*

15. “Registered office” means the office maintained at the street address of the ~~[resident agent]~~.

~~15. “Resident agent” means the agent appointed by the limited partnership upon whom process or a notice or demand authorized by law to be served upon the limited partnership may be served.]~~
registered agent.

16. “Sign” means to affix a signature to a record.

17. “Signature” means a name, word, symbol or mark executed or otherwise adopted, or a record encrypted or similarly processed in whole or in part, by a person with the present intent to identify himself and adopt or accept a record. The term includes, without limitation, an electronic signature as defined in NRS 719.100.

18. “State” means a state, territory or possession of the United States, the District of Columbia or the Commonwealth of Puerto Rico.

19. “Street address” of a ~~[resident]~~ *registered* agent means the actual physical location in this State at which a ~~[resident]~~ *registered agent* is available for service of process.

Sec. 133. NRS 88.330 is hereby amended to read as follows:

88.330 1. Each limited partnership shall continuously maintain in this State:

(a) An office, which may but need not be a place of its business in this State, at which must be kept the records required by NRS 88.335 to be maintained; and

(b) A ~~[resident]~~ *registered* agent.

~~2. [Every resident agent shall file a certificate in the Office of the Secretary of State, setting forth his street address where process may be served upon the limited partnership and his mailing address if different from the street address.]~~

~~3. Within 30 days after changing the location of his office from one address to another in this State, a resident agent shall file a certificate with the Secretary of State setting forth the names of the limited partnerships represented by the agent, the address at which he has maintained the office for each of the limited partnerships, and the new address to which the office is transferred.~~

~~4.]~~ Within 30 days after changing the location of the office which contains records for a limited partnership, a general partner of the limited partnership shall file a certificate of a change in address with the Secretary of State which sets forth the name of the limited partnership, the previous address of the office which contains records and the new address of the office which contains records.



* S B 2 4 2 R 1 *

Sec. 134. NRS 88.332 is hereby amended to read as follows:

88.332 1. ~~[A resident agent who desires to resign shall:~~

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

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

~~➔ A resignation is not effective until the signed statement is filed with the Secretary of State.~~

~~—2. The statement of resignation may contain a statement by the affected limited partnership appointing a successor resident agent for the limited partnership. A certificate of acceptance signed by the new agent, stating the full name, complete street address and, if different from the street address, mailing address of the new agent, must accompany the statement appointing the new agent.~~

~~—3. Upon the filing of the statement with the Secretary of State, the capacity of the person as resident agent terminates. If the statement of resignation does not contain a statement by the limited partnership appointing a successor resident agent, the resigning agent shall immediately give written notice, by mail, to the limited partnership of the filing of the statement and the effect thereof. The notice must be addressed to a general partner of the partnership other than the resident agent.~~

~~—4.] If a [designated resident agent dies, resigns or removes from the State,] *registered agent resigns pursuant to section 37 of this act or if a commercial registered agent terminates its listing as a commercial registered agent pursuant to section 33 of this act,* the limited partnership, ~~[within 30 days thereafter,] before the effective date of the resignation or termination,~~ shall file with the Secretary of State a ~~[certificate of acceptance, signed by the new resident agent. The certificate must set forth the full name, complete street address and, if different from the street address, mailing address of the newly designated resident agent.~~~~

~~—5.] *statement of change of registered agent pursuant to section 34 of this act.*~~

2. Each limited partnership which fails to ~~[file a certificate of acceptance signed by the new resident agent within 30 days after the death, resignation or removal of its resident agent as provided in subsection 4]~~ *comply with subsection 1* shall be deemed in default and is subject to the provisions of NRS 88.400 and 88.405.

3. *As used in this section, "commercial registered agent" has the meaning ascribed to it in section 5 of this act.*



* S B 2 4 2 R 1 *

Sec. 135. NRS 88.335 is hereby amended to read as follows:

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

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

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

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

(d) Copies of any then effective written partnership agreements;

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

(f) Unless contained in a written partnership agreement, a writing setting out:

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

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

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

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

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

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

Sec. 136. NRS 88.350 is hereby amended to read as follows:

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

(a) The name of the limited partnership;



* S B 2 4 2 R 1 *

(b) The ~~address of the office which contains records and the name and address of the resident agent required to be maintained by NRS 88.330;~~ *information required by subsection 1 of section 31 of this act;*

(c) The name and business address of each organizer executing the certificate;

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

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

(f) Any other matters the organizers determine to include therein.

2. ~~[A certificate of acceptance of appointment of a resident agent, signed by the agent, must be filed with the certificate of limited partnership.~~

~~—3.]~~ A limited partnership is formed at the time of the filing of the certificate of limited partnership ~~{and the certificate of acceptance}~~ in the Office of the Secretary of State or at any later time specified in the certificate of limited partnership if ~~[, in either case,]~~ there has been substantial compliance with the requirements of this section.

Sec. 137. NRS 88.355 is hereby amended to read as follows:

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

(a) The name of the limited partnership; and

(b) The amendment.

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

(a) The admission of a new general partner;

(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}~~ *registered* 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



1 occurrence of any event referred to in subsection 2 if the amendment
2 is filed within the 30-day period specified in subsection 2.

3 6. A certificate of amendment filed pursuant to this section is
4 effective upon filing the certificate with the Secretary of State or
5 upon a later date specified in the certificate, which must not be more
6 than 90 days after the certificate is filed.

7 7. A restated certificate of limited partnership may be signed
8 and filed in the same manner as a certificate of amendment. If the
9 certificate alters or amends the certificate of limited partnership in
10 any manner, it must be accompanied by a form prescribed by the
11 Secretary of State setting forth which provisions of the certificate of
12 limited partnership on file with the Secretary of State are being
13 altered or amended.

14 **Sec. 138.** NRS 88.395 is hereby amended to read as follows:

15 88.395 1. A limited partnership shall, on or before the last
16 day of the first month after the filing of its certificate of limited
17 partnership with the Secretary of State, and annually thereafter on or
18 before the last day of the month in which the anniversary date of the
19 filing of its certificate of limited partnership occurs, file with the
20 Secretary of State, on a form furnished by him, a list that contains:

21 (a) The name of the limited partnership;
22 (b) The file number of the limited partnership, if known;
23 (c) The names of all of its general partners;
24 (d) The address, either residence or business, of each general
25 partner;

26 (e) The ~~[name and street address of its lawfully designated~~
27 ~~resident agent in this State;]~~ *information required by subsection 1*
28 *of section 31 of this act;* and

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

31 ➤ Each list filed pursuant to this subsection must be accompanied
32 by a declaration under penalty of perjury that the limited partnership
33 has complied with the provisions of NRS 360.780 and which
34 acknowledges that pursuant to NRS 239.330 it is a category C
35 felony to knowingly offer any false or forged instrument for filing in
36 the Office of the Secretary of State.

37 2. Except as otherwise provided in subsection 3, a limited
38 partnership shall, upon filing:

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

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

43 3. A registered limited-liability limited partnership shall, upon
44 filing:



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

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

4. If a general partner of a limited partnership resigns and the resignation is not reflected on the annual or amended list of general partners, the limited partnership or the resigning general partner shall pay to the Secretary of State a fee of \$75 to file the resignation.

5. The Secretary of State shall, 90 days before the last day for filing each annual list required by subsection 1, cause to be mailed to each limited partnership which is required to comply with the provisions of this section, and which has not become delinquent, a notice of the fee due pursuant to the provisions of subsection 2 or 3, as appropriate, and a reminder to file the annual list. Failure of any limited partnership to receive a notice or form does not excuse it 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. 139. NRS 88.405 is hereby amended to read as follows:

88.405 1. The Secretary of State shall notify, by providing written notice to its ~~resident~~ *registered* agent, each defaulting limited partnership. The written notice:

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

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

2. Immediately after the first day of the first anniversary of the month following the month in which filing was required, the certificate of the limited partnership is revoked.

3. The Secretary of State shall compile a complete list containing the names of all limited partnerships whose right to transact business has been forfeited.

4. The Secretary of State shall notify, by providing written notice to its ~~resident~~ *registered* agent, each limited partnership specified in subsection 3 of the revocation of its certificate. The written notice:



* S B 2 4 2 R 1 *

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

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

5. In case of revocation of the certificate and of the forfeiture of the right to transact business thereunder, all the property and assets of the defaulting domestic limited partnership are held in trust by the general partners, and the same proceedings may be had with respect thereto as for the judicial dissolution of a limited partnership. Any person interested may institute proceedings at any time after a forfeiture has been declared, but, if the Secretary of State reinstates the limited partnership, the proceedings must at once be dismissed and all property restored to the general partners.

Sec. 140. NRS 88.410 is hereby amended to read as follows:

88.410 1. Except as otherwise provided in subsections 3 and 4, the Secretary of State shall reinstate any limited partnership which has forfeited or which forfeits its right to transact business under the provisions of this chapter and restore to the limited partnership its right to carry on business in this State, and to exercise its privileges and immunities if it:

(a) Files with the Secretary of State:

(1) The list required pursuant to NRS 88.395; *and*

(2) The statement required by NRS 88.397, if applicable; and

~~[(3) A certificate of acceptance of appointment signed by its resident agent; and]~~

(b) Pays to the Secretary of State:

(1) The filing fee and penalty set forth in NRS 88.395 and 88.400 for each year or portion thereof during which the certificate has been revoked;

(2) The fee set forth in NRS 88.397, if applicable; and

(3) A fee of \$300 for reinstatement.

