

SENATE BILL NO. 72—SENATORS CARE AND AMODEI

FEBRUARY 6, 2007

Referred to Committee on Judiciary

SUMMARY—Adopts the Uniform Limited Partnership Act (2001) and provides for its applicability on a voluntary basis. (BDR 7-720)

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

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

AN ACT relating to business entities; adopting the Uniform Limited Partnership Act (2001) and providing for its applicability on a voluntary basis; and providing other matters properly relating thereto.

Legislative Counsel's Digest:

The Uniform Limited Partnership Act, as amended in 1976 and 1985, has been adopted in 49 states, the District of Columbia and the U.S. Virgin Islands. (Chapter 88 of NRS) In 2001, however, the Uniform Law Commissioners adopted a completely new version of the Uniform Limited Partnership Act. The new Act has been adopted by at least 10 states and is currently under consideration by one other state legislature. This bill allows an existing limited partnership or a future limited partnership to elect to be governed by the provisions of the existing Act or the provisions of the new Act.

The provisions of the new Act address the changing manner in which limited partnerships are used. These provisions were made to specifically address limited partnerships used for family limited partnerships in estate planning and used for highly sophisticated, manager-controlled limited partnerships.

The existing Act requires the duration of the limited partnership to be specified in the certificate of the limited partnership. The new Act deletes this requirement and provides the default rule that the partnership continues unless the agreement provides for termination, thereby providing for the partnership to continue as a perpetual entity.

Under the existing Act, a limited partner may withdraw from the partnership by providing 6 months' notice, unless the partnership agreement specifies the withdrawal events for a limited partner. The new Act provides that there is no right to withdraw as a limited partner before the termination of the limited partnership. The power to withdraw may only be exercised through the partnership agreement or through specific events.



Under the existing Act, a limited partner can be held liable for the debts of the entity if he participates in the control of the business and a third party transacts business with the partnership with the reasonable belief that the limited partner is a general partner. General partners have complete liability for such acts. The new Act provides that a limited partner cannot be held liable for the partnership debts even if he participates in the management and control of the limited partnership. In addition, the new Act provides that limited-liability limited partnership status may be used to provide a shield to liability to all general partners.

The existing Act prohibits the use of a limited partner's name in the name of the entity except in unusual circumstances. The new Act removes that prohibition so that a limited partner's name may be incorporated into the business name of an entity created as a limited partnership.

The existing Act provides that dissolution of the partnership entity requires the unanimous, written consent of all the partners. The new Act provides that only consent of all the general partners and limited partners owning a majority of the rights to receive distributions as limited partners is required to dissolve the partnership.

The new Act makes various other changes recommended by the Uniform Law Commissioners and addresses such issues as allocating power between general partners and limited partners and setting fiduciary duties owed by general partners to other general and limited partners.

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 138, inclusive, of this act.

Sec. 2. *This chapter may be cited as the Uniform Limited Partnership Act (2001).*

Sec. 3. *As used in this chapter, unless the context otherwise requires, the words and terms defined in sections 4 to 29, inclusive, of this act have the meanings ascribed to them in those sections.*

Sec. 4. *"Certificate of limited partnership" means the certificate required by section 47 of this act. The term includes the certificate as amended or restated.*

Sec. 5. *"Contribution," except in the phrase "right of contribution," means any benefit provided by a person to a limited partnership in order to become a partner or in the person's capacity as a partner.*

Sec. 6. *"Debtor in bankruptcy" means a person that is the subject of:*

1. An order for relief under Title 11 of the United States Code or a comparable order under a successor statute of general application; or

2. A comparable order under federal, state or foreign law governing insolvency.



1 **Sec. 7. "Designated office" means:**

2 1. With respect to a limited partnership, the office that the
3 limited partnership is required to designate and maintain under
4 section 43 of this act; and

5 2. With respect to a foreign limited partnership, its principal
6 office.

7 **Sec. 8. "Distribution" means a transfer of money or other**
8 **property from a limited partnership to a partner in the partner's**
9 **capacity as a partner or to a transferee on account of a**
10 **transferable interest owned by the transferee.**

11 **Sec. 9. "Foreign limited partnership" means a partnership**
12 **formed under the laws of a jurisdiction other than this State and**
13 **required by those laws to have one or more general partners and**
14 **one or more limited partners. The term includes a foreign limited-**
15 **liability limited partnership.**

16 **Sec. 10. "Foreign registered limited-liability limited**
17 **partnership" means a foreign limited-liability limited partnership:**

18 1. Formed pursuant to an agreement governed by the laws of
19 another state; and

20 2. Registered pursuant to and complying with sections 107 to
21 124, inclusive, and 129 of this act.

22 **Sec. 11. "General partner" means:**

23 1. With respect to a limited partnership, a person that:

24 (a) Becomes a general partner under section 70 of this act; or

25 (b) Was a general partner in a limited partnership subject to
26 chapter 88 of NRS when the limited partnership voluntarily
27 elected to become subject to this chapter; and

28 2. With respect to a foreign limited partnership, a person that
29 has rights, powers and obligations similar to those of a general
30 partner in a limited partnership.

31 **Sec. 12. "Limited partner" means:**

32 1. With respect to a limited partnership, a person that:

33 (a) Becomes a limited partner under section 64 of this act; or

34 (b) Was a limited partner in a limited partnership subject to
35 chapter 88 of NRS when the limited partnership voluntarily
36 elected to become subject to this chapter; and

37 2. With respect to a foreign limited partnership, a person that
38 has rights, powers and obligations similar to those of a limited
39 partner in a limited partnership.

40 **Sec. 13. "Limited partnership," except in the phrases**
41 **"foreign limited partnership," "foreign limited-liability limited**
42 **partnership" and "foreign registered limited-liability limited**
43 **partnership," means an entity, having one or more general**
44 **partners and one or more limited partners, which is formed under**



1 *this chapter by two or more persons. The term includes a*
2 *registered limited-liability limited partnership.*

3 **Sec. 14.** *"Partner" means a limited partner or general*
4 *partner.*

5 **Sec. 15.** *"Partnership agreement" means the partners'*
6 *agreement, whether oral, implied, in a record, or in any*
7 *combination, concerning the limited partnership. The term*
8 *includes the agreement as amended.*

9 **Sec. 16.** *"Person" means any natural person, corporation,*
10 *business trust, estate, trust, partnership, limited-liability company,*
11 *association, joint venture, government, governmental subdivision,*
12 *agency or instrumentality, any public corporation or any other*
13 *legal or commercial entity.*

14 **Sec. 17.** *"Person withdrawn as a general partner" means a*
15 *person withdrawn as a general partner of a limited partnership.*

16 **Sec. 18.** *"Principal office" means the office where the*
17 *principal executive office of a limited partnership or foreign*
18 *limited partnership is located, whether or not the office is located*
19 *in this State.*

20 **Sec. 19.** *"Record" means information which is inscribed on*
21 *a tangible medium or which is stored in an electronic or other*
22 *medium and is retrievable in perceivable form.*

23 **Sec. 20.** *"Registered limited-liability limited partnership"*
24 *means a limited partnership:*

25 1. *Formed pursuant to an agreement governed by this*
26 *chapter; and*

27 2. *Registered pursuant to and complying with sections 125 to*
28 *129, inclusive, of this act.*

29 **Sec. 21.** *"Required information" means the information that*
30 *a limited partnership is required to maintain under section 40 of*
31 *this act.*

32 **Sec. 22.** *"Resident agent" means the agent appointed by a*
33 *limited partnership upon whom process or a notice or demand*
34 *authorized by law to be served upon the limited partnership may*
35 *be served.*

36 **Sec. 23.** *"Sign" means to affix a signature to a record.*

37 **Sec. 24.** *"Signature" means a name, word, symbol or mark*
38 *executed or otherwise adopted, or a record encrypted or similarly*
39 *processed in whole or in part, by a person with the present intent*
40 *to identify himself and adopt or accept a record. The term*
41 *includes, without limitation, an electronic signature as defined in*
42 *NRS 719.100.*

43 **Sec. 25.** *"State" means a state of the United States, the*
44 *District of Columbia, Puerto Rico, the United States Virgin*



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1 *Islands or any territory or insular possession subject to the*
2 *jurisdiction of the United States.*

3 **Sec. 26.** *“Street address” of a resident agent means the*
4 *actual physical location in this State at which a resident agent is*
5 *available for service of process.*

6 **Sec. 27.** *“Transfer” includes an assignment, conveyance,*
7 *deed, bill of sale, lease, mortgage, security interest, encumbrance,*
8 *gift and transfer by operation of law.*

9 **Sec. 28.** *“Transferable interest” means a partner’s right to*
10 *receive distributions.*

11 **Sec. 29.** *“Transferee” means a person to which all or part of*
12 *a transferable interest has been transferred, whether or not the*
13 *transferor is a partner.*

14 **Sec. 30.** *The provisions of this chapter apply to a limited*
15 *partnership:*

16 1. *Which was formed before, on or after October 1, 2007, and*
17 *which voluntarily elects to be governed by the provisions of this*
18 *chapter; or*

19 2. *Which is formed on or after October 1, 2007, and which*
20 *does not voluntarily elect to be governed by the provisions of*
21 *chapter 88 of NRS.*

22 **Sec. 31.** 1. *A person knows a fact if the person has actual*
23 *knowledge of it.*

24 2. *A person has notice of a fact if the person:*

25 (a) *Knows of it;*

26 (b) *Has received a notification of it;*

27 (c) *Has reason to know it exists from all of the facts known to*
28 *the person at the time in question; or*

29 (d) *Has notice of it under subsection 3 or 4.*

30 3. *A certificate of limited partnership on file in the Office of*
31 *the Secretary of State is notice that the partnership is a limited*
32 *partnership and the persons designated in the certificate as*
33 *general partners are general partners. Except as otherwise*
34 *provided in subsection 4, the certificate is not notice of any other*
35 *fact.*

36 4. *A person has notice of:*

37 (a) *Another person’s withdrawal as a general partner, 90 days*
38 *after the effective date of an amendment to the certificate of*
39 *limited partnership which states that the other person has*
40 *withdrawn or 90 days after the effective date of a certificate of*
41 *withdrawal pertaining to the other person, whichever occurs first;*

42 (b) *A limited partnership’s dissolution, 90 days after the*
43 *effective date of an amendment to the certificate of limited*
44 *partnership stating that the limited partnership is dissolved;*



(c) A limited partnership's termination, 90 days after the effective date of a certificate of cancellation;

(d) A limited partnership's conversion, 90 days after the effective date of the articles of conversion; or

(e) A merger, 90 days after the effective date of the articles of merger.

5. A person notifies or gives a notification to another person by taking steps reasonably required to inform the other person in ordinary course, whether or not the other person learns of it.

6. A person receives a notification when the notification:

(a) Comes to the person's attention; or

(b) Is delivered at the person's place of business or at any other place held out by the person as a place for receiving communications.