2. When the Secretary of State reinstates the limited partnership, he shall issue to the limited partnership a certificate of reinstatement if the limited partnership:

(a) Requests a certificate of reinstatement; and

(b) Pays the required fees pursuant to NRS 88.415.

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

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



* S B 2 4 2 R 1 *

Sec. 141. 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, \$30 per certification.

~~6.]~~ 5. For certifying an authorized printed copy of the limited partnership law, \$30.

~~7.]~~ 6. For reserving a limited partnership name, or for signing, filing or certifying any other record, \$25.

~~8.]~~ 7. For copies provided by the Office of the Secretary of State, \$2 per page.

~~9.]~~ 8. 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. 142. NRS 88.575 is hereby amended to read as follows:

88.575 Before transacting business in this State, a foreign limited partnership shall register with the Secretary of State. In order to register, a foreign limited partnership shall submit to the Secretary of State an application for registration as a foreign limited partnership, signed by a general partner . ~~[, and a signed certificate of acceptance of a resident agent.]~~ The application for registration must set forth:

1. The name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in this State;

2. The state and date of its formation;

3. The ~~[name and address of the resident agent whom the foreign limited partnership elects to appoint;]~~ *information required by subsection 1 of section 31 of this act;*

4. A statement that the Secretary of State is appointed the agent of the foreign limited partnership for service of process if the ~~[resident]~~ *registered* agent's authority has been revoked or if



* S B 2 4 2 R 1 *

1 the ~~[resident]~~ *registered* agent cannot be found or served with the
2 exercise of reasonable diligence;

3 5. The address of the office required to be maintained in the
4 state of its organization by the laws of that state or, if not so
5 required, of the principal office of the foreign limited partnership;

6 6. The name and business address of each general partner; and

7 7. The address of the office at which is kept a list of the names
8 and addresses of the limited partners and their capital contributions,
9 together with an undertaking by the foreign limited partnership to
10 keep those records until the foreign limited partnership's registration
11 in this State is cancelled or withdrawn.

12 **Sec. 143.** NRS 88.591 is hereby amended to read as follows:

13 88.591 1. Each foreign limited partnership doing business in
14 this State shall, on or before the last day of the first month after the
15 filing of its application for registration as a foreign limited
16 partnership with the Secretary of State, and annually thereafter on or
17 before the last day of the month in which the anniversary date of its
18 qualification to do business in this State occurs in each year, file
19 with the Secretary of State a list, on a form furnished by him, that
20 contains:

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

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

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

24 (d) The address, either residence or business, of each general
25 partner;

26 (e) The ~~[name and street address of its lawfully designated
27 resident agent in this State;]~~ *information required by subsection 1
28 of section 31 of this act;* and

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

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

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

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

38 3. Upon filing:

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

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

43 4. If a general partner of a foreign limited partnership resigns
44 and the resignation is not reflected on the annual or amended list of
45 general partners, the foreign limited partnership or the resigning



1 general partner shall pay to the Secretary of State a fee of \$75 to file
2 the resignation of the general partner.

3 5. The Secretary of State shall, 90 days before the last day for
4 filing each annual list required by subsection 1, cause to be mailed
5 to each foreign limited partnership, which is required to comply
6 with the provisions of NRS 88.591 to 88.5945, inclusive, and which
7 has not become delinquent, the blank forms to be completed and
8 filed with him. Failure of any foreign limited partnership to receive
9 the forms does not excuse it from the penalty imposed by the
10 provisions of NRS 88.591 to 88.5945, inclusive.

11 6. If the list to be filed pursuant to the provisions of subsection
12 1 is defective or the fee required by subsection 3 is not paid, the
13 Secretary of State may return the list for correction or payment.

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

19 **Sec. 144.** NRS 88.5935 is hereby amended to read as follows:

20 88.5935 1. The Secretary of State shall notify, by providing
21 written notice to its ~~resident~~ registered agent, each foreign limited
22 partnership deemed in default pursuant to NRS 88.593. The written
23 notice:

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

26 (b) At the request of the ~~resident~~ registered agent, may be
27 provided electronically.

28 2. Immediately after the last day of the month in which the
29 anniversary date of the filing of the certificate of limited partnership
30 occurs, the Secretary of State shall compile a complete list
31 containing the names of all foreign limited partnerships whose right
32 to transact business has been forfeited.

33 3. The Secretary of State shall notify, by providing written
34 notice to its ~~resident~~ registered agent, each foreign limited
35 partnership specified in subsection 2 of the forfeiture of its right to
36 transact business. The written notice:

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

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

41 **Sec. 145.** NRS 88.594 is hereby amended to read as follows:

42 88.594 1. Except as otherwise provided in subsections 3 and
43 4, the Secretary of State shall reinstate a foreign limited partnership
44 which has forfeited or which forfeits its right to transact business
45 under the provisions of this chapter and shall restore to the foreign



1 limited partnership its right to transact business in this State, and to
2 exercise its privileges and immunities, if it:

3 (a) Files with the Secretary of State:

4 (1) The list required by NRS 88.591; *and*

5 (2) The statement required by NRS 88.5915, if applicable;

6 and

7 ~~[(3) A certificate of acceptance of appointment signed by its~~
8 ~~resident agent; and]~~

9 (b) Pays to the Secretary of State:

10 (1) The filing fee and penalty set forth in NRS 88.591 and
11 88.593 for each year or portion thereof that its right to transact
12 business was forfeited;

13 (2) The fee set forth in NRS 88.5915, if applicable; and

14 (3) A fee of \$300 for reinstatement.

15 2. When the Secretary of State reinstates the foreign limited
16 partnership, he shall issue to the foreign limited partnership a
17 certificate of reinstatement if the foreign limited partnership:

18 (a) Requests a certificate of reinstatement; and

19 (b) Pays the required fees pursuant to NRS 88.415.

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

24 4. If the right of a foreign limited partnership to transact
25 business in this State has been forfeited pursuant to the provisions of
26 this chapter and has remained forfeited for a period of 5 consecutive
27 years, the right is not subject to reinstatement.

28 **Sec. 146.** NRS 88.606 is hereby amended to read as follows:

29 88.606 1. To become a registered limited-liability limited
30 partnership, a limited partnership shall file with the Secretary of
31 State a certificate of registration stating each of the following:

32 (a) The name of the limited partnership.

33 (b) The street address of its principal office.

34 (c) The ~~[name of the person designated as the resident agent of~~
35 ~~the limited partnership, the street address of the resident agent where~~
36 ~~process may be served upon the partnership and the mailing address~~
37 ~~of the resident agent if it is different from his street address.]~~
38 *information required by subsection 1 of section 31 of this act.*

39 (d) The name and business address of each organizer signing the
40 certificate.

41 (e) The name and business address of each initial general
42 partner.

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



* S B 2 4 2 R 1 *

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

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

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

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

Sec. 147. Chapter 88A of NRS is hereby amended by adding thereto a new section to read as follows:

"Registered agent" has the meaning ascribed to it in section 24 of this act.

Sec. 148. NRS 88A.010 is hereby amended to read as follows:

88A.010 As used in this chapter, unless the context otherwise requires, the words and terms defined in NRS 88A.020 to 88A.110, inclusive, *and section 147 of this act* have the meanings ascribed to them in those sections.

Sec. 149. NRS 88A.060 is hereby amended to read as follows:

88A.060 "Registered office" means the office of a business trust maintained at the street address of its ~~[resident]~~ *registered* agent.

Sec. 150. NRS 88A.100 is hereby amended to read as follows:

88A.100 "Street address" of a ~~[resident]~~ *registered* agent means the actual physical location in this State at which a ~~[resident]~~ *registered* agent is available for service of process.

Sec. 151. 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 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;]~~ *information required by subsection 1 of section 31 of this act;*

(d) The name and 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. 152. NRS 88A.500 is hereby amended to read as follows:

88A.500 1. ~~Except during any period of vacancy described in NRS 88A.530, a~~ A business trust shall have a ~~resident~~ *registered* agent who resides or is located in this State. A ~~resident~~ *registered* agent shall have a street address for the service of process and may have a mailing address such as a post office box, which may be different from the street address.

2. A business trust formed pursuant to this chapter that fails or refuses to comply with the requirements of this section is subject to a fine of not less than \$100 nor more than \$500, to be recovered with costs by the State, before any court of competent jurisdiction, by action at law prosecuted by the Attorney General or by the district attorney of the county in which the action or proceeding to recover the fine is prosecuted.

Sec. 153. NRS 88A.520 is hereby amended to read as follows:

88A.520 1. If the ~~resident~~ *registered* agent is a bank or an artificial person formed or organized pursuant to this title, it may:

(a) Act as the fiscal or transfer agent of a state, municipality, body politic or business trust, and in that capacity may receive and disburse money.

(b) Transfer, register and countersign certificates evidencing a beneficial owner's interest in a business trust, bonds or other evidences of indebtedness and act as agent of any business trust, foreign or domestic, for any purpose required by statute or otherwise.

2. All legal process and any demand or notice authorized by law to be served upon a business trust may be served upon its ~~resident~~ *registered* agent in the manner provided in subsection 2 of NRS 14.020. If a demand, notice or legal process, other than a summons and complaint, cannot be served upon the ~~resident~~ *registered* agent, it may be served in the manner provided in NRS 14.030. These manners of service are in addition to any other service authorized by law.

Sec. 154. NRS 88A.530 is hereby amended to read as follows:

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

~~—(a) File with the Secretary of State a signed statement in the manner provided pursuant to subsection 1 of NRS 78.097 that he is~~



1 ~~unwilling to continue to act as the resident agent of the business~~
2 ~~trust for the service of process; and~~

3 ~~—(b) Pay to the Secretary of State the filing fee set forth in~~
4 ~~subsection 1 of NRS 78.097.~~

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

7 ~~—2. The statement of resignation may contain a statement of the~~
8 ~~affected business trust appointing a successor resident agent. A~~
9 ~~certificate of acceptance signed by the new resident agent, stating~~
10 ~~the full name, complete street address and, if different from the~~
11 ~~street address, mailing address of the new resident agent, must~~
12 ~~accompany the statement appointing a successor resident agent.~~

13 ~~—3. Upon the filing of the statement of resignation with the~~
14 ~~Secretary of State, the capacity of the resigning person as resident~~
15 ~~agent terminates. If the statement of resignation contains no~~
16 ~~statement by the business trust appointing a successor resident~~
17 ~~agent, the resigning agent shall immediately give written notice, by~~
18 ~~mail, to the business trust of the filing of the statement of~~
19 ~~resignation and its effect. The notice must be addressed to a trustee~~
20 ~~of the business trust other than the resident agent.~~

21 ~~—4.] If its [resident agent dies, resigns or removes from the~~
22 ~~State,] *registered agent resigns pursuant to section 37 of this act or*~~
23 ~~*if its commercial registered agent terminates its listing as a*~~
24 ~~*commercial registered agent pursuant to section 33 of this act, a*~~
25 ~~business trust, [within 30 days thereafter,] *before the effective date*~~
26 ~~*of the resignation or termination,* shall file with the Secretary of~~
27 ~~State a [certificate of acceptance signed by a new resident agent.~~
28 ~~The certificate must set forth the full name and complete street~~
29 ~~address of the new resident agent, and may contain a mailing~~
30 ~~address, such as a post office box, different from the street address.~~

31 ~~—5.] *statement of change of registered agent pursuant to section*~~
32 ~~*34 of this act.*~~

33 ~~2. A business trust that fails to [file a certificate of acceptance~~
34 ~~signed by its new resident agent within 30 days after the death,~~
35 ~~resignation or removal of its former resident agent] *comply with*~~
36 ~~*subsection 1* shall be deemed in default and is subject to the~~
37 ~~provisions of NRS 88A.630 to 88A.660, inclusive.~~

38 ~~3. *As used in this section, “commercial registered agent” has*~~
39 ~~*the meaning ascribed to it in section 5 of this act.*~~

40 **Sec. 155.** NRS 88A.600 is hereby amended to read as follows:

41 88A.600 1. A business trust formed pursuant to this chapter
42 shall, on or before the last day of the first month after the filing of
43 its certificate of trust with the Secretary of State, and annually
44 thereafter on or before the last day of the month in which the
45 anniversary date of the filing of its certificate of trust with the



* S B 2 4 2 R 1 *

1 Secretary of State occurs, file with the Secretary of State, on a form
2 furnished by him, a list signed by at least one trustee that contains
3 the name and street address of ~~its lawfully designated resident~~
4 ~~agent in this State and~~ at least one trustee ~~[.]~~ *and the information*
5 *required by subsection 1 of section 31 of this act.* Each list filed
6 pursuant to this subsection must be accompanied by a declaration
7 under penalty of perjury that the business trust:

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

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

12 2. Upon filing:

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

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

17 3. If a trustee of a business trust resigns and the resignation is
18 not reflected on the annual or amended list of trustees, the business
19 trust or the resigning trustee shall pay to the Secretary of State a fee
20 of \$75 to file the resignation.

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

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

31 **Sec. 156.** NRS 88A.640 is hereby amended to read as follows:

32 88A.640 1. The Secretary of State shall notify, by providing
33 written notice to its ~~resident~~ *registered* agent, each business trust
34 deemed in default pursuant to the provisions of this chapter. The
35 written notice:

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

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

40 2. Immediately after the first day of the first anniversary of the
41 month following the month in which the filing was required, the
42 certificate of trust of the business trust is revoked and its right to
43 transact business is forfeited.



* S B 2 4 2 R 1 *

3. The Secretary of State shall compile a complete list containing the names of all business trusts whose right to transact business has been forfeited.

4. The Secretary of State shall forthwith notify, by providing written notice to its ~~resident~~ *registered* agent, each business trust specified in subsection 3 of the revocation of its certificate of trust. The written notice:

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

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

5. If the certificate of trust is revoked and the right to transact business is forfeited, all the property and assets of the defaulting business trust must be held in trust by its trustees as for insolvent business trusts, and the same proceedings may be had with respect thereto as are applicable to insolvent business trusts. Any person interested may institute proceedings at any time after a forfeiture has been declared, but, if the Secretary of State reinstates the certificate of trust, the proceedings must at once be dismissed.

Sec. 157. NRS 88A.650 is hereby amended to read as follows:

88A.650 1. Except as otherwise provided in subsections 3 and 4, the Secretary of State shall reinstate a business trust which has forfeited or which forfeits its right to transact business pursuant to the provisions of this chapter and shall restore to the business trust its right to carry on business in this State, and to exercise its privileges and immunities, if it:

(a) Files with the Secretary of State ~~the~~ *the* list required by NRS 88A.600; and
~~[(2) A certificate of acceptance of appointment signed by its resident agent; and]~~

(b) Pays to the Secretary of State:

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

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

2. When the Secretary of State reinstates the business trust, he shall issue to the business trust a certificate of reinstatement if the business trust:

(a) Requests a certificate of reinstatement; and

(b) Pays the required fees pursuant to NRS 88A.900.

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



4. If a certificate of business trust has been revoked pursuant to the provisions of this chapter and has remained revoked for a period of 5 consecutive years, the certificate must not be reinstated.

Sec. 158. NRS 88A.710 is hereby amended to read as follows:

88A.710 Before transacting business in this State, a foreign business trust shall register with the Secretary of State. In order to register, a foreign business trust shall submit to the Secretary of State an application for registration as a foreign business trust, signed by a trustee . ~~[, and a signed certificate of acceptance of a resident agent.]~~ The application for registration must set forth:

1. The name of the foreign business trust and, if different, the name under which it proposes to register and transact business in this State;

2. The state and date of its formation;

3. The ~~[name and address of the resident agent whom the foreign business trust elects to appoint;]~~ *information required by subsection 1 of section 31 of this act;*

4. The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign business trust; and

5. The name and address, either residence or business, of one trustee.

Sec. 159. 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;]~~ *information required by subsection 1 of section 31 of this act;* 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



* S B 2 4 2 R 1 *

(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 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.

5. The Secretary of State shall, 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~~ 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.

Sec. 160. NRS 88A.736 is hereby amended to read as follows:

88A.736 1. The Secretary of State shall notify, by providing written notice to its ~~resident~~ registered agent, each foreign business trust deemed in default pursuant to NRS 88A.735. The written notice:

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

(b) At the request of the ~~resident~~ registered agent, may be provided electronically.

2. Immediately after the last day of the month in which the anniversary date of the filing of the certificate of trust occurs, the Secretary of State shall compile a complete list containing the names of all foreign business trusts whose right to transact business has been forfeited.

3. The Secretary of State shall notify, by providing written notice to its ~~resident~~ registered agent, each foreign business trust



* S B 2 4 2 R 1 *

specified in subsection 2 of the forfeiture of its right to transact business. The written notice:

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

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

Sec. 161. NRS 88A.737 is hereby amended to read as follows:

88A.737 1. Except as otherwise provided in subsections 3 and 4, the Secretary of State shall reinstate a foreign business trust which has forfeited or which forfeits its right to transact business under the provisions of this chapter and shall restore to the foreign business trust its right to transact business in this State, and to exercise its privileges and immunities, if it:

(a) Files with the Secretary of State ~~the~~ *the* list required by NRS 88A.732; and
~~[(2) A certificate of acceptance of appointment signed by its resident agent; and]~~

(b) Pays to the Secretary of State:

(1) The filing fee and penalty set forth in NRS 88A.732 and 88A.735 for each year or portion thereof that its right to transact business was forfeited; and

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

2. When the Secretary of State reinstates the foreign business trust, he shall issue to the foreign business trust a certificate of reinstatement if the foreign business trust:

(a) Requests a certificate of reinstatement; and

(b) Pays the required fees pursuant to NRS 88A.900.