7. Except as otherwise provided in subsection 8, a person other than a natural person knows, has notice, or receives a notification of a fact for purposes of a particular transaction when the natural person conducting the transaction for the person knows, has notice, or receives a notification of the fact, or in any event when the fact would have been brought to the natural person's attention if the person had exercised reasonable diligence. A person other than a natural person exercises reasonable diligence if it maintains reasonable routines for communicating significant information to the natural person conducting the transaction for the person and there is reasonable compliance with the routines. Reasonable diligence does not require a natural person acting for the person to communicate information unless the communication is part of the natural person's regular duties or the natural person has reason to know of the transaction and that the transaction would be materially affected by the information.

8. A general partner's knowledge, notice, or receipt of a notification of a fact relating to the limited partnership is effective immediately as knowledge of, notice to, or receipt of a notification by the limited partnership, except in the case of a fraud on the limited partnership committed by or with the consent of the general partner. A limited partner's knowledge, notice, or receipt of a notification of a fact relating to the limited partnership is not effective as knowledge of, notice to, or receipt of a notification by the limited partnership.

Sec. 32. 1. A limited partnership is an entity distinct from its partners. A limited partnership is the same entity regardless of whether the limited partnership has registered as a registered limited-liability limited partnership.



2. A limited partnership may be organized under this chapter for any lawful purpose.

3. A limited partnership has a perpetual duration.

Sec. 33. A limited partnership has the powers to do all things necessary or convenient to carry on its activities, including the power to sue, be sued and defend in its own name and to maintain an action against a partner for harm caused to the limited partnership by a breach of the partnership agreement or violation of a duty to the partnership.

Sec. 34. The law of this State governs:

1. Relations among the partners of a limited partnership and between the partners and the limited partnership; and

2. The liability of partners as partners for an obligation of the limited partnership.

Sec. 35. 1. Unless displaced by particular provisions of this chapter, the principles of law and equity supplement this chapter.

2. If an obligation to pay interest arises under this chapter and the rate is not specified, the rate is that specified in NRS 99.040.

Sec. 36. 1. Except as otherwise provided in section 126 of this act, the name proposed for a limited partnership as set forth in its certificate of limited partnership:

(a) Must contain the words "Limited Partnership," or the abbreviation "LP" or "L.P.;"

(b) May contain the name of any partner; and

(c) Must be 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. If the name on the certificate of limited partnership submitted to the Secretary of State is not distinguishable from any name on file or reserved name, the Secretary of State shall return the certificate to the filer, unless the written, acknowledged consent to the use of the same or the requested similar name of the holder of the name on file or reserved name accompanies the certificate of limited partnership.

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

3. The Secretary of State shall not accept for filing any certificate of limited partnership for any limited partnership formed or existing pursuant to the laws of this State which provides that the name of the limited partnership contains the



1 word "accountant," "accounting," "accountancy," "auditor" or
2 "auditing" unless the Nevada State Board of Accountancy
3 certifies that the limited partnership:

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

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

10 4. The Secretary of State shall not accept for filing any
11 certificate of limited partnership for any limited partnership
12 formed or existing pursuant to the laws of this State which
13 provides that the name of the limited partnership contains the
14 word "bank" or "trust" unless:

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

19 (b) The certificate of limited partnership is first approved by
20 the Commissioner of Financial Institutions.

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

30 6. Except as otherwise provided in subsection 5, the Secretary
31 of State shall not accept for filing any certificate of limited
32 partnership for any limited partnership formed or existing
33 pursuant to the laws of this State which provides that the name of
34 the limited partnership contains the words "engineer,"
35 "engineered," "engineering," "professional engineer," "registered
36 engineer" or "licensed engineer" unless:

37 (a) The State Board of Professional Engineers and Land
38 Surveyors certifies that the principals of the limited partnership
39 are licensed to practice engineering pursuant to the laws of this
40 State; or

41 (b) The State Board of Professional Engineers and Land
42 Surveyors certifies that the limited partnership is exempt from the
43 prohibitions of NRS 625.520.

44 7. The Secretary of State shall not accept for filing any
45 certificate of limited partnership for any limited partnership



1 *formed or existing pursuant to the laws of this State which*
2 *provides that the name of the limited partnership contains the*
3 *words "common-interest community," "community association,"*
4 *"master association," "unit-owners' association" or*
5 *"homeowners' association" or if it appears in the certificate of*
6 *limited partnership that the purpose of the limited partnership is to*
7 *operate as a unit-owners' association pursuant to chapter 116 of*
8 *NRS unless the Administrator of the Real Estate Division of the*
9 *Department of Business and Industry certifies that the limited*
10 *partnership has:*

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

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

15 *8. The name of a limited partnership whose right to transact*
16 *business has been forfeited, which has merged and is not the*
17 *surviving entity or whose existence has otherwise terminated is*
18 *available for use by any other artificial person.*

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

21 **Sec. 37. 1. The exclusive right to the use of a name may be**
22 **reserved by:**

23 *(a) Any person intending to organize a limited partnership*
24 *under this chapter and to adopt that name;*

25 *(b) Any domestic limited partnership or any foreign limited*
26 *partnership registered in this State which, in either case, intends to*
27 *adopt that name;*

28 *(c) Any foreign limited partnership intending to register in this*
29 *State and adopt that name; and*

30 *(d) Any person intending to organize a foreign limited*
31 *partnership and intending to have it registered in this State and*
32 *adopt that name.*

33 *2. The reservation must be made by filing with the Secretary*
34 *of State an application, signed by the applicant, to reserve a*
35 *specified name. If the Secretary of State finds that the name is*
36 *available for use by a domestic or foreign limited partnership, he*
37 *shall reserve the name for the exclusive use of the applicant for a*
38 *period of 90 days. The right to the exclusive use of a reserved*
39 *name may be transferred to any other person by filing in the*
40 *Office of the Secretary of State a notice of the transfer, signed by*
41 *the applicant for whom the name was reserved and specifying the*
42 *name and address of the transferee.*

43 **Sec. 38. 1. Except as otherwise provided in subsection 2, if**
44 **a limited partnership applies to reinstate its right to transact**
45 **business but its name has been legally reserved or acquired by any**



1 other artificial person formed, organized, registered or qualified
2 pursuant to the provisions of this title whose name is on file with
3 the Office of the Secretary of State or reserved in the Office of the
4 Secretary of State pursuant to the provisions of this title,
5 the applying limited partnership shall submit in writing to the
6 Secretary of State some other name under which it desires its right
7 to be reinstated. If that name is distinguishable from all other
8 names reserved or otherwise on file, the Secretary of State shall
9 reinstate the limited partnership under that new name.

10 2. If the applying limited partnership submits the written,
11 acknowledged consent of the other artificial person having the
12 name, or the person who has reserved the name, that is not
13 distinguishable from the old name of the applying limited
14 partnership or a new name it has submitted, it may be reinstated
15 under that name.

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

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

22 **Sec. 39.** 1. Except as otherwise provided in subsection 2,
23 the partnership agreement governs relations among the partners
24 and between the partners and the partnership. To the extent the
25 partnership agreement does not otherwise provide, this chapter
26 governs relations among the partners and between the partners
27 and the partnership.

28 2. A partnership agreement may not:

29 (a) Vary a limited partnership's power under section 33 of this
30 act to sue, be sued and defend in its own name;

31 (b) Vary the law applicable to a limited partnership under
32 section 34 of this act;

33 (c) Vary the requirements of section 50 of this act;

34 (d) Vary the information required under section 40 of this act
35 or unreasonably restrict the right to information under section 67
36 or 76 of this act, but the partnership agreement may impose
37 reasonable restrictions on the availability and use of information
38 obtained under those sections and may define appropriate
39 remedies, including liquidated damages, for a breach of any
40 reasonable restriction on use;

41 (e) Eliminate the duty of loyalty under section 77 of this act,
42 but the partnership agreement may:

43 (1) Identify specific types or categories of activities that do
44 not violate the duty of loyalty, if not manifestly unreasonable; and



(2) Specify the number or percentage of partners which may authorize or ratify, after full disclosure to all partners of all material facts, a specific act or transaction that otherwise would violate the duty of loyalty;

(f) Unreasonably reduce the duty of care under subsection 3 of section 77 of this act;

(g) Eliminate the obligation of good faith and fair dealing under subsection 2 of section 68 of this act and subsection 4 of section 77 of this act, but the partnership agreement may prescribe the standards by which the performance of the obligation is to be measured, if the standards are not manifestly unreasonable;

(h) Vary the power of a person to withdraw as a general partner under subsection 1 of section 90 of this act except to require that the notice under subsection 1 of section 89 of this act be in a record;

(i) Vary the power of a court to decree dissolution in the circumstances specified in section 99 of this act;

(j) Vary the requirement to wind up the partnership's business as specified in section 100 of this act;

(k) Unreasonably restrict the right to maintain an action under sections 130 to 134, inclusive, of this act;

(l) Restrict the right of a partner to approve a conversion or merger; or

(m) Restrict rights under this chapter of a person other than a partner or a transferee.

Sec. 40. A limited partnership shall maintain at its designated office the following information:

1. A current list showing the full name and last known street and mailing address of each partner, separately identifying the general partners, in alphabetical order, and the limited partners, in alphabetical order.

2. A copy of the certificate of limited partnership and all amendments to and restatements of the certificate, together with signed copies of any powers of attorney under which any certificate, amendment or restatement has been signed.

3. A copy of any filed articles of conversion or merger.

4. A copy of the limited partnership's federal, state and local income tax returns and reports, if any, for the 3 most recent years.

5. A copy of any partnership agreement made in a record and any amendment made in a record to any partnership agreement.

6. A copy of any financial statement of the limited partnership for the 3 most recent years.

7. A copy of the three most recent annual lists filed with the Secretary of State pursuant to section 58 of this act.



1 8. A copy of any record made by the limited partnership
2 during the past 3 years of any consent given by or vote taken of
3 any partner pursuant to this chapter or the partnership agreement.

4 9. Unless contained in a partnership agreement made in a
5 record, a record stating:

6 (a) The amount of cash, and a description and statement of the
7 agreed value of the other benefits, contributed and agreed to be
8 contributed by each partner;

9 (b) The times at which, or events on the happening of which,
10 any additional contributions agreed to be made by each partner
11 are to be made;

12 (c) For any person that is both a general partner and a limited
13 partner, a specification of what transferable interest the person
14 owns in each capacity; and

15 (d) Any events upon the happening of which the limited
16 partnership is to be dissolved and its activities wound up.

17 Sec. 41. A partner may lend money to and transact other
18 business with the limited partnership and has the same rights and
19 obligations with respect to the loan or other transaction as a
20 person that is not a partner.

21 Sec. 42. A person may be both a general partner and a
22 limited partner. A person that is both a general and limited partner
23 has the rights, powers, duties and obligations provided by this
24 chapter and the partnership agreement in each of those capacities.
25 When the person acts as a general partner, the person is subject to
26 the obligations, duties and restrictions under this chapter and the
27 partnership agreement for general partners. When the person acts
28 as a limited partner, the person is subject to the obligations, duties
29 and restrictions under this chapter and the partnership agreement
30 for limited partners.

31 Sec. 43. 1. Each limited partnership shall designate and
32 continuously maintain in this State:

33 (a) An office, which may but need not be a place of its business
34 in this State, at which must be kept the records required by section
35 40 of this act to be maintained; and

36 (b) A resident agent.

37 2. Every resident agent shall file a certificate in the Office of
38 the Secretary of State, setting forth his street address where
39 process may be served upon the limited partnership and his
40 mailing address if different from the street address.

41 3. Within 30 days after changing the location of his office
42 from one address to another in this State, a resident agent shall
43 file a certificate with the Secretary of State setting forth the names
44 of the limited partnerships represented by the agent, the address at
45 which he has maintained the office for each of the limited



1 *partnerships, and the new address to which the office is*
2 *transferred.*

3 4. *Within 30 days after changing the location of the office*
4 *which contains records for a limited partnership, a general*
5 *partner of the limited partnership shall file a certificate of a*
6 *change in address with the Secretary of State which sets forth the*
7 *name of the limited partnership, the previous address of the office*
8 *which contains records and the new address of the office which*
9 *contains records.*

10 **Sec. 44.** 1. *If a limited partnership created pursuant to this*
11 *chapter desires to change its resident agent, the change may be*
12 *effected by filing with the Secretary of State a certificate of change*
13 *of resident agent, signed by a general partner, which sets forth:*

14 (a) *The name of the limited partnership;*

15 (b) *The name and street address of its present resident agent;*
16 *and*

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

18 2. *The new resident agent's certificate of acceptance must be*
19 *a part of or attached to the certificate of change of resident agent.*

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

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

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

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

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

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

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

34 **Sec. 45.** 1. *A resident agent who desires to resign shall:*

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

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

41 ➡ *A resignation is not effective until the signed statement is filed*
42 *with the Secretary of State.*

43 2. *The statement of resignation may contain a statement by*
44 *the affected limited partnership appointing a successor resident*
45 *agent for the limited partnership. A certificate of acceptance*



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1 signed by the new agent, stating the full name, complete street
2 address and, if different from the street address, mailing address
3 of the new agent, must accompany the statement appointing the
4 new agent.

5 3. Upon the filing of the statement with the Secretary of State,
6 the capacity of the person as resident agent terminates. If the
7 statement of resignation does not contain a statement by
8 the limited partnership appointing a successor resident agent, the
9 resigning agent shall immediately give written notice, by mail, to
10 the limited partnership of the filing of the statement and the effect
11 thereof. The notice must be addressed to a general partner of the
12 partnership other than the resident agent.

13 4. If a designated resident agent dies, resigns or removes
14 from the State, the limited partnership, within 30 days thereafter,
15 shall file with the Secretary of State a certificate of acceptance,
16 signed by the new resident agent. The certificate must set forth the
17 full name, complete street address and, if different from the street
18 address, mailing address of the newly designated resident agent.

19 5. Each limited partnership which fails to file a certificate of
20 acceptance signed by the new resident agent within 30 days after
21 the death, resignation or removal of its resident agent as provided
22 in subsection 4 shall be deemed in default and is subject to the
23 provisions of sections 60 and 61 of this act.

24 **Sec. 46.** Action requiring the consent of partners under this
25 chapter may be taken without a meeting, and a partner may
26 appoint a proxy to consent or otherwise act for the partner by
27 signing an appointment record, either personally or by the
28 partner's attorney in fact.

29 **Sec. 47. 1.** In order for a limited partnership to be formed,
30 a certificate of limited partnership must be delivered to the
31 Secretary of State for filing. The certificate must state:

32 (a) The name of the limited partnership;

33 (b) The street and mailing address of the initial designated
34 office and the name and street and mailing address of the resident
35 agent for service of process;

36 (c) The name and the street and mailing address of each
37 general partner; and

38 (d) Any additional information required by chapter 92A of
39 NRS.

40 2. A certificate of limited partnership may also contain any
41 other matters but may not vary or otherwise affect the provisions
42 specified in subsection 2 of section 39 of this act in a manner
43 inconsistent with that section.

44 3. If there has been substantial compliance with subsection 1,
45 a limited partnership is formed on the later of the filing of the



1 certificate of limited partnership or a date specified in the
2 certificate of limited partnership.

3 4. Subject to subsection 2, if any provision of a partnership
4 agreement is inconsistent with the filed certificate of limited
5 partnership or with a filed certificate of withdrawal, certificate of
6 cancellation or statement of change or filed articles of conversion
7 or merger:

8 (a) The partnership agreement prevails as to partners and
9 transferees; and

10 (b) The filed certificate of limited partnership, certificate of
11 withdrawal, certificate of cancellation or statement of change or
12 articles of conversion or merger prevail as to persons, other than
13 partners and transferees, that reasonably rely on the filed record
14 to their detriment.

15 5. A certificate of acceptance of appointment of a resident
16 agent, signed by the agent, must be filed with the certificate of
17 limited partnership.

18 **Sec. 48.** 1. In order to amend its certificate of limited
19 partnership, a limited partnership must deliver to the Secretary of
20 State for filing an amendment or articles of merger stating:

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

22 (b) The changes the amendment makes to the certificate as
23 most recently amended or restated.

24 2. A limited partnership shall promptly deliver to the
25 Secretary of State for filing an amendment to a certificate of
26 limited partnership to reflect:

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

28 (b) The withdrawal of a person as a general partner; or

29 (c) The appointment of a person to wind up the limited
30 partnership's activities under subsection 3 or 4 of section 100 of
31 this act.

32 3. A general partner that knows that any information in a
33 filed certificate of limited partnership was false when the
34 certificate was filed or has become false due to changed
35 circumstances shall promptly:

36 (a) Cause the certificate to be amended; or

37 (b) If appropriate, deliver to the Secretary of State for filing a
38 certificate of correction pursuant to section 55 of this act.

39 4. A certificate of limited partnership may be amended at any
40 time for any other proper purpose as determined by the limited
41 partnership.

42 5. A restated certificate of limited partnership may be
43 delivered to the Secretary of State for filing in the same manner as
44 an amendment.



6. An amendment or restated certificate is effective when filed by 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. 49. A dissolved limited partnership that has completed winding up may deliver to the Secretary of State for filing a certificate of cancellation that states:

1. The name of the limited partnership; and

2. Any other information as determined by the general partners filing the statement or by a person appointed pursuant to subsection 3 or 4 of section 100 of this act.

Sec. 50. 1. Each record delivered to the Secretary of State for filing pursuant to this chapter must be signed in the following manner:

(a) A certificate of limited partnership must be signed by all general partners listed in the certificate.

(b) An amendment designating as general partner a person admitted under paragraph (b) of subsection 3 of section 98 of this act following the withdrawal of a limited partnership's last general partner must be signed by that person.

(c) An amendment required by subsection 3 of section 100 of this act following the appointment of a person to wind up the dissolved limited partnership's activities must be signed by that person.

(d) Any other amendment must be signed by:

(1) At least one general partner listed in the certificate;

(2) Each other person designated in the amendment as a new general partner; and

(3) Each person that the amendment indicates has withdrawn as a general partner, unless:

(I) The person is deceased or a guardian or general conservator has been appointed for the person and the amendment so states; or

(II) The person has previously delivered to the Secretary of State for filing a certificate of withdrawal.

(e) A restated certificate of limited partnership must be signed by at least one general partner listed in the certificate, and, to the extent the restated certificate effects a change under any other paragraph of this subsection, the certificate must be signed in a manner that satisfies that paragraph.

(f) A certificate of cancellation must be signed by all general partners listed in the certificate or, if the certificate of a dissolved limited partnership lists no general partners, by the person appointed pursuant to subsection 3 or 4 of section 100 of this act to wind up the dissolved limited partnership's activities.



(g) Articles of conversion must be signed by each general partner listed in the certificate of limited partnership.

(h) Articles of merger must be signed as provided in chapter 92A of NRS.

(i) Any other record delivered on behalf of a limited partnership to the Secretary of State for filing must be signed by at least one general partner listed in the certificate.

(j) A statement by a person pursuant to paragraph (d) of subsection 1 of section 91 of this act stating that the person has withdrawn as a general partner must be signed by that person.

(k) A statement of withdrawal by a person pursuant to section 69 of this act must be signed by that person.

(l) A record delivered on behalf of a foreign limited partnership to the Secretary of State for filing must be signed by at least one general partner of the foreign limited partnership.

(m) Any other record delivered on behalf of any person to the Secretary of State for filing must be signed by that person.

2. Any person may sign by an attorney-in-fact any record to be filed pursuant to this chapter.

Sec. 51. 1. If a person required by this chapter to sign a record or deliver a record to the Secretary of State for filing does not do so, any other person that is aggrieved may petition the district court to order:

(a) The person to sign the record;

(b) Deliver the record to the Secretary of State for filing; or

(c) The Secretary of State to file the record unsigned.

2. If the person aggrieved under subsection 1 is not the limited partnership or foreign limited partnership to which the record pertains, the aggrieved person shall make the limited partnership or foreign limited partnership a party to the action. A person aggrieved under subsection 1 may seek the remedies provided in subsection 1 in the same action in combination or in the alternative.

3. A record filed unsigned pursuant to this section is effective without being signed.

Sec. 52. 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 of the form prescribed by the Secretary of State conflict with the provisions of any record that is submitted for filing with the form:



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

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

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

Sec. 53. A general partner of a limited partnership may authorize the Secretary of State in writing to replace any page of a record submitted for filing on an expedited basis, before the actual filing, and to accept the page as if it were part of the original record. The signed authorization of the general partner to the Secretary of State permits, but does not require, the Secretary of State to alter the original record as requested.

Sec. 54. No record which is written in a language other than English may be filed or submitted for filing in the Office of the Secretary of State pursuant to the provisions of this chapter unless it is accompanied by a verified translation of that record into the English language.

Sec. 55. 1. A limited partnership or foreign limited partnership may correct a record filed in the Office of the Secretary of State with respect to the limited partnership or foreign limited partnership if the record contains false or erroneous information or if the record was defectively signed, attested, sealed, verified or acknowledged.

2. To correct a record, the limited partnership or foreign limited partnership must:

(a) Prepare a certificate of correction that:

(1) States the name of the limited partnership or foreign limited partnership;

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

(3) Specifies the false or erroneous information or the defect;

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

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

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

(c) Pay a filing fee of \$175 to the Secretary of State.

3. A certificate of correction must not state a delayed effective date and is effective on the effective date of the record it corrects, except that the certificate is effective when filed:



* S B 7 2 R 1 *

(a) For the purposes of subsections 3 and 4 of section 31 of this act; and

(b) As to persons relying on the uncorrected record and adversely affected by the correction.

Sec. 56. The Secretary of State may microfilm or image any record which is filed in his office by or relating to a limited partnership pursuant to this chapter and may return the original record to the filer.

Sec. 57. 1. If a record delivered to the Secretary of State for filing under this chapter and filed by the Secretary of State contains false information, a person that suffers loss by reliance on the information may recover damages for the loss from:

(a) A person that signed the record, or caused another to sign it on the person's behalf, and knew the information to be false at the time the record was signed; and

(b) A general partner that has notice that the information was false when the record was filed or has become false because of changed circumstances, if the general partner has notice for a reasonably sufficient time before the information is relied upon to enable the general partner to effect an amendment under section 48 of this act, file a petition pursuant to section 51 of this act or deliver to the Secretary of State for filing a certificate of correction pursuant to section 55 of this act.