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

4. If the right of a foreign business trust to transact business in this State has been forfeited pursuant to the provisions of this chapter and has remained forfeited for a period of 5 consecutive years, the right to transact business must not be reinstated.

Sec. 162. NRS 88A.900 is hereby amended to read as follows:

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

1. Filing an original certificate of trust, or for registering a foreign business trust, \$75.

2. Filing an amendment or restatement, or a combination thereof, to a certificate of trust, \$175.

3. Filing a certificate of cancellation, \$75.

4. Certifying a copy of a certificate of trust or an amendment or restatement, or a combination thereof, \$30 per certification.



- 1 5. Certifying an authorized printed copy of this chapter, \$30.
- 2 6. Reserving a name for a business trust, \$25.
- 3 7. Signing a certificate of existence of a business trust which
- 4 does not list the previous records relating to it, or a certificate of
- 5 change in the name of a business trust, \$50.
- 6 8. Signing a certificate of existence of a business trust which
- 7 lists the previous records relating to it, \$50.
- 8 9. ~~Filing a statement of change of the resident agent, \$60.~~
- 9 ~~—10.]~~ Signing, certifying or filing any certificate or record not
- 10 otherwise provided for in this section, \$50.
- 11 ~~[11.]~~ 10. Examining and provisionally approving a record
- 12 before the record is presented for filing, \$125.
- 13 ~~[12.]~~ 11. Copying a record on file with him, for each page, \$2.
- 14 **Sec. 163.** NRS 89.256 is hereby amended to read as follows:
- 15 89.256 1. Except as otherwise provided in subsections 3 and
- 16 4, the Secretary of State shall reinstate any professional association
- 17 which has forfeited its right to transact business under the provisions
- 18 of this chapter and restore the right to carry on business in this State
- 19 and exercise its privileges and immunities if it:
- 20 (a) Files with the Secretary of State ~~F~~
- 21 ~~—(1) The]~~ *the* list and certification required by NRS 89.250;
- 22 and
- 23 ~~[(2) A certificate of acceptance of appointment signed by its~~
- 24 ~~resident agent; and]~~
- 25 (b) Pays to the Secretary of State:
- 26 (1) The filing fee and penalty set forth in NRS 89.250 and
- 27 89.252 for each year or portion thereof during which the articles of
- 28 association have been revoked; and
- 29 (2) A fee of \$300 for reinstatement.
- 30 2. When the Secretary of State reinstates the professional
- 31 association, he shall issue to the professional association a
- 32 certificate of reinstatement if the professional association:
- 33 (a) Requests a certificate of reinstatement; and
- 34 (b) Pays the required fees pursuant to subsection ~~[8]~~ 7 of
- 35 NRS 78.785.
- 36 3. The Secretary of State shall not order a reinstatement unless
- 37 all delinquent fees and penalties have been paid, and the revocation
- 38 of the articles of association occurred only by reason of the failure
- 39 to pay the fees and penalties.
- 40 4. If the articles of association of a professional association
- 41 have been revoked pursuant to the provisions of this chapter and
- 42 have remained revoked for 10 consecutive years, the articles must
- 43 not be reinstated.



1 **Sec. 164.** Chapter 92A of NRS is hereby amended by adding
2 thereto a new section to read as follows:

3 *“Principal office” has the meaning ascribed to it in*
4 *NRS 78.010.*

5 **Sec. 165.** NRS 92A.005 is hereby amended to read as follows:
6 92A.005 As used in this chapter, unless the context otherwise
7 requires, the words and terms defined in NRS 92A.007 to 92A.097,
8 inclusive, *and section 164 of this act* have the meanings ascribed to
9 them in those sections.

10 **Sec. 166.** NRS 92A.205 is hereby amended to read as follows:
11 92A.205 1. After a plan of conversion is approved as
12 required by this chapter, if the resulting entity is a domestic entity,
13 the constituent entity shall deliver to the Secretary of State for filing:

14 (a) Articles of conversion setting forth:

15 (1) The name and jurisdiction of organization of the
16 constituent entity and the resulting entity; and

17 (2) That a plan of conversion has been adopted by the
18 constituent entity in compliance with the law of the jurisdiction
19 governing the constituent entity.

20 (b) The charter document of the domestic resulting entity
21 required by the applicable provisions of chapter 78, 78A, 82, 86, 88,
22 88A or 89 of NRS.

23 ~~[(c) A certificate of acceptance of appointment of a resident~~
24 ~~agent for the resulting entity which is signed by the resident agent.]~~

25 2. After a plan of conversion is approved as required by this
26 chapter, if the resulting entity is a foreign entity, the constituent
27 entity shall deliver to the Secretary of State for filing articles of
28 conversion setting forth:

29 (a) The name and jurisdiction of organization of the constituent
30 entity and the resulting entity;

31 (b) That a plan of conversion has been adopted by the
32 constituent entity in compliance with the laws of this State; and

33 (c) The address of the resulting entity where copies of process
34 may be sent by the Secretary of State.

35 3. If the entire plan of conversion is not set forth in the articles
36 of conversion, the filing party must include in the articles of
37 conversion a statement that the complete signed plan of conversion
38 is on file at the registered office or principal place of business of the
39 resulting entity or, if the resulting entity is a domestic limited
40 partnership, the office described in paragraph (a) of subsection 1 of
41 NRS 88.330.

42 4. If the conversion takes effect on a later date specified in the
43 articles of conversion pursuant to NRS 92A.240, the charter
44 document to be filed with the Secretary of State pursuant to
45 paragraph (b) of subsection 1 must state the name and the



* S B 2 4 2 R 1 *

1 jurisdiction of the constituent entity and that the existence of the
2 resulting entity does not begin until the later date.

3 5. Any records filed with the Secretary of State pursuant to this
4 section must be accompanied by the fees required pursuant to this
5 title for filing the charter document.

6 **Sec. 167.** NRS 92A.270 is hereby amended to read as follows:

7 92A.270 1. Any undomesticated organization may become
8 domesticated in this State as a domestic entity by:

9 (a) Paying to the Secretary of State the fees required pursuant to
10 this title for filing the charter document; and

11 (b) Filing with the Secretary of State:

12 (1) Articles of domestication which must be signed by an
13 authorized representative of the undomesticated organization
14 approved in compliance with subsection 6; *and*

15 (2) The appropriate charter document for the type of
16 domestic entity. ~~}; and~~

17 ~~— (3) A certificate of acceptance of appointment of a resident~~
18 ~~agent for the domestic entity which is signed by the resident agent.]~~

19 2. The articles of domestication must set forth the:

20 (a) Date when and the jurisdiction where the undomesticated
21 organization was first formed, incorporated, organized or otherwise
22 created;

23 (b) Name of the undomesticated organization immediately
24 before filing the articles of domestication;

25 (c) Name and type of domestic entity as set forth in its charter
26 document pursuant to subsection 1; and

27 (d) Jurisdiction that constituted the principal place of business or
28 central administration of the undomesticated organization, or any
29 other equivalent thereto pursuant to applicable law,

30 **↳** immediately before filing the articles of domestication.

31 3. Upon filing the articles of domestication ~~};~~ *and* the charter
32 document ~~[and the certificate of acceptance of appointment of a~~
33 ~~resident agent]~~ with the Secretary of State, and the payment of the
34 requisite fee for filing the charter document of the domestic entity,
35 the undomesticated organization is domesticated in this State as the
36 domestic entity described in the charter document filed pursuant to
37 subsection 1. The existence of the domestic entity begins on the date
38 the undomesticated organization began its existence in the
39 jurisdiction in which the undomesticated organization was first
40 formed, incorporated, organized or otherwise created.

41 4. The domestication of any undomesticated organization does
42 not affect any obligations or liabilities of the undomesticated
43 organization incurred before its domestication.

44 5. The filing of the charter document of the domestic entity
45 pursuant to subsection 1 does not affect the choice of law applicable



* S B 2 4 2 R 1 *

1 to the undomesticated organization. From the date the charter
2 document of the domestic entity is filed, the law of this State applies
3 to the domestic entity to the same extent as if the undomesticated
4 organization was organized and created as a domestic entity on that
5 date.

6 6. Before filing articles of domestication, the domestication
7 must be approved in the manner required by:

8 (a) The document, instrument, agreement or other writing
9 governing the internal affairs of the undomesticated organization
10 and the conduct of its business; and

11 (b) Applicable foreign law.

12 7. When a domestication becomes effective, all rights,
13 privileges and powers of the undomesticated organization, all
14 property owned by the undomesticated organization, all debts due to
15 the undomesticated organization, and all causes of action belonging
16 to the undomesticated organization are vested in the domestic entity
17 and become the property of the domestic entity to the same extent as
18 vested in the undomesticated organization immediately before
19 domestication. The title to any real property vested by deed or
20 otherwise in the undomesticated organization is not reverted or
21 impaired by the domestication. All rights of creditors and all liens
22 upon any property of the undomesticated organization are preserved
23 unimpaired and all debts, liabilities and duties of an undomesticated
24 organization that has been domesticated attach to the domestic entity
25 resulting from the domestication and may be enforced against it to
26 the same extent as if the debts, liability and duties had been incurred
27 or contracted by the domestic entity.

28 8. When an undomesticated organization is domesticated, the
29 domestic entity resulting from the domestication is for all purposes
30 deemed to be the same entity as the undomesticated organization.
31 Unless otherwise agreed by the owners of the undomesticated
32 organization or as required pursuant to applicable foreign law, the
33 domestic entity resulting from the domestication is not required to
34 wind up its affairs, pay its liabilities or distribute its assets. The
35 domestication of an undomesticated organization does not constitute
36 the dissolution of the undomesticated organization. The
37 domestication constitutes a continuation of the existence of the
38 undomesticated organization in the form of a domestic entity. If,
39 following domestication, an undomesticated organization that has
40 become domesticated pursuant to this section continues its existence
41 in the foreign country or foreign jurisdiction in which it was existing
42 immediately before the domestication, the domestic entity and the
43 undomesticated organization are for all purposes a single entity
44 formed, incorporated, organized or otherwise created and existing



1 pursuant to the laws of this State and the laws of the foreign country
2 or other foreign jurisdiction.

3 9. As used in this section, “undomesticated organization”
4 means any incorporated organization, private law corporation,
5 whether or not organized for business purposes, public law
6 corporation, general partnership, registered limited-liability
7 partnership, limited partnership or registered limited-liability limited
8 partnership, proprietorship, joint venture, foundation, business trust,
9 real estate investment trust, common-law trust or any other
10 unincorporated business formed, organized, created or the internal
11 affairs of which are governed by the laws of any foreign country or
12 jurisdiction other than the United States, the District of Columbia or
13 another state, territory, possession, commonwealth or dependency of
14 the United States.

15 **Sec. 168.** NRS 92A.460 is hereby amended to read as follows:

16 92A.460 1. Except as otherwise provided in NRS 92A.470,
17 within 30 days after receipt of a demand for payment, the subject
18 corporation shall pay each dissenter who complied with NRS
19 92A.440 the amount the subject corporation estimates to be the fair
20 value of his shares, plus accrued interest. The obligation of the
21 subject corporation under this subsection may be enforced by the
22 district court:

23 (a) Of the county where the corporation’s ~~registered~~ *principal*
24 office is located; ~~for~~

25 (b) *If the corporation’s principal office is not located in this*
26 *State, in Carson City; or*

27 (c) At the election of any dissenter residing or having its
28 ~~registered~~ *principal* office in this State, of the county where the
29 dissenter resides or has its ~~registered~~ *principal* office.

30 ➡ The court shall dispose of the complaint promptly.

31 2. The payment must be accompanied by:

32 (a) The subject corporation’s balance sheet as of the end of a
33 fiscal year ending not more than 16 months before the date of
34 payment, a statement of income for that year, a statement of changes
35 in the stockholders’ equity for that year and the latest available
36 interim financial statements, if any;

37 (b) A statement of the subject corporation’s estimate of the fair
38 value of the shares;

39 (c) An explanation of how the interest was calculated;

40 (d) A statement of the dissenter’s rights to demand payment
41 under NRS 92A.480; and

42 (e) A copy of NRS 92A.300 to 92A.500, inclusive.

43 **Sec. 169.** NRS 92A.490 is hereby amended to read as follows:

44 92A.490 1. If a demand for payment remains unsettled, the
45 subject corporation shall commence a proceeding within 60 days



1 after receiving the demand and petition the court to determine the
2 fair value of the shares and accrued interest. If the subject
3 corporation does not commence the proceeding within the 60-day
4 period, it shall pay each dissenter whose demand remains unsettled
5 the amount demanded.

6 2. A subject corporation shall commence the proceeding in the
7 district court of the county where its ~~[registered]~~ *principal* office is
8 located. If the *principal office of the* subject corporation is ~~[a~~
9 ~~foreign entity without a resident agent]~~ *not located* in the State, it
10 shall commence the proceeding in the county where the ~~[registered]~~
11 *principal* office of the domestic corporation merged with or whose
12 shares were acquired by the foreign entity was located. *If the*
13 *principal office of the subject corporation and the domestic*
14 *corporation merged with or whose shares were acquired is not*
15 *located in this State, the subject corporation shall commence the*
16 *proceeding in the district court in Carson City.*

17 3. The subject corporation shall make all dissenters, whether or
18 not residents of Nevada, whose demands remain unsettled, parties to
19 the proceeding as in an action against their shares. All parties must
20 be served with a copy of the petition. Nonresidents may be served
21 by registered or certified mail or by publication as provided by law.

22 4. The jurisdiction of the court in which the proceeding is
23 commenced under subsection 2 is plenary and exclusive. The court
24 may appoint one or more persons as appraisers to receive evidence
25 and recommend a decision on the question of fair value. The
26 appraisers have the powers described in the order appointing them,
27 or any amendment thereto. The dissenters are entitled to the same
28 discovery rights as parties in other civil proceedings.

29 5. Each dissenter who is made a party to the proceeding is
30 entitled to a judgment:

31 (a) For the amount, if any, by which the court finds the fair
32 value of his shares, plus interest, exceeds the amount paid by the
33 subject corporation; or

34 (b) For the fair value, plus accrued interest, of his after-acquired
35 shares for which the subject corporation elected to withhold
36 payment pursuant to NRS 92A.470.

37 **Sec. 170.** NRS 14.020 is hereby amended to read as follows:

38 14.020 1. Every corporation, miscellaneous organization
39 described in chapter 81 of NRS, limited-liability company, limited-
40 liability partnership, limited partnership, limited-liability limited
41 partnership, business trust and municipal corporation created and
42 existing under the laws of this State, any other state, territory or
43 foreign government, or the Government of the United States, doing
44 business in this State shall appoint and keep in this State a ~~[resident]~~
45 *registered* agent who resides or is located in this State, upon whom



1 all legal process and any demand or notice authorized by law to be
2 served upon it may be served in the manner provided in subsection
3 2. ~~[The corporation, miscellaneous organization, limited liability~~
4 ~~company, limited liability partnership, limited partnership, limited-~~
5 ~~liability limited partnership, business trust or municipal corporation~~
6 ~~shall file with the Secretary of State a certificate of acceptance of~~
7 ~~appointment signed by its resident agent. The certificate must set~~
8 ~~forth the full name and street address of the resident agent. A~~
9 ~~certificate]~~ *A statement* of change of ~~[resident]~~ *registered* agent
10 must be filed in the manner provided in ~~[title 7 of NRS]~~ *section 34*
11 *of this act* if the corporation, miscellaneous organization, limited-
12 liability company, limited-liability partnership, limited partnership,
13 limited-liability limited partnership, business trust or municipal
14 corporation desires to change its ~~[resident agent. A certificate of~~
15 ~~name change of resident agent must be filed]~~ *registered agent. A*
16 *registered agent must file a statement of change* in the manner
17 provided in ~~[title 7 of NRS]~~ *section 35 or 36 of this act* if the ~~[name~~
18 ~~of a resident agent is changed as a result of a merger, conversion,~~
19 ~~exchange, sale, reorganization or amendment.]~~ *registered agent*
20 *changes its name or address.*

21 2. All legal process and any demand or notice authorized by
22 law to be served upon the corporation, miscellaneous organization,
23 limited-liability company, limited-liability partnership, limited
24 partnership, limited-liability limited partnership, business trust or
25 municipal corporation may be served upon the ~~[resident]~~ *registered*
26 agent personally or by leaving a true copy thereof with a person of
27 suitable age and discretion at the *most recent street* address of the
28 registered ~~[office]~~ *agent* shown on the ~~[current certificate of~~
29 ~~acceptance]~~ *information* filed with the Secretary of State ~~[.]~~
30 *pursuant to sections 2 to 43, inclusive, of this act.*

31 3. Unless the ~~[registered office]~~ *street address of the registered*
32 *agent* is the home residence of the ~~[resident]~~ *registered* agent, the
33 ~~[registered office]~~ *street address of the registered agent* of a
34 corporation, miscellaneous organization, limited-liability company,
35 limited-liability partnership, limited partnership, limited-liability
36 limited partnership, business trust or municipal corporation must be
37 staffed during normal business hours by:

- 38 (a) The ~~[resident]~~ *registered* agent; or
39 (b) One or more natural persons who are:

40 (1) Of suitable age and discretion to receive service of legal
41 process and any demand or notice authorized by law to be served
42 upon the corporation, miscellaneous organization, limited-liability
43 company, limited-liability partnership, limited partnership, limited-
44 liability limited partnership, business trust or municipal corporation;
45 and



(2) Authorized by the ~~[resident]~~ *registered* agent to receive service of legal process and any demand or notice authorized by law to be served upon the corporation, miscellaneous organization, limited-liability company, limited-liability partnership, limited partnership, limited-liability limited partnership, business trust or municipal corporation.