2. Signing a record authorized or required to be filed under this chapter constitutes an affirmation under the penalties of perjury that the facts stated in the record are true.

Sec. 58. 1. A limited partnership shall, on or before the last day of the first month after the filing of its certificate of limited partnership with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of the filing of its certificate of limited partnership occurs, file with the Secretary of State, on a form furnished by him, a list that contains:

(a) The name of the limited partnership;

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

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

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

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

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

↪ Each list filed pursuant to this subsection must be accompanied by a declaration under penalty of perjury that the limited partnership has complied with the provisions of NRS 360.780 and



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

4 *2. Except as otherwise provided in subsection 3, a limited*
5 *partnership shall, upon filing:*

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

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

10 *3. A registered limited-liability limited partnership shall,*
11 *upon filing:*

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

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

16 *4. If a general partner of a limited partnership resigns and*
17 *the resignation is not reflected on the annual or amended list of*
18 *general partners, the limited partnership or the resigning general*
19 *partner shall pay to the Secretary of State a fee of \$75 to file the*
20 *resignation.*

21 *5. 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 limited partnership which is required to comply with the*
24 *provisions of this section, and which has not become delinquent, a*
25 *notice of the fee due pursuant to the provisions of subsection 2 or*
26 *3, as appropriate, and a reminder to file the annual list. Failure of*
27 *any limited partnership to receive a notice or form does not excuse*
28 *it from the penalty imposed by section 60 of this act.*

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

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

38 *8. A filing made pursuant to this section does not satisfy the*
39 *provisions of section 48 of this act and may not be substituted for*
40 *filings submitted pursuant to section 48 of this act.*

41 **Sec. 59. 1. At the time of submitting any list required**
42 **pursuant to section 58 of this act, a limited partnership that meets**
43 **the criteria set forth in subsection 2 must submit:**

44 *(a) The statement required pursuant to subsection 3,*
45 *accompanied by a declaration under penalty of perjury attesting*



1 *that the statement does not contain any material misrepresentation*
2 *of fact; and*

3 *(b) A fee of \$100,000, to be distributed in the manner provided*
4 *pursuant to subsection 4.*

5 *2. A limited partnership must submit a statement pursuant to*
6 *this section if the limited partnership, including its parent and all*
7 *subsidiaries:*

8 *(a) Holds 25 percent or more of the share of the market within*
9 *this State for any product sold or distributed by the limited*
10 *partnership within this State; and*

11 *(b) Has had, during the previous 5-year period, a total of five*
12 *or more investigations commenced against the limited partnership,*
13 *its parent or its subsidiaries in any jurisdiction within the United*
14 *States, including all state and federal investigations:*

15 *(1) Which concern any alleged contract, combination or*
16 *conspiracy in restraint of trade, as described in subsection 1 of*
17 *NRS 598A.060, or which concern similar activities prohibited by a*
18 *substantially similar law of another jurisdiction; and*

19 *(2) Which resulted in the limited partnership being fined or*
20 *otherwise penalized or which resulted in the limited partnership*
21 *being required to divest any holdings or being unable to acquire*
22 *any holdings as a condition for the settlement, dismissal or*
23 *resolution of those investigations.*

24 *3. A limited partnership that meets the criteria set forth in*
25 *subsection 2 shall submit a statement which includes the following*
26 *information with respect to each investigation:*

27 *(a) The jurisdiction in which the investigation was*
28 *commenced.*

29 *(b) A summary of the nature of the investigation and the facts*
30 *and circumstances surrounding the investigation.*

31 *(c) If the investigation resulted in criminal or civil litigation, a*
32 *copy of all pleadings filed in the investigation by any party to the*
33 *litigation.*

34 *(d) A summary of the outcome of the investigation, including*
35 *specific information concerning whether any fine or penalty was*
36 *imposed against the limited partnership and whether the limited*
37 *partnership was required to divest any holdings or was unable to*
38 *acquire any holdings as a condition for the settlement, dismissal*
39 *or resolution of the investigation.*

40 *4. The fee collected pursuant to subsection 1 must be*
41 *deposited in the Attorney General's Administration Budget*
42 *Account and used solely for the purpose of investigating any*
43 *alleged contract, combination or conspiracy in restraint of trade,*
44 *as described in subsection 1 of NRS 598A.060.*



1 **Sec. 60. 1.** *If a limited partnership has filed the list in*
2 *compliance with section 58 of this act and has paid the*
3 *appropriate fee for the filing, the cancelled check or other proof of*
4 *payment received by the limited partnership constitutes a*
5 *certificate authorizing it to transact its business within this State*
6 *until the anniversary date of the filing of its certificate of limited*
7 *partnership in the next succeeding calendar year.*

8 2. *Each limited partnership which is required to make a filing*
9 *and pay the fee prescribed in sections 58 and 59 of this act and*
10 *which refuses or neglects to do so within the time provided is in*
11 *default.*

12 3. *Upon notification from the Administrator of the Real*
13 *Estate Division of the Department of Business and Industry that a*
14 *limited partnership which is a unit-owners' association as defined*
15 *in NRS 116.011 has failed to register pursuant to NRS 116.31158*
16 *or failed to pay the fees pursuant to NRS 116.31155, the Secretary*
17 *of State shall deem the limited partnership to be in default. If,*
18 *after the limited partnership is deemed to be in default, the*
19 *Administrator notifies the Secretary of State that the limited*
20 *partnership has registered pursuant to NRS 116.31158 and paid*
21 *the fees pursuant to NRS 116.31155, the Secretary of State shall*
22 *reinstate the limited partnership if the limited partnership*
23 *complies with the requirements for reinstatement as provided in*
24 *this section and section 62 of this act.*

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

31 **Sec. 61. 1.** *The Secretary of State shall notify, by providing*
32 *written notice to its resident agent, each defaulting limited*
33 *partnership. The written notice:*

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

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

38 2. *Immediately after the first day of the first anniversary of*
39 *the month following the month in which filing was required, the*
40 *certificate of the limited partnership is revoked.*

41 3. *The Secretary of State shall compile a complete list*
42 *containing the names of all limited partnerships whose right to*
43 *transact business has been forfeited.*



1 4. The Secretary of State shall notify, by providing written
2 notice to its resident agent, each limited partnership specified in
3 subsection 3 of the revocation of its certificate. The written notice:

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

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

8 5. In case of revocation of the certificate and of the forfeiture
9 of the right to transact business thereunder, all the property and
10 assets of the defaulting domestic limited partnership are held in
11 trust by the general partners, and the same proceedings may be
12 had with respect thereto as for the judicial dissolution of a limited
13 partnership. Any person interested may institute proceedings at
14 any time after a forfeiture has been declared, but, if the Secretary
15 of State reinstates the limited partnership, the proceedings must at
16 once be dismissed and all property restored to the general
17 partners.

18 Sec. 62. 1. Except as otherwise provided in subsections 3
19 and 4, the Secretary of State shall reinstate any limited
20 partnership which has forfeited or which forfeits its right to
21 transact business under the provisions of this chapter and restore
22 to the limited partnership its right to carry on business in this
23 State, and to exercise its privileges and immunities if it:

24 (a) Files with the Secretary of State:

25 (1) The list required pursuant to section 58 of this act;

26 (2) The statement required by section 59 of this act, if
27 applicable; and

28 (3) A certificate of acceptance of appointment signed by its
29 resident agent; and

30 (b) Pays to the Secretary of State:

31 (1) The filing fee and penalty set forth in sections 58 and 60
32 of this act for each year or portion thereof during which the
33 certificate has been revoked;

34 (2) The fee set forth in section 59 of this act, if applicable;
35 and

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

37 2. When the Secretary of State reinstates the limited
38 partnership, he shall issue to the limited partnership a certificate
39 of reinstatement if the limited partnership:

40 (a) Requests a certificate of reinstatement; and

41 (b) Pays the required fees pursuant to section 63 of this act.

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



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

5 5. If a limited partnership's certificate is reinstated pursuant
6 to this section, the reinstatement relates back to and takes effect on
7 the effective date of the revocation, and the limited partnership's
8 status as a limited partnership continues as if the revocation had
9 never occurred.

10 **Sec. 63.** The Secretary of State, for services relating to his
11 official duties and the records of his office, shall charge and
12 collect the following fees:

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

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

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

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

23 5. For certifying a copy of a certificate of limited partnership,
24 an amendment to the certificate, or a certificate as amended, \$30
25 per certification.

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

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

30 8. For copies provided by the Office of the Secretary of State,
31 \$2 per page.

32 9. For filing a certificate of cancellation of a limited
33 partnership or a certificate of cancellation of the registration of a
34 foreign limited partnership, \$75.

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

37 **Sec. 64.** A person becomes a limited partner:

38 1. As provided in the partnership agreement;

39 2. As the result of a conversion or merger under chapter 92A
40 of NRS; or

41 3. With the consent of all the partners.

42 **Sec. 65.** A limited partner does not have the right or the
43 power as a limited partner to act for or bind the limited
44 partnership.



1 **Sec. 66.** *An obligation of a limited partnership, whether*
2 *arising in contract, tort or otherwise, is not the obligation of a*
3 *limited partner. A limited partner is not personally liable, directly*
4 *or indirectly, by way of contribution or otherwise, for an*
5 *obligation of the limited partnership solely by reason of being a*
6 *limited partner, even if the limited partner participates in the*
7 *management and control of the limited partnership.*

8 **Sec. 67. 1.** *On 10 days' demand, made in a record received*
9 *by the limited partnership, a limited partner may inspect and copy*
10 *required information during regular business hours in the limited*
11 *partnership's designated office. The limited partner need not have*
12 *any particular purpose for seeking the information.*

13 2. *During regular business hours and at a reasonable*
14 *location specified by the limited partnership, a limited partner may*
15 *obtain from the limited partnership and inspect and copy true and*
16 *full information regarding the state of the activities and financial*
17 *condition of the limited partnership and other information*
18 *regarding the activities of the limited partnership as is just and*
19 *reasonable if:*

20 (a) *The limited partner seeks the information for a purpose*
21 *reasonably related to the partner's interest as a limited partner;*

22 (b) *The limited partner makes a demand in a record received*
23 *by the limited partnership, describing with reasonable particularity*
24 *the information sought and the purpose for seeking the*
25 *information; and*

26 (c) *The information sought is directly connected to the limited*
27 *partner's purpose.*

28 3. *Within 10 days after receiving a demand pursuant to*
29 *subsection 2, the limited partnership in a record shall inform the*
30 *limited partner that made the demand:*

31 (a) *What information the limited partnership will provide in*
32 *response to the demand;*

33 (b) *When and where the limited partnership will provide the*
34 *information; and*

35 (c) *If the limited partnership declines to provide any demanded*
36 *information, the limited partnership's reasons for declining.*

37 4. *Subject to subsection 6, a person withdrawn as a limited*
38 *partner may inspect and copy required information during regular*
39 *business hours in the limited partnership's designated office if:*

40 (a) *The information pertains to the period during which the*
41 *person was a limited partner;*

42 (b) *The person seeks the information in good faith; and*

43 (c) *The person meets the requirements of subsection 2.*



1 5. The limited partnership shall respond to a demand made
2 pursuant to subsection 4 in the same manner as provided in
3 subsection 3.

4 6. If a limited partner dies, section 97 of this act applies.

5 7. The limited partnership may impose reasonable restrictions
6 on the use of information obtained under this section. In a dispute
7 concerning the reasonableness of a restriction under this
8 subsection, the limited partnership has the burden of proving
9 reasonableness.

10 8. A limited partnership may charge a person that makes a
11 demand under this section reasonable costs of copying, limited to
12 the costs of labor and material.

13 9. Whenever this chapter or a partnership agreement
14 provides for a limited partner to give or withhold consent to a
15 matter, before the consent is given or withheld, the limited
16 partnership shall, without demand, provide the limited partner
17 with all information material to the limited partner's decision that
18 the limited partnership knows.

19 10. A limited partner or person withdrawn as a limited
20 partner may exercise the rights under this section through an
21 attorney or other agent. Any restriction imposed under subsection
22 7 or by the partnership agreement applies both to the attorney or
23 other agent and to the limited partner or person withdrawn as a
24 limited partner.

25 11. The rights stated in this section do not extend to a person
26 as transferee, but may be exercised by the legal representative of a
27 natural person under legal disability who is a limited partner or
28 person withdrawn as a limited partner.

29 **Sec. 68.** 1. A limited partner does not have any fiduciary
30 duty to the limited partnership or to any other partner solely by
31 reason of being a limited partner.

32 2. A limited partner shall discharge the duties to the
33 partnership and the other partners under this chapter or under the
34 partnership agreement and exercise any rights consistently with
35 the obligation of good faith and fair dealing.

36 3. A limited partner does not violate a duty or obligation
37 under this chapter or under the partnership agreement merely
38 because the limited partner's conduct furthers the limited
39 partner's own interest.

40 **Sec. 69.** 1. Except as otherwise provided in subsection 2, a
41 person that makes an investment in a business enterprise and
42 erroneously but in good faith believes that the person has become
43 a limited partner in the enterprise is not liable for the enterprise's
44 obligations by reason of making the investment, receiving
45 distributions from the enterprise or exercising any rights of or



1 appropriate to a limited partner if, on ascertaining the mistake, the
2 person:

3 (a) Causes an appropriate certificate of limited partnership,
4 amendment or certificate of correction to be signed and delivered
5 to the Secretary of State for filing; or

6 (b) Withdraws from future participation as an owner in the
7 enterprise by signing and delivering to the Secretary of State for
8 filing a statement of withdrawal under this section.

9 2. A person that makes an investment described in subsection
10 1 is liable to the same extent as a general partner to any third
11 party that enters into a transaction with the enterprise, believing in
12 good faith that the person is a general partner, before the
13 Secretary of State files a statement of withdrawal, certificate of
14 limited partnership, amendment or certificate of correction to
15 show that the person is not a general partner.

16 3. If a person makes a diligent effort in good faith to comply
17 with paragraph (a) of subsection 1 and is unable to cause the
18 appropriate certificate of limited partnership, amendment or
19 certificate of correction to be signed and delivered to the Secretary
20 of State for filing, the person has the right to withdraw from the
21 enterprise pursuant to paragraph (b) of subsection 1 even if the
22 withdrawal would otherwise breach an agreement with others that
23 are or have agreed to become co-owners of the enterprise.

24 **Sec. 70.** A person becomes a general partner:

25 1. As provided in the partnership agreement;

26 2. Under paragraph (b) of subsection 3 of section 98 of this
27 act following the withdrawal of a limited partnership's last general
28 partner;

29 3. As the result of a conversion or merger under chapter 92A
30 of NRS; or

31 4. With the consent of all the partners.

32 **Sec. 71.** 1. Each general partner is an agent of the limited
33 partnership for the purposes of its activities. An act of a general
34 partner, including the signing of a record in the partnership's
35 name, for apparently carrying on in the ordinary course the
36 limited partnership's activities or activities of the kind carried on
37 by the limited partnership binds the limited partnership, unless the
38 general partner did not have authority to act for the limited
39 partnership in the particular matter and the person with which the
40 general partner was dealing knew, had received a notification or
41 had notice under subsection 4 of section 31 of this act that the
42 general partner lacked authority.

43 2. An act of a general partner which is not apparently for
44 carrying on in the ordinary course the limited partnership's
45 activities or activities of the kind carried on by the limited



partnership binds the limited partnership only if the act was actually authorized by all the other partners.

Sec. 72. 1. A limited partnership is liable for loss or injury caused to a person, or for a penalty incurred, as a result of a wrongful act or omission, or other actionable conduct, of a general partner acting in the ordinary course of activities of the limited partnership or with authority of the limited partnership.

2. If, in the course of the limited partnership's activities or while acting with authority of the limited partnership, a general partner receives or causes the limited partnership to receive money or property of a person not a partner, and the money or property is misapplied by a general partner, the limited partnership is liable for the loss.

Sec. 73. 1. Except as otherwise provided in subsections 2 and 3, all general partners are liable jointly and severally for all obligations of the limited partnership unless otherwise agreed by the claimant or provided by law.

2. A person that becomes a general partner of an existing limited partnership is not personally liable for an obligation of a limited partnership incurred before the person became a general partner.

3. An obligation of a limited partnership incurred while the limited partnership is a registered limited-liability limited partnership, whether arising in contract, tort or otherwise, is solely the obligation of the limited partnership. A general partner is not personally liable, directly or indirectly, by way of contribution or otherwise, for such an obligation solely by reason of being or acting as a general partner. This subsection applies despite anything inconsistent in the partnership agreement that existed immediately before the consent required to become a registered limited-liability limited partnership under paragraph (b) of subsection 2 of section 75 of this act.

Sec. 74. 1. To the extent not inconsistent with section 73 of this act, a general partner may be joined in an action against the limited partnership or named in a separate action.

2. A judgment against a limited partnership is not by itself a judgment against a general partner. A judgment against a limited partnership may not be satisfied from a general partner's assets unless there is also a judgment against the general partner.

3. A judgment creditor of a general partner may not levy execution against the assets of the general partner to satisfy a judgment based on a claim against the limited partnership, unless the partner is personally liable for the claim under section 73 of this act and:



(a) A judgment based on the same claim has been obtained against the limited partnership and a writ of execution on the judgment has been returned unsatisfied in whole or in part;

(b) The limited partnership is a debtor in bankruptcy;

(c) The general partner has agreed that the creditor need not exhaust limited partnership assets;

(d) A court grants permission to the judgment creditor to levy execution against the assets of a general partner based on a finding that limited partnership assets subject to execution are clearly insufficient to satisfy the judgment, that exhaustion of limited partnership assets is excessively burdensome or that the grant of permission is an appropriate exercise of the court's equitable powers; or

(e) Liability is imposed on the general partner by law or contract independent of the existence of the limited partnership.

Sec. 75. 1. Each general partner has equal rights in the management and conduct of the limited partnership's activities. Except as expressly provided in this chapter, any matter relating to the activities of the limited partnership may be exclusively decided by the general partner or, if there is more than one general partner, by a majority of the general partners.

2. The consent of each partner is necessary to:

(a) Amend the partnership agreement;

(b) Register a limited partnership as a registered limited-liability limited partnership pursuant to section 125 of this act or to withdraw its registration as a registered limited-liability limited partnership; and

(c) Sell, lease, exchange or otherwise dispose of all, or substantially all, of the limited partnership's property, with or without the goodwill, other than in the usual and regular course of the limited partnership's activities.

3. A limited partnership shall reimburse a general partner for payments made and indemnify a general partner for liabilities incurred by the general partner in the ordinary course of the activities of the partnership or for the preservation of its activities or property.

4. A limited partnership shall reimburse a general partner for an advance to the limited partnership beyond the amount of capital the general partner agreed to contribute.

5. A payment or advance made by a general partner which gives rise to an obligation of the limited partnership under subsection 3 or 4 constitutes a loan to the limited partnership which accrues interest from the date of the payment or advance.

6. A general partner is not entitled to remuneration for services performed for the partnership.



1 **Sec. 76. 1. A general partner, without having any**
2 **particular purpose for seeking the information, may inspect and**
3 **copy during regular business hours:**

4 **(a) In the limited partnership's designated office, required**
5 **information; and**

6 **(b) At a reasonable location specified by the limited**
7 **partnership, any other records maintained by the limited**
8 **partnership regarding the limited partnership's activities and**
9 **financial condition.**

10 **2. Each general partner and the limited partnership shall**
11 **furnish to a general partner:**

12 **(a) Without demand, any information concerning the limited**
13 **partnership's activities and activities reasonably required for the**
14 **proper exercise of the general partner's rights and duties under**
15 **the partnership agreement or this chapter; and**

16 **(b) On demand, any other information concerning the limited**
17 **partnership's activities, except to the extent the demand or the**
18 **information demanded is unreasonable or otherwise improper**
19 **under the circumstances.**

20 **3. Subject to subsection 5, on 10 days' demand made in a**
21 **record received by the limited partnership, a person withdrawn as**
22 **a general partner may have access to the information and records**
23 **described in subsection 1 at the location specified in subsection 1**
24 **if:**

25 **(a) The information or record pertains to the period during**
26 **which the person was a general partner;**

27 **(b) The person seeks the information or record in good faith;**
28 **and**

29 **(c) The person satisfies the requirements imposed on a limited**
30 **partner by subsection 2 of section 67 of this act.**

31 **4. The limited partnership shall respond to a demand made**
32 **pursuant to subsection 3 in the same manner as provided in**
33 **subsection 3 of section 67 of this act.**

34 **5. If a general partner dies, section 97 of this act applies.**

35 **6. The limited partnership may impose reasonable restrictions**
36 **on the use of information under this section. In any dispute**
37 **concerning the reasonableness of a restriction under this**
38 **subsection, the limited partnership has the burden of proving**
39 **reasonableness.**

40 **7. A limited partnership may charge a person withdrawn as a**
41 **general partner that makes a demand under this section**
42 **reasonable costs of copying, limited to the costs of labor and**
43 **material.**

44 **8. A general partner or person withdrawn as a general**
45 **partner may exercise the rights under this section through an**



1 attorney or other agent. Any restriction imposed under subsection
2 6 or by the partnership agreement applies both to the attorney or
3 other agent and to the general partner or person withdrawn as a
4 general partner.

5 9. The rights under this section do not extend to a person as
6 transferee, but the rights under subsection 3 of a person
7 withdrawn as a general partner may be exercised by the legal
8 representative of a natural person withdrawn as a general partner
9 under paragraph (b) or (c) of subsection 7 of section 89 of this act.

10 Sec. 77. 1. The only fiduciary duties that a general partner
11 has to the limited partnership and the other partners are the duties
12 of loyalty and care under subsections 2 and 3.