4. A corporation, miscellaneous organization, limited-liability company, limited-liability partnership, limited partnership, limited-liability limited partnership, business trust or municipal corporation that fails or refuses to comply with the requirements of subsection 3 is subject to a fine of not less than \$100 nor more than \$500 for each day of such failure or refusal to comply with the requirements of subsection 3, to be recovered with costs by the State, before any court of competent jurisdiction, by action at law prosecuted by the Attorney General or by the district attorney of the county in which the action or proceeding to recover the fine is prosecuted.

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

6. As used in this section:

(a) ~~"Registered [office]" means the office maintained at the street address of the resident agent.~~ *agent" has the meaning ascribed to it in section 24 of this act.*

(b) "Street address" means the actual physical location in this State at which a ~~[resident]~~ *registered* agent is available for service of process.

Sec. 171. NRS 14.030 is hereby amended to read as follows:

14.030 1. If any artificial person described in NRS 14.020 fails to appoint a ~~[resident]~~ *registered* agent, or fails to file a ~~[certificate of acceptance of appointment for 30 days after]~~ *statement of change of registered agent pursuant to section 34 of this act before the effective date of* a vacancy ~~[occurs]~~ in the agency ~~[] pursuant to section 33 or 37 of this act,~~ on the production of a certificate of the Secretary of State showing either fact, which is conclusive evidence of the fact so certified to be made a part of the return of service, or if the ~~[registered office]~~ *street address of the registered agent* of the artificial person is not staffed as required pursuant to NRS 14.020, which fact is to be made part of the return of service, the artificial person may be served with any and all legal process, or a demand or notice described in NRS 14.020, by delivering a copy to the Secretary of State, or, in his absence, to any deputy secretary of state, and such service is valid to all intents and purposes. The copy must:



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

(b) Be accompanied by a fee of \$10.

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

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

3. Before such service is authorized, the plaintiff shall make or cause to be made and filed an affidavit setting forth the facts, showing that due diligence has been used to ascertain the whereabouts of the officers of the artificial person to be served, and the facts showing that direct or personal service on, or notice to, the artificial person cannot be had.

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

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

Sec. 172. NRS 108.227 is hereby amended to read as follows:

108.227 1. In addition to the requirements of NRS 108.226, a copy of the notice of lien must be served upon the owner of the property within 30 days after recording the notice of lien, in one of the following ways:

(a) By personally delivering a copy of the notice of lien to the owner or ~~resident~~ *registered* agent of the owner;

(b) By mailing a copy of the notice of lien by certified mail return receipt requested to the owner at his place of residence or his usual place of business or to the ~~resident~~ *registered* agent of the owner at the address of the ~~resident~~ *registered* agent; or

(c) If the place of residence or business of the owner and the address of the ~~resident~~ *registered* agent of the owner, if applicable, cannot be determined, by:

(1) Fixing a copy of the notice of lien in a conspicuous place on the property;

(2) Delivering a copy of the notice of lien to a person there residing, if such a person can be found; and



* S B 2 4 2 R 1 *

(3) Mailing a copy of the notice of lien addressed to the owner at:

- (I) The place where the property is located;
- (II) The address of the owner as identified in the deed;
- (III) The address identified in the records of the office of the county assessor; or
- (IV) The address identified in the records of the county recorder of the county in which the property is located.

2. If there is more than one owner, failure to serve a copy of the notice of lien upon a particular owner does not invalidate a notice of lien if properly served upon another owner.

3. Each subcontractor who participates in the construction, improvement, alteration or repair of a work of improvement shall deliver a copy of each notice of lien required by NRS 108.226 to the prime contractor. The failure of a subcontractor to deliver the notice to the prime contractor is a ground for disciplinary proceedings pursuant to chapter 624 of NRS.

Sec. 173. NRS 273.010 is hereby amended to read as follows:

273.010 1. Every municipal corporation organized in another state, that enters this State to do business, shall, before commencing work or doing any business in this State, file in the Office of the Secretary of State:

(a) A certified copy of its charter, or of the statute or statutes, or legislative, executive or governmental acts, or other instruments of authority by which it was created; and

(b) ~~[A certificate of acceptance of appointment executed by the resident agent of the corporation.]~~ *The information required by subsection 1 of section 31 of this act.*

2. A certified copy of the charter, papers or other instruments and the ~~[certificate of acceptance,]~~ *information required by subsection 1 of section 31 of this act,* certified by the Secretary of State of this State, must also be filed in the office of the county clerk of the county where the principal place of business of the municipality in this State is located.

Sec. 174. NRS 273.050 is hereby amended to read as follows:

273.050 Every foreign municipal corporation owning property or doing business in this State shall appoint and keep in this State a ~~[resident]~~ *registered* agent as provided in NRS 14.020.

Sec. 175. NRS 293.128 is hereby amended to read as follows:

293.128 1. To qualify as a major political party, any organization must, under a common name:

(a) On January 1 preceding any primary election, have been designated as a political party on the applications to register to vote of at least 10 percent of the total number of registered voters in this State; or



(b) File a petition with the Secretary of State not later than the last Friday in April before any primary election signed by a number of registered voters equal to or more than 10 percent of the total number of votes cast at the last preceding general election for the offices of Representative in Congress.

2. If a petition is filed pursuant to paragraph (b) of subsection 1, the names of the voters need not all be on one document, but each document of the petition must be verified by the circulator thereof to the effect that the signers are registered voters of this State according to his best information and belief and that the signatures are genuine and were signed in his presence. Each document of the petition must bear the name of a county, and only registered voters of that county may sign the document. The documents which are circulated for signature must then be submitted for verification pursuant to NRS 293.1276 to 293.1279, inclusive, not later than 25 working days before the last Friday in April preceding a primary election.

3. In addition to the requirements set forth in subsection 1, each organization which wishes to qualify as a political party must file with the Secretary of State a certificate of existence which includes the:

(a) Name of the political party;

(b) Names and addresses of its officers;

(c) Names of the members of its executive committee; and

(d) ~~[Name of the person who is authorized by the party to act as resident agent in this State.]~~ *The information required by subsection 1 of section 31 of this act.*

4. A political party shall file with the Secretary of State an amended certificate of existence within 5 days after any change in the information contained in the certificate.

Sec. 176. NRS 294A.230 is hereby amended to read as follows:

294A.230 1. Each committee for political action shall, before it engages in any activity in this State, register with the Secretary of State on forms supplied by him.

2. The form must require:

(a) The name of the committee;

(b) The purpose for which it was organized;

(c) The names, addresses and telephone numbers of its officers;

(d) If the committee for political action is affiliated with any other organizations, the name, address and telephone number of each organization;

(e) ~~The [name, address and telephone number of its resident agent;]~~ *information required by subsection 1 of section 31 of this*



1 *act and the telephone number of the registered agent appointed*
2 *pursuant this paragraph;* and

3 (f) Any other information deemed necessary by the Secretary of
4 State.

5 3. A committee for political action shall file with the Secretary
6 of State an amended form for registration within 30 days after any
7 change in the information contained in the form for registration.

8 4. The Secretary of State shall include on his Internet website
9 the information required pursuant to subsection 2.

10 **Sec. 177.** NRS 294A.240 is hereby amended to read as
11 follows:

12 294A.240 Each committee for political action shall appoint and
13 keep in this State a ~~resident~~ *registered agent, as provided in NRS*
14 *14.020*, who must be a natural person who resides in this State.

15 **Sec. 178.** NRS 294A.250 is hereby amended to read as
16 follows:

17 294A.250 Each committee for the recall of a public officer
18 shall register with the Secretary of State, on a form provided by him.
19 Each form must include:

- 20 1. The name of the committee;
- 21 2. The purpose for which it was organized;
- 22 3. The names and addresses of its officers; and
- 23 4. If the committee is organized and located outside this State,
24 ~~the name and address of its resident agent.~~ *the information*
25 *required by subsection 1 of section 31 of this act.*

26 **Sec. 179.** NRS 294A.260 is hereby amended to read as
27 follows:

28 294A.260 Each committee for the recall of a public officer
29 which is organized and located outside this State shall appoint and
30 keep in this State a ~~resident~~ *registered agent, as provided in NRS*
31 *14.020*, who must be a natural person residing in this State.

32 **Sec. 180.** NRS 370.665 is hereby amended to read as follows:

33 370.665 1. A manufacturer of tobacco products whose
34 cigarettes are sold in this State, whether or not directly or through a
35 distributor, retailer or similar intermediary or intermediaries shall,
36 not later than April 30 of each year, execute and deliver to the
37 Attorney General and the Department, on a form provided by the
38 Department, a certification which certifies under penalty of perjury
39 that, as of the date of that certification, the manufacturer of tobacco
40 products is either:

- 41 (a) A participating manufacturer; or
- 42 (b) In full compliance with subsection 2 of NRS 370A.140,
43 including any quarterly installment payments required pursuant to
44 NRS 370.690.

45 2. Except as otherwise provided in NRS 370.670:



* S B 2 4 2 R 1 *

(a) A participating manufacturer shall include in its certification pursuant to this section a list of its brand families. The participating manufacturer shall update that list at least 30 calendar days before it adds to or modifies its brand families by executing and delivering a supplemental certification to the Attorney General and the Department.