13 2. A general partner's duty of loyalty to the limited
14 partnership and the other partners is limited to the following:

15 (a) To account to the limited partnership and hold as trustee
16 for it any property, profit or benefit derived by the general partner
17 in the conduct and winding up of the limited partnership's
18 activities or derived from a use by the general partner of limited
19 partnership property, including the appropriation of a limited
20 partnership opportunity;

21 (b) To refrain from dealing with the limited partnership in the
22 conduct or winding up of the limited partnership's activities as or
23 on behalf of a party having an interest adverse to the limited
24 partnership; and

25 (c) To refrain from competing with the limited partnership in
26 the conduct or winding up of the limited partnership's activities.

27 3. A general partner's duty of care to the limited partnership
28 and the other partners in the conduct and winding up of the
29 limited partnership's activities is limited to refraining from
30 engaging in grossly negligent or reckless conduct, intentional
31 misconduct or a knowing violation of law.

32 4. A general partner shall discharge the duties to the
33 partnership and the other partners under this chapter or under the
34 partnership agreement and exercise any rights consistently with
35 the obligation of good faith and fair dealing.

36 5. A general partner does not violate a duty or obligation
37 under this chapter or under the partnership agreement merely
38 because the general partner's conduct furthers the general
39 partner's own interest.

40 Sec. 78. A contribution of a partner may consist of tangible
41 or intangible property or other benefit to the limited partnership,
42 including money, services performed, promissory notes, other
43 agreements to contribute cash or property, and contracts for
44 services to be performed.



1 **Sec. 79. 1.** *A partner's obligation to contribute money or*
2 *other property or other benefit to, or to perform services for, a*
3 *limited partnership is not excused by the partner's death, disability*
4 *or other inability to perform personally.*

5 **2.** *If a partner does not make a promised nonmonetary*
6 *contribution, the partner is obligated at the option of the limited*
7 *partnership to contribute money equal to that portion of the value,*
8 *as stated in the required information, of the stated contribution*
9 *which has not been made.*

10 **3.** *The obligation of a partner to make a contribution or*
11 *return money or other property paid or distributed in violation of*
12 *this chapter may be compromised only by consent of all partners.*
13 *A creditor of a limited partnership which extends credit or*
14 *otherwise acts in reliance on an obligation described in subsection*
15 *1, without notice of any compromise under this subsection, may*
16 *enforce the original obligation.*

17 **Sec. 80.** *A distribution by a limited partnership must be*
18 *shared among the partners on the basis of the value, as stated in*
19 *the required records when the limited partnership decides to make*
20 *the distribution, of the contributions the limited partnership has*
21 *received from each partner.*

22 **Sec. 81.** *A partner does not have a right to any distribution*
23 *before the dissolution and winding up of the limited partnership*
24 *unless the limited partnership decides to make an interim*
25 *distribution.*

26 **Sec. 82.** *A person does not have a right to receive a*
27 *distribution on account of withdrawal.*

28 **Sec. 83.** *A partner does not have a right to demand or receive*
29 *any distribution from a limited partnership in any form other than*
30 *cash. Subject to subsection 2 of section 106 of this act, a limited*
31 *partnership may distribute an asset in kind to the extent each*
32 *partner receives a percentage of the asset equal to the partner's*
33 *share of distributions.*

34 **Sec. 84.** *When a partner or transferee becomes entitled to*
35 *receive a distribution, the partner or transferee has the status of,*
36 *and is entitled to all remedies available to, a creditor of the limited*
37 *partnership with respect to the distribution. However, the limited*
38 *partnership's obligation to make a distribution is subject to offset*
39 *for any amount owed to the limited partnership by the partner or*
40 *withdrawn partner on whose account the distribution is made.*

41 **Sec. 85. 1.** *A limited partnership may not make a*
42 *distribution in violation of the partnership agreement.*

43 **2.** *A limited partnership may not make a distribution if after*
44 *the distribution:*



1 (a) The limited partnership would not be able to pay its debts
2 as they become due in the ordinary course of the limited
3 partnership's activities; or

4 (b) The limited partnership's total assets would be less than the
5 sum of its total liabilities plus the amount that would be needed, if
6 the limited partnership were to be dissolved, wound up and
7 terminated at the time of the distribution, to satisfy the preferential
8 rights upon dissolution, winding up and termination of partners
9 whose preferential rights are superior to those of persons
10 receiving the distribution.

11 3. A limited partnership may base a determination that a
12 distribution is not prohibited under subsection 2 on financial
13 statements prepared on the basis of accounting practices and
14 principles that are reasonable in the circumstances or on a fair
15 valuation or other method that is reasonable in the circumstances.

16 4. Except as otherwise provided in subsection 7, the effect of
17 a distribution under subsection 2 is measured:

18 (a) In the case of distribution by purchase, redemption or
19 other acquisition of a transferable interest in the limited
20 partnership, as of the date money or other property is transferred
21 or debt incurred by the limited partnership; and

22 (b) In all other cases, as of the date:

23 (1) The distribution is authorized, if the payment occurs
24 within 120 days after that date; or

25 (2) The payment is made, if payment occurs more than 120
26 days after the distribution is authorized.

27 5. A limited partnership's indebtedness to a partner incurred
28 by reason of a distribution made in accordance with this section is
29 at parity with the limited partnership's indebtedness to its general,
30 unsecured creditors.

31 6. A limited partnership's indebtedness, including
32 indebtedness issued in connection with or as part of a distribution,
33 is not considered a liability for purposes of subsection 2 if the
34 terms of the indebtedness provide that payment of principal and
35 interest are made only to the extent that a distribution could then
36 be made to partners under this section.

37 7. If indebtedness is issued as a distribution, each payment of
38 principal or interest on the indebtedness is treated as a
39 distribution, the effect of which is measured on the date the
40 payment is made.

41 **Sec. 86.** 1. A general partner that consents to a distribution
42 made in violation of section 85 of this act is personally liable to the
43 limited partnership for the amount of the distribution which
44 exceeds the amount that could have been distributed without the



1 violation if it is established that in consenting to the distribution
2 the general partner failed to comply with section 77 of this act.

3 2. A partner or transferee that received a distribution
4 knowing that the distribution to that partner or transferee was
5 made in violation of section 85 of this act is personally liable to the
6 limited partnership but only to the extent that the distribution
7 received by the partner or transferee exceeded the amount that
8 could have been properly paid under section 85 of this act.

9 3. A general partner against which an action is commenced
10 under subsection 1 may:

11 (a) Implead in the action any other person that is liable under
12 subsection 1 and compel contribution from the person; and

13 (b) Implead in the action any person that received a
14 distribution in violation of subsection 2 and compel contribution
15 from the person in the amount the person received in violation of
16 subsection 2.

17 4. An action under this section is barred if it is not
18 commenced within 2 years after the distribution.

19 **Sec. 87.** 1. A person does not have a right to withdraw as a
20 limited partner before the termination of the limited partnership.

21 2. A person is withdrawn from a limited partnership as a
22 limited partner upon the occurrence of any of the following
23 events:

24 (a) The limited partnership's having notice of the person's
25 express will to withdraw as a limited partner or on a later date
26 specified by the person;

27 (b) An event agreed to in the partnership agreement as causing
28 the person's withdrawal as a limited partner;

29 (c) The person's expulsion as a limited partner pursuant to the
30 partnership agreement;

31 (d) The person's expulsion as a limited partner by the
32 unanimous consent of the other partners if:

33 (1) It is unlawful to carry on the limited partnership's
34 activities with the person as a limited partner;

35 (2) There has been a transfer of all of the person's
36 transferable interest in the limited partnership, other than a
37 transfer for security purposes, or a court order charging the
38 person's interest, which has not been foreclosed;

39 (3) The person is a corporation and, within 90 days after
40 the limited partnership notifies the person that it will be expelled
41 as a limited partner because it has filed a certificate of dissolution
42 or the equivalent, its charter has been revoked or its right to
43 conduct business has been suspended by the jurisdiction of its
44 incorporation, there is no revocation of the certificate of



dissolution or no reinstatement of its charter or its right to conduct business; or

(4) The person is a limited-liability company or partnership that has been dissolved and whose business is being wound up;

(e) On application by the limited partnership, the person's expulsion as a limited partner by judicial order because:

(1) The person engaged in wrongful conduct that adversely and materially affected the limited partnership's activities;

(2) The person willfully or persistently committed a material breach of the partnership agreement or of the obligation of good faith and fair dealing under subsection 2 of section 68 of this act; or

(3) The person engaged in conduct relating to the limited partnership's activities which makes it not reasonably practicable to carry on the activities with the person as limited partner;

(f) In the case of a person who is a natural person, the person's death;

(g) In the case of a person that is a trust or is acting as a limited partner by virtue of being a trustee of a trust, distribution of the trust's entire transferable interest in the limited partnership, but not merely by reason of the substitution of a successor trustee;

(h) In the case of a person that is an estate or is acting as a limited partner by virtue of being a personal representative of an estate, distribution of the estate's entire transferable interest in the limited partnership, but not merely by reason of the substitution of a successor personal representative;

(i) Termination of a limited partner that is not a natural person, partnership, limited-liability company, corporation, trust or estate; or

(j) The limited partnership's participation in a conversion or merger if the limited partnership:

(1) Is not the converted or surviving entity; or

(2) Is the converted or surviving entity but, as a result of the conversion or merger, the person ceases to be a limited partner.

Sec. 88. 1. Upon a person's withdrawal as a limited partner:

(a) Subject to section 97 of this act, the person does not have further rights as a limited partner;

(b) The person's obligation of good faith and fair dealing as a limited partner under subsection 2 of section 68 of this act continues only as to matters arising and events occurring before the withdrawal; and

(c) Subject to section 97 of this act and the provisions of chapter 92A of NRS, any transferable interest owned by the



1 *person in the person's capacity as a limited partner immediately*
2 *before withdrawal is owned by the person as a mere transferee.*

3 2. *A person's withdrawal as a limited partner does not of*
4 *itself discharge the person from any obligation to the limited*
5 *partnership or the other partners which the person incurred while*
6 *a limited partner.*

7 **Sec. 89.** *A person is withdrawn from a limited partnership as*
8 *a general partner upon the occurrence of any of the following*
9 *events:*

10 1. *The limited partnership's having notice of the person's*
11 *express will to withdraw as a general partner or on a later date*
12 *specified by the person;*

13 2. *An event agreed to in the partnership agreement as*
14 *causing the person's withdrawal as a general partner;*

15 3. *The person's expulsion as a general partner pursuant to*
16 *the partnership agreement;*

17 4. *The person's expulsion as a general partner by the*
18 *unanimous consent of the other partners if:*

19 (a) *It is unlawful to carry on the limited partnership's activities*
20 *with the person as a general partner;*

21 (b) *There has been a transfer of all or substantially all of the*
22 *person's transferable interest in the limited partnership, other*
23 *than a transfer for security purposes, or a court order charging*
24 *the person's interest, which has not been foreclosed;*

25 (c) *The person is a corporation and, within 90 days after the*
26 *limited partnership notifies the person that it will be expelled as a*
27 *general partner because it has filed a certificate of dissolution or*
28 *the equivalent, its charter has been revoked or its right to conduct*
29 *business has been suspended by the jurisdiction of its*
30 *incorporation, there is no revocation of the certificate of*
31 *dissolution or no reinstatement of its charter or its right to conduct*
32 *business; or*