(b) A nonparticipating manufacturer shall, in its certification pursuant to this section:

(1) Include:

(I) A list of all of its brand families and the number of units sold for each brand family that were sold in the State during the preceding calendar year; and

(II) A list of all of its brand families that have been sold in the State at any time during the current calendar year;

(2) Indicate, by an asterisk, any brand family sold in the State during the preceding calendar year that is no longer being sold in the State as of the date of the certification; and

(3) Identify, by name and address, any other manufacturer of those brand families in the preceding or current calendar year.

➔ A nonparticipating manufacturer shall update the information required by this paragraph at least 30 calendar days before it adds to or modifies its brand families by executing and delivering a supplemental certification to the Attorney General and the Department.

3. In addition to the requirements of subsection 2, the certification of a nonparticipating manufacturer pursuant to this section must certify:

(a) That the nonparticipating manufacturer is registered to do business in the State or has appointed ~~[a resident]~~ *an* agent for service of process and provided notice thereof as required by NRS 370.680;

(b) That the nonparticipating manufacturer has:

(1) Established and continues to maintain a qualified escrow fund; and

(2) Executed a qualified escrow agreement governing the qualified escrow fund that has been reviewed and approved by the Attorney General;

(c) That the nonparticipating manufacturer is in full compliance with chapter 370A of NRS and any regulations adopted pursuant thereto;

(d) The name, address and telephone number of the financial institution where the nonparticipating manufacturer has established the qualified escrow fund required pursuant to chapter 370A of NRS and any regulations adopted pursuant thereto;



* S B 2 4 2 R 1 *

(e) The account number of that qualified escrow fund and any subaccount number for this State;

(f) The amount the nonparticipating manufacturer placed in that qualified escrow fund for cigarettes sold in the State during the preceding calendar year, the date and amount of each such deposit, and such evidence or verification as may be deemed necessary by the Department to confirm the information required by this paragraph; and

(g) The amount and date of any withdrawal or transfer of money the nonparticipating manufacturer made at any time from that qualified escrow fund or from any other qualified escrow fund into which it ever made escrow payments pursuant to chapter 370A of NRS and any regulations adopted pursuant thereto.

Sec. 181. NRS 463.311 is hereby amended to read as follows:

463.311 The Commission may issue an emergency order for suspension, limitation or conditioning of a license, registration, finding of suitability, pari-mutuel license or prior approval, or may issue an emergency order requiring a licensed gaming establishment to keep an individual licensee from the premises of the licensed gaming establishment or not to pay such licensee any remuneration for services or any profits, income or accruals on his investment in the licensed gaming establishment in the following manner:

1. An emergency order may be issued only when the Commission believes that:

(a) There has been a violation of subsection 2 of NRS 463.360 or NRS 465.083;

(b) Such action is necessary to prevent a violation of NRS 465.083;

(c) There has been a violation of subsection 1 of NRS 463.160; or

(d) Such action is necessary for the immediate preservation of the public peace, health, safety, morals, good order or general welfare.

2. The emergency order must set forth the grounds upon which it is issued, including a statement of facts constituting the alleged emergency necessitating such action.

3. An emergency order may be issued only with the approval of and upon signature by not less than three members of the Commission.

4. The emergency order is effective immediately upon issuance and service upon the licensee or ~~resident~~ *registered* agent of the licensee or, in cases involving registrations, findings of suitability, pari-mutuel licenses or any prior approval, upon issuance and service upon the person or entity involved or ~~resident~~ *registered* agent of the entity involved. The emergency order may suspend,



* S B 2 4 2 R 1 *

1 limit, condition or take other action in relation to the license of one
2 or more persons in an operation without affecting other individual
3 licensees or the licensed gaming establishment. The emergency
4 order remains effective until further order of the Commission or
5 final disposition of the case.

6 5. Within 5 days after issuance of an emergency order, the
7 Commission shall cause a complaint to be filed and served upon the
8 person or entity involved in accordance with the provisions of
9 NRS 463.312.

10 6. Thereafter, the person or entity against whom the emergency
11 order has been issued and served is entitled to a hearing before the
12 Commission in accordance with NRS 463.312 to 463.3145,
13 inclusive, and to judicial review of the decision and order of the
14 Commission thereon in accordance with NRS 463.315 to 463.318,
15 inclusive.

16 **Sec. 182.** NRS 519A.190 is hereby amended to read as
17 follows:

18 519A.190 A person who desires to engage in an exploration
19 project must:

20 1. File with the Division, upon a form approved by it, an
21 application for a permit. The application must include:

22 (a) The name and address of the applicant and, if a corporation
23 or other business entity, the name and address of its principal
24 officers and its ~~resident~~ *registered* agent for service of process;

25 (b) An exploration map or sketch in sufficient detail to enable
26 the Division to locate the area to be explored and to determine
27 whether significant environmental problems are likely to result;

28 (c) The kinds of prospecting and excavation techniques that will
29 be used in the exploration project; and

30 (d) Any other information required by the regulations adopted
31 by the Commission pursuant to NRS 519A.160.

32 2. Pay to the Division the application fee established in the
33 regulations adopted by the Commission pursuant to NRS 519A.160.

34 3. Agree in writing to assume responsibility for the reclamation
35 of any surface area damaged as a result of the exploration project.

36 4. Not be in default of any other obligation relating to
37 reclamation pursuant to this chapter.

38 5. File with the Division a bond or other surety in a form
39 approved by the Administrator and in an amount required by the
40 regulations adopted by the Commission pursuant to NRS 519A.160.

41 **Sec. 183.** NRS 519A.210 is hereby amended to read as
42 follows:

43 519A.210 A person who desires to engage in a mining
44 operation must:



1 1. File with the Division, upon a form approved by it, an
2 application for a permit for each location at which he will conduct
3 operations. The application must include:

4 (a) The name and address of the applicant and, if a corporation
5 or other business entity, the name and address of its principal
6 officers and its ~~resident~~ *registered* agent for service of process;

7 (b) A completed checklist developed by the Division pursuant to
8 NRS 519A.220; and

9 (c) Any other information required by the regulations adopted
10 by the Commission pursuant to NRS 519A.160.

11 2. Pay to the Division the application fee established in the
12 regulations adopted by the Commission pursuant to NRS 519A.160.

13 3. Agree in writing to assume responsibility for the reclamation
14 of any land damaged as a result of the mining operation.

15 4. Not be in default of any other obligation relating to
16 reclamation pursuant to this chapter.

17 5. File with the Division a bond or other surety in a form and
18 amount required by the regulations adopted by the Commission
19 pursuant to NRS 519A.160.

20 6. File with the Division of Minerals of the Commission on
21 Mineral Resources a copy of the plan for reclamation which is filed
22 with the application pursuant to subsection 1, on the same day the
23 application is filed with the Division.

24 **Sec. 184.** NRS 598.767 is hereby amended to read as follows:

25 598.767 An organization shall file with the Division ~~the~~
26 ~~designation and acceptance of~~ *the information required by*
27 *subsection 1 of section 31 of this act* and continuously maintain a
28 ~~resident~~ *registered* agent for service of legal process.

29 **Sec. 185.** NRS 616B.398 is hereby amended to read as
30 follows:

31 616B.398 An association of self-insured public or private
32 employers shall be deemed to have appointed the Commissioner as
33 its ~~resident~~ agent to receive any initial legal process authorized by
34 law to be served upon the association for as long as the association
35 is obligated to pay any compensation under chapters 616A to 616D,
36 inclusive, or chapter 617 of NRS.

37 **Sec. 186.** NRS 616B.679 is hereby amended to read as
38 follows:

39 616B.679 1. Each application must include:

40 (a) The applicant's name and title of his position with the
41 employee leasing company.

42 (b) The applicant's age, place of birth and social security
43 number.

44 (c) The applicant's address.

45 (d) The business address of the employee leasing company.



* S B 2 4 2 R 1 *

(e) The business address of the ~~resident~~ *registered* agent of the employee leasing company, if the applicant is not the ~~resident~~ *registered* agent.

(f) If the applicant is a:

(1) Partnership, the name of the partnership and the name, address, age, social security number and title of each partner.

(2) Corporation, the name of the corporation and the name, address, age, social security number and title of each officer of the corporation.

(g) Proof of:

(1) Compliance with the provisions of NRS 360.780.

(2) The payment of any premiums for industrial insurance required by chapters 616A to 617, inclusive, of NRS.

(3) The payment of contributions or payments in lieu of contributions required by chapter 612 of NRS.

(4) Insurance coverage for any benefit plan from an insurer authorized pursuant to title 57 of NRS that is offered by the employee leasing company to its employees.

(h) Any other information the Administrator requires.

2. Each application must be notarized and signed under penalty of perjury:

(a) If the applicant is a sole proprietorship, by the sole proprietor.

(b) If the applicant is a partnership, by each partner.

(c) If the applicant is a corporation, by each officer of the corporation.

3. An applicant shall submit to the Administrator any change in the information required by this section within 30 days after the change occurs. The Administrator may revoke the certificate of registration of an employee leasing company which fails to comply with the provisions of NRS 616B.670 to 616B.697, inclusive.