33 (d) *The person is a limited-liability company or partnership*
34 *that has been dissolved and whose business is being wound up;*

35 5. *On application by the limited partnership, the person's*
36 *expulsion as a general partner by judicial determination because:*

37 (a) *The person engaged in wrongful conduct that adversely*
38 *and materially affected the limited partnership activities;*

39 (b) *The person willfully or persistently committed a material*
40 *breach of the partnership agreement or of a duty owed to the*
41 *partnership or the other partners under section 77 of this act; or*

42 (c) *The person engaged in conduct relating to the limited*
43 *partnership's activities which makes it not reasonably practicable*
44 *to carry on the activities of the limited partnership with the person*
45 *as a general partner;*



6. *The person's:*
(a) *Becoming a debtor in bankruptcy;*
(b) *Execution of an assignment for the benefit of creditors;*
(c) *Seeking, consenting to or acquiescing in the appointment of a trustee, receiver or liquidator of the person or of all or substantially all of the person's property; or*

(d) *Failure, within 90 days after the appointment, to have vacated or stayed the appointment of a trustee, receiver or liquidator of the general partner or of all or substantially all of the person's property obtained without the person's consent or acquiescence, or failing within 90 days after the expiration of a stay to have the appointment vacated;*

7. *In the case of a person who is a natural person:*

(a) *The person's death;*

(b) *The appointment of a guardian or general conservator for the person; or*

(c) *A judicial determination that the person has otherwise become incapable of performing the person's duties as a general partner under the partnership agreement;*

8. *In the case of a person that is a trust or is acting as a general partner by virtue of being a trustee of a trust, distribution of the trust's entire transferable interest in the limited partnership, but not merely by reason of the substitution of a successor trustee;*

9. *In the case of a person that is an estate or is acting as a general partner by virtue of being a personal representative of an estate, distribution of the estate's entire transferable interest in the limited partnership, but not merely by reason of the substitution of a successor personal representative;*

10. *Termination of a general partner that is not a natural person, partnership, limited-liability company, corporation, trust or estate; or*

11. *The limited partnership's participation in a conversion or merger under chapter 92A of NRS, if the limited partnership:*

(a) *Is not the converted or surviving entity; or*

(b) *Is the converted or surviving entity but, as a result of the conversion or merger, the person ceases to be a general partner.*

Sec. 90. 1. *A person has the power to withdraw as a general partner at any time, rightfully or wrongfully, by express will pursuant to subsection 1 of section 89 of this act.*

2. *A person's withdrawal as a general partner is wrongful only if:*

(a) *It is in breach of an express provision of the partnership agreement; or*

(b) *It occurs before the termination of the limited partnership, and:*



1 (1) *The person withdraws as a general partner by express*
2 *will;*

3 (2) *The person is expelled as a general partner by judicial*
4 *determination under subsection 5 of section 89 of this act;*

5 (3) *The person is withdrawn as a general partner by*
6 *becoming a debtor in bankruptcy; or*

7 (4) *In the case of a person that is not a natural person, a*
8 *trust other than a business trust or an estate, the person is expelled*
9 *or otherwise withdrawn as a general partner because it willfully*
10 *dissolved or terminated.*

11 3. *A person that wrongfully withdraws as a general partner is*
12 *liable to the limited partnership and, subject to section 130 of this*
13 *act, to the other partners for damages caused by the withdrawal.*
14 *The liability is in addition to any other obligation of the general*
15 *partner to the limited partnership or to the other partners.*

16 **Sec. 91.** 1. *Upon a person's withdrawal as a general*
17 *partner:*

18 (a) *The person's right to participate as a general partner in the*
19 *management and conduct of the partnership's activities*
20 *terminates;*

21 (b) *The person's duty of loyalty as a general partner under*
22 *paragraph (c) of subsection 2 of section 77 of this act terminates;*

23 (c) *The person's duty of loyalty as a general partner under*
24 *paragraphs (a) and (b) of subsection 2 of section 77 of this act and*
25 *duty of care under subsection 3 of section 77 of this act continue*
26 *only with regard to matters arising and events occurring before*
27 *the person's withdrawal as a general partner;*

28 (d) *The person may sign and deliver to the Secretary of State*
29 *for filing a certificate of withdrawal pertaining to the person and,*
30 *at the request of the limited partnership, shall sign an amendment*
31 *to the certificate of limited partnership which states that the*
32 *person has withdrawn; and*

33 (e) *Subject to section 97 of this act and the provisions of*
34 *chapter 92A of NRS, any transferable interest owned by the*
35 *person immediately before withdrawal in the person's capacity as*
36 *a general partner is owned by the person as a mere transferee.*

37 2. *A person's withdrawal as a general partner does not of*
38 *itself discharge the person from any obligation to the limited*
39 *partnership or the other partners which the person incurred while*
40 *a general partner.*

41 **Sec. 92.** 1. *After a person is withdrawn as a general partner*
42 *and before the limited partnership is dissolved, converted under*
43 *chapter 92A of NRS or merged out of existence under chapter 92A*
44 *of NRS, the limited partnership is bound by an act of the person*
45 *only if:*



(a) The act would have bound the limited partnership under section 71 of this act before the withdrawal; and

(b) At the time the other party enters into the transaction:

(1) Less than 2 years has passed since the withdrawal; and

(2) The other party does not have notice of the withdrawal and reasonably believes that the person is a general partner.

2. If a limited partnership is bound under subsection 1, the person withdrawn as a general partner which caused the limited partnership to be bound is liable:

(a) To the limited partnership for any damage caused to the limited partnership arising from the obligation incurred under subsection 1; and

(b) If a general partner or another person withdrawn as a general partner is liable for the obligation, to the general partner or other person for any damage caused to the general partner or other person arising from the liability.

Sec. 93. 1. A person's withdrawal as a general partner does not of itself discharge the person's liability as a general partner for an obligation of the limited partnership incurred before withdrawal. Except as otherwise provided in subsections 2 and 3, the person is not liable for a limited partnership's obligation incurred after withdrawal.

2. A person whose withdrawal as a general partner resulted in a dissolution and winding up of the limited partnership's activities is liable to the same extent as a general partner under section 73 of this act on an obligation incurred by the limited partnership under section 101 of this act.

3. A person that has withdrawn as a general partner but whose withdrawal did not result in a dissolution and winding up of the limited partnership's activities is liable on a transaction entered into by the limited partnership after the withdrawal only if:

(a) A general partner would be liable on the transaction; and

(b) At the time the other party enters into the transaction:

(1) Less than 2 years has passed since the withdrawal; and

(2) The other party does not have notice of the withdrawal and reasonably believes that the person is a general partner.

4. By agreement with a creditor of a limited partnership and the limited partnership, a person withdrawn as a general partner may be released from liability for an obligation of the limited partnership.

5. A person withdrawn as a general partner is released from liability for an obligation of the limited partnership if the limited partnership's creditor, with notice of the person's withdrawal as a general partner but without the person's consent, agrees to a



1 *material alteration in the nature or time of payment of the*
2 *obligation.*

3 **Sec. 94.** *The only interest of a partner which is transferable*
4 *is the partner's transferable interest. A transferable interest is*
5 *personal property.*

6 **Sec. 95.** 1. *A transfer, in whole or in part, of a partner's*
7 *transferable interest:*

8 *(a) Is permissible;*

9 *(b) Does not by itself cause the partner's withdrawal or a*
10 *dissolution and winding up of the limited partnership's activities;*
11 *and*

12 *(c) Does not, as against the other partners or the limited*
13 *partnership, entitle the transferee to participate in the*
14 *management or conduct of the limited partnership's activities, to*
15 *require access to information concerning the limited partnership's*
16 *transactions except as otherwise provided in subsection 3, or to*
17 *inspect or copy the required information or the limited*
18 *partnership's other records.*

19 2. *A transferee has a right to receive, in accordance with the*
20 *transfer:*

21 *(a) Distributions to which the transferor would otherwise be*
22 *entitled; and*

23 *(b) Upon the dissolution and winding up of the limited*
24 *partnership's activities the net amount otherwise distributable to*
25 *the transferor.*

26 3. *In a dissolution and winding up, a transferee is entitled to*
27 *an account of the limited partnership's transactions only from the*
28 *date of dissolution.*

29 4. *Upon transfer, the transferor retains the rights of a partner*
30 *other than the interest in distributions transferred and retains all*
31 *duties and obligations of a partner.*

32 5. *A limited partnership need not give effect to a transferee's*
33 *rights under this section until the limited partnership has notice of*
34 *the transfer.*

35 6. *A transfer of a partner's transferable interest in the limited*
36 *partnership in violation of a restriction on transfer contained in*
37 *the partnership agreement is ineffective as to a person having*
38 *notice of the restriction at the time of transfer.*

39 7. *A transferee that becomes a partner with respect to a*
40 *transferable interest is liable for the transferor's obligations under*
41 *sections 79 and 86 of this act. However, the transferee is not*
42 *obligated for liabilities unknown to the transferee at the time the*
43 *transferee became a partner.*

44 **Sec. 96.** 1. *On application to a court of competent*
45 *jurisdiction by any judgment creditor of a partner or transferee,*



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1 the court may charge the transferable interest of the judgment
2 debtor with payment of the unsatisfied amount of the judgment
3 with interest. To the extent so charged, the judgment creditor has
4 only the rights of a transferee. The court may appoint a receiver of
5 the share of the distributions due or to become due to the
6 judgment debtor in respect of the partnership and make all other
7 orders, directions, accounts and inquiries the judgment debtor
8 might have made or which the circumstances of the case may
9 require to give effect to the charging order.

10 2. A charging order constitutes a lien on the judgment
11 debtor's transferable interest. The court may order a foreclosure
12 upon the interest subject to the charging order at any time. The
13 purchaser at the foreclosure sale has the rights of a transferee.

14 3. At any time before foreclosure, an interest charged may be
15 redeemed:

16 (a) By the judgment debtor;

17 (b) With property other than limited partnership property, by
18 one or more of the other partners; or

19 (c) With limited partnership property, by the limited
20 partnership with the consent of all partners whose interests are not
21 so charged.

22 4. This chapter does not deprive any partner or transferee of
23 the benefit of any exemption laws applicable to the partner's or
24 transferee's transferable interest.

25 5. This section provides the exclusive remedy by which a
26 judgment creditor of a partner or transferee may satisfy a
27 judgment out of the judgment debtor's transferable interest.

28 **Sec. 97.** If a partner dies, the deceased partner's personal
29 representative or other legal representative may exercise the rights
30 of a transferee as provided in section 95 of this act and, for the
31 purposes of settling the estate, may exercise the rights of a current
32 limited partner under section 67 of this act.