4. If an insurer cancels an employee leasing company's policy, the insurer shall immediately notify the Administrator in writing. The notice must comply with the provisions of NRS 687B.310 to 687B.355, inclusive, and must be served personally on or sent by first-class mail or electronic transmission to the Administrator.

Sec. 187. NRS 628.440 is hereby amended to read as follows:

628.440 1. This chapter does not prohibit any person from serving as an employee of, or an assistant to, a certified public accountant or registered public accountant who holds a live permit, or a partnership, corporation or limited-liability company composed of certified public accountants or registered public accountants registered pursuant to NRS 628.340, 628.343, 628.345, 628.360, 628.363 or 628.365 if the employee or assistant does not issue any accounting or financial statement over his name.



2. The Board may adopt regulations providing for the issuance of temporary permits to persons who do not hold live permits and do not have a registered office or residence in this State, or to partnerships, corporations and limited-liability companies which are not registered and have no registered office, to permit those persons, partnerships, corporations and limited-liability companies to fulfill specific engagements or employments in this State. A temporary permit:

(a) Is valid for no more than 6 months;

(b) Covers only one engagement; and

(c) May not be issued to any person unless he is a certified public accountant or registered public accountant of another state or jurisdiction of the United States approved by the Board, or to any partnership, corporation or limited-liability company unless all of the partners, shareholders or members thereof are certified public accountants or registered public accountants of another state or a jurisdiction of the United States approved by the Board.

3. Each person, partnership, corporation and limited-liability company applying for a temporary permit shall file with the Board a designation and acceptance of ~~fa-resident~~ *an* agent for service of legal process and shall pay a fee established by the Board by regulation before commencing work for a client.

4. The person, partner, shareholder or member who is responsible for the conduct of the engagement shall be deemed to be personally engaged in the practice of public accounting in this State, and must meet all requirements of NRS 628.310 and requirements for continuing education.

5. A person who holds a temporary permit is subject to all of the provisions of this chapter relating to discipline. The Board may refuse to act upon an application for further permits for a period of time set by the Board, or may refuse to issue a temporary permit to any person, partnership corporation or limited-liability company if disciplinary proceedings are pending in any jurisdiction.

Sec. 188. NRS 662.235 is hereby amended to read as follows:

662.235 1. Any bank organized under this title may state in its articles of incorporation that it will carry on a trust company business in connection with the banking business, and in addition to the powers conferred upon banks may:

(a) Act as trustee under any mortgage or bond of any person, firm or corporation, or of any municipality or body politic.

(b) Accept and execute any municipal, corporate or individual trust not inconsistent with the laws of this State.

(c) Act under the order or appointment of any court as guardian, commissioner, receiver or trustee.

(d) Act as executor or trustee under any will.



* S B 2 4 2 R 1 *

(e) Act as fiscal or transfer agent of any state, municipality, body politic or corporation, and in a capacity to receive and disburse money and register, transfer and countersign certificates of stock, bonds and other evidences of indebtedness.

(f) Act as local or ~~resident~~ *registered* agent of foreign corporations.

2. Any such bank holding any asset as a fiduciary shall:

(a) Segregate all such assets from any other assets of the bank and from the assets of any other trust, except as may be expressly provided otherwise by law or by the writing creating the trust.

(b) Record such assets in a separate set of books maintained for fiduciary activities.

Sec. 189. NRS 669.080 is hereby amended to read as follows:

669.080 1. This chapter does not apply to a person who:

(a) Does business under the laws of this State, the United States or another state relating to banks, savings banks, savings and loan associations or thrift companies, but if the business conducted in this State is not subject to supervision by a regulatory authority of another jurisdiction, the person must be licensed pursuant to this chapter;

(b) Is appointed as a fiduciary pursuant to NRS 662.245;

(c) Is acting in the performance of his duties as an attorney at law;

(d) Acts as a trustee under a deed of trust;

(e) Acts as a ~~resident~~ *registered* agent for a domestic or foreign corporation, limited-liability company, limited partnership or limited-liability partnership;

(f) Acts as a trustee of a trust holding real property for the primary purpose of facilitating any transaction with respect to real estate if he is not regularly engaged in the business of acting as a trustee for such trusts;

(g) Engages in the business of a collection agency pursuant to chapter 649 of NRS;

(h) Engages in the business of an escrow agency, escrow agent or escrow officer pursuant to the provisions of chapter 645A or 692A of NRS;

(i) Acts as a trustee of a trust created for charitable or nonprofit purposes if he is not regularly engaged in the business of acting as trustee for such trusts;

(j) Receives money or other property as a real estate broker licensed under chapter 645 of NRS on behalf of a principal;

(k) Engages in transactions as a broker-dealer or sales representative pursuant to chapter 90 of NRS;

(l) Acts as a fiduciary under a court trust;



* S B 2 4 2 R 1 *

(m) Does business as an insurer authorized to issue policies of life insurance and annuities or endowment contracts in this State and is subject to regulation and control of the Commissioner of Insurance; or

(n) Acts as a fiduciary if:

(1) The fiduciary relationship is not one of his principal occupations; or

(2) He serves as a fiduciary for a relative by blood or marriage.

2. A bank, savings bank, savings and loan association or thrift company claiming an exemption from this chapter pursuant to paragraph (a) of subsection 1 must notify the Commissioner of Financial Institutions of its intention to engage in the business of a trust company in this State and present proof satisfactory to the Commissioner of Financial Institutions that its fiduciary activities in this State will be subject to regulation by another jurisdiction.

Sec. 190. NRS 669.210 is hereby amended to read as follows:

669.210 1. Each licensed trust company may:

(a) Act as trustee under any mortgage or bond of any person or of any municipality or body politic.

(b) Accept and execute any municipal or corporate or individual trust not inconsistent with the laws of this State.

(c) Act under the order or appointment of any court as guardian, administrator, receiver or trustee.

(d) Act as executor or trustee under any will.

(e) Act as fiscal or transfer agent of any state, municipality, body politic or corporation, and in such capacity receive and disburse money and register, transfer and countersign certificates of stock, bonds and other evidences of indebtedness.

(f) Act as local or ~~resident~~ *registered* agent of foreign corporations.

(g) Accept and execute any trust business permitted by any law.

(h) Acquire the fiduciary rights, powers, duties and liabilities of a bank, savings and loan association, thrift company, trust company or credit union licensed pursuant to titles 55 and 56 of NRS, and upon the effective date of such an acquisition, the fiduciary rights, powers, duties and liabilities of the bank, savings and loan association, thrift company, trust company or credit union vest in and must be performed by the acquiring trust company.

(i) Do and perform all acts necessary to exercise the powers enumerated in this subsection and authorized by this chapter and any other applicable laws of this State.

2. A trust company may not engage in any banking business by accepting deposits or making loans.



* S B 2 4 2 R 1 *

Sec. 191. NRS 678.344 is hereby amended to read as follows:

678.344 The Commissioner shall issue a certificate of authority to a foreign credit union if he is satisfied that:

1. The members of the credit union to be served in this State are adequately protected by any form of security which is comparable to that required of credit unions organized under the provisions of this chapter.

2. The officer who supervises the credit union in the state in which it was organized has authorized it to do business in Nevada and agrees to furnish, upon request, copies of reports relating to the credit union.

3. The members to be served in this State have a need for the service and adequate service is not available through existing credit unions.

4. A ~~resident~~ *registered* agent has been designated.

5. The state in which the credit union was organized issues comparable authorization to credit unions organized under the provisions of this chapter.

Sec. 192. NRS 696B.260 is hereby amended to read as follows:

696B.260 A certified copy of any order to show cause issued under NRS 696B.250, and a copy of the petition upon which the order is made ~~shall~~ *must* be served upon the insurer by delivering the same to its president, vice president, secretary, treasurer, director, ~~resident~~ agent for service of process, or to its managing agent, or attorney-in-fact, ~~if~~ if a reciprocal insurer. ~~If~~ If no such officer or functionary can readily be found in this State, then such process may be served upon the insurer by service thereof upon the Commissioner pursuant to NRS 680A.250 and 680A.260, and in which case the additional 10 days provided by subsection 3 of NRS 680A.260 ~~shall~~ *does* not apply.

Sec. 193. NRS 78.095, 78.110, 78.165, 86.125, 86.235, 88.331, 88A.070, 88A.510, and 88A.540 are hereby repealed.

Sec. 194. The amendatory provisions of this act do not affect an action or proceeding commenced or right accrued before July 1, 2007.

Sec. 195. This act becomes effective on July 1, 2007.

LEADLINES OF REPEALED SECTIONS

78.095 Change of address of resident agent and registered office.



* S B 2 4 2 R 1 *

- 78.110** Resident agent: Revocation of appointment; change of name.
- 78.165** Addresses of officers and directors required; failure to file.
- 86.125** “Resident agent” defined.
- 86.235** Resident agent: Revocation of appointment; change of name.
- 88.331** Resident agent: Revocation of appointment; change of name.
- 88A.070** “Resident agent” defined.
- 88A.510** Change of address.
- 88A.540** Revocation of appointment; change of name.