33 **Sec. 98.** Except as otherwise provided in section 99 of this
34 act, a limited partnership is dissolved, and its activities must be
35 wound up, only upon the occurrence of any of the following:

36 1. The happening of an event specified in the partnership
37 agreement;

38 2. The consent of all general partners and of limited partners
39 owning a majority of the rights to receive distributions as limited
40 partners at the time the consent is to be effective;

41 3. After the withdrawal of a person as a general partner:

42 (a) If the limited partnership has at least one remaining
43 general partner, the consent to dissolve the limited partnership
44 given within 90 days after the withdrawal by partners owning a



majority of the rights to receive distributions as partners at the time the consent is to be effective; or

(b) If the limited partnership does not have a remaining general partner, the passage of 90 days after the withdrawal, unless before the end of the period:

(1) Consent to continue the activities of the limited partnership and admit at least one general partner is given by limited partners owning a majority of the rights to receive distributions as limited partners at the time the consent is to be effective; and

(2) At least one person is admitted as a general partner in accordance with the consent; or

4. The passage of 90 days after the withdrawal of the limited partnership's last limited partner, unless before the end of the period the limited partnership admits at least one limited partner.

Sec. 99. On application by a partner the district court may order dissolution of a limited partnership if it is not reasonably practicable to carry on the activities of the limited partnership in conformity with the partnership agreement.

Sec. 100. 1. A limited partnership continues after dissolution only for the purpose of winding up its activities.

2. In winding up its activities, the limited partnership:

(a) May amend its certificate of limited partnership to state that the limited partnership is dissolved, preserve the limited partnership business or property as a going concern for a reasonable time, prosecute and defend actions and proceedings, whether civil, criminal or administrative, transfer the limited partnership's property, settle disputes by mediation or arbitration, file a certificate of cancellation as provided in section 49 of this act and perform other necessary acts; and

(b) Shall discharge the limited partnership's liabilities, settle and close the limited partnership's activities and marshal and distribute the assets of the partnership.

3. If a dissolved limited partnership does not have a general partner, a person to wind up the dissolved limited partnership's activities may be appointed by the consent of limited partners owning a majority of the rights to receive distributions as limited partners at the time the consent is to be effective. A person appointed under this subsection:

(a) Has the powers of a general partner under section 101 of this act; and

(b) Shall promptly amend the certificate of limited partnership to state:

(1) That the limited partnership does not have a general partner;



(2) The name of the person that has been appointed to wind up the limited partnership; and

(3) The street and mailing address of the person.

4. On the application of any partner, the district court may order judicial supervision of the winding up, including the appointment of a person to wind up the dissolved limited partnership's activities, if:

(a) A limited partnership does not have a general partner and within a reasonable time following the dissolution no person has been appointed pursuant to subsection 3; or

(b) The applicant establishes other good cause.

Sec. 101. 1. A limited partnership is bound by a general partner's act after dissolution which:

(a) Is appropriate for winding up the limited partnership's activities; or

(b) Would have bound the limited partnership under section 71 of this act before dissolution, if, at the time the other party enters into the transaction, the other party does not have notice of the dissolution.

2. A person withdrawn as a general partner binds a limited partnership through an act occurring after dissolution if:

(a) At the time the other party enters into the transaction:

(1) Less than 2 years has passed since the withdrawal; and

(2) The other party does not have notice of the withdrawal and reasonably believes that the person is a general partner; and

(b) The act:

(1) Is appropriate for winding up the limited partnership's activities; or

(2) Would have bound the limited partnership under section 71 of this act before dissolution and at the time the other party enters into the transaction the other party does not have notice of the dissolution.

Sec. 102. 1. If a general partner having knowledge of the dissolution causes a limited partnership to incur an obligation under subsection 1 of section 101 of this act by an act that is not appropriate for winding up the partnership's activities, the general partner is liable:

(a) To the limited partnership for any damage caused to the limited partnership arising from the obligation; and

(b) If another general partner or a person withdrawn as a general partner is liable for the obligation, to that other general partner or person for any damage caused to that other general partner or person arising from the liability.



2. If a person withdrawn as a general partner causes a limited partnership to incur an obligation under subsection 2 of section 101 of this act, the person is liable:

(a) To the limited partnership for any damage caused to the limited partnership arising from the obligation; and

(b) If a general partner or another person withdrawn as a general partner is liable for the obligation, to the general partner or other person for any damage caused to the general partner or other person arising from the liability.

Sec. 103. 1. A dissolved limited partnership may dispose of the known claims against it by following the procedure described in subsection 2.

2. A dissolved limited partnership may notify its known claimants of the dissolution in a record. The notice must:

(a) Specify the information required to be included in a claim;

(b) Provide a mailing address to which the claim is to be sent;

(c) State the deadline for receipt of the claim, which may not be less than 120 days after the date the notice is received by the claimant;

(d) State that the claim will be barred if not received by the deadline; and

(e) Unless the limited partnership has been throughout its existence a registered limited-liability limited partnership, state that the barring of a claim against the limited partnership will also bar any corresponding claim against any general partner or person withdrawn as a general partner which is based on section 73 of this act.

3. A claim against a dissolved limited partnership is barred if the requirements of subsection 2 are met and:

(a) The claim is not received by the specified deadline; or

(b) In the case of a claim that is timely received but rejected by the dissolved limited partnership, the claimant does not commence an action to enforce the claim against the limited partnership within 90 days after the receipt of the notice of the rejection.

4. This section does not apply to a claim based on an event occurring after the effective date of dissolution or a liability that is contingent on that date.

Sec. 104. 1. A dissolved limited partnership may publish notice of its dissolution and request persons having claims against the limited partnership to present them in accordance with the notice.

2. The notice must:

(a) Be published at least once in a newspaper of general circulation in the county in which the dissolved limited partnership's principal office is located or, if it has none in this



1 *State, in the county in which the limited partnership's designated*
2 *office is or was last located;*

3 *(b) Describe the information required to be contained in a*
4 *claim and provide a mailing address to which the claim is to be*
5 *sent;*

6 *(c) State that a claim against the limited partnership is barred*
7 *unless an action to enforce the claim is commenced within 5 years*
8 *after publication of the notice; and*

9 *(d) Unless the limited partnership has been throughout its*
10 *existence a registered limited-liability limited partnership, state*
11 *that the barring of a claim against the limited partnership will also*
12 *bar any corresponding claim against any general partner or*
13 *person withdrawn as a general partner which is based on section*
14 *73 of this act.*

15 *3. If a dissolved limited partnership publishes a notice in*
16 *accordance with subsection 2, the claim of each of the following*
17 *claimants is barred unless the claimant commences an action to*
18 *enforce the claim against the dissolved limited partnership within*
19 *5 years after the publication date of the notice:*

20 *(a) A claimant that did not receive notice in a record under*
21 *section 103 of this act;*

22 *(b) A claimant whose claim was timely sent to the dissolved*
23 *limited partnership but not acted on; and*

24 *(c) A claimant whose claim is contingent or based on an event*
25 *occurring after the effective date of dissolution.*

26 *4. A claim not barred under this section may be enforced:*

27 *(a) Against the dissolved limited partnership, to the extent of*
28 *its undistributed assets;*

29 *(b) If the assets have been distributed in liquidation, against a*
30 *partner or transferee to the extent of that person's proportionate*
31 *share of the claim or the limited partnership's assets distributed to*
32 *the partner or transferee in liquidation, whichever is less, but a*
33 *person's total liability for all claims under this paragraph does not*
34 *exceed the total amount of assets distributed to the person as part*
35 *of the winding up of the dissolved limited partnership; or*

36 *(c) Against any person liable on the claim under section 73 of*
37 *this act.*

38 **Sec. 105.** *If a claim against a dissolved limited partnership is*
39 *barred under section 103 or 104 of this act, any corresponding*
40 *claim under section 73 of this act is also barred.*

41 **Sec. 106.** *1. In winding up a limited partnership's*
42 *activities, the assets of the limited partnership, including the*
43 *contributions required by this section, must be applied to satisfy*
44 *the limited partnership's obligations to creditors, including, to the*
45 *extent permitted by law, partners that are creditors.*



2. Any surplus remaining after the limited partnership complies with subsection 1 must be paid in cash as a distribution.

3. If a limited partnership's assets are insufficient to satisfy all of its obligations under subsection 1, with respect to each unsatisfied obligation incurred when the limited partnership was not a limited-liability limited partnership, the following rules apply:

(a) Each person that was a general partner when the obligation was incurred and that has not been released from the obligation under section 93 of this act shall contribute to the limited partnership for the purpose of enabling the limited partnership to satisfy the obligation. The contribution due from each of those persons is in proportion to the right to receive distributions in the capacity of general partner in effect for each of those persons when the obligation was incurred.

(b) If a person does not contribute the full amount required under paragraph (a) with respect to an unsatisfied obligation of the limited partnership, the other persons required to contribute by paragraph (a) on account of the obligation shall contribute the additional amount necessary to discharge the obligation. The additional contribution due from each of those other persons is in proportion to the right to receive distributions in the capacity of general partner in effect for each of those other persons when the obligation was incurred.

(c) If a person does not make the additional contribution required by paragraph (b), further additional contributions are determined and due in the same manner as provided in that paragraph.

4. A person that makes an additional contribution under paragraph (b) or (c) of subsection 3 may recover from any person whose failure to contribute under paragraph (a) or (b) of subsection 3 necessitated the additional contribution. A person may not recover under this subsection more than the amount additionally contributed. A person's liability under this subsection may not exceed the amount the person failed to contribute.

5. The estate of a deceased natural person is liable for the person's obligations under this section.

6. An assignee for the benefit of creditors of a limited partnership or a partner, or a person appointed by a court to represent creditors of a limited partnership or a partner, may enforce a person's obligation to contribute under subsection 3.

Sec. 107. Subject to the constitution of this State:

1. The laws of the state or jurisdiction under which a foreign limited partnership is organized govern:



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1 (a) Relations among the partners of the foreign limited
2 partnership and between the partners and the foreign limited
3 partnership; and

4 (b) The liability of partners as partners for an obligation of the
5 foreign limited partnership; and

6 2. A foreign limited partnership may not be denied
7 registration by reason of any difference between those laws and
8 the laws of this State.

9 **Sec. 108.** Before transacting business in this State, a foreign
10 limited partnership shall register with the Secretary of State. In
11 order to register, a foreign limited partnership shall submit to the
12 Secretary of State an application for registration as a foreign
13 limited partnership, signed by a general partner, a signed
14 certificate of acceptance of a resident agent and a certificate of
15 existence or another record of similar import signed by the
16 governmental official having custody of the foreign limited
17 partnership's publicly filed records in the state or other
18 jurisdiction under whose law the foreign limited partnership is
19 organized. The application for registration must set forth:

20 1. The name of the foreign limited partnership and, if
21 different, the name under which it proposes to register and
22 transact business in this State;

23 2. The state or jurisdiction under whose law the foreign
24 limited partnership is organized and the date of its organization;

25 3. The name and street address of the resident agent whom
26 the foreign limited partnership elects to appoint;

27 4. A statement that the Secretary of State is appointed the
28 agent of the foreign limited partnership for service of process if
29 the resident agent's authority has been revoked or if the resident
30 agent cannot be found or served with the exercise of reasonable
31 diligence;

32 5. The address of the office required to be maintained in the
33 state of its organization by the laws of that state or, if not so
34 required, of the principal office of the foreign limited partnership;

35 6. The name and business address of each general partner;
36 and

37 7. The address of the office at which is kept a list of the
38 names and addresses of the limited partners and their capital
39 contributions, together with an undertaking by the foreign limited
40 partnership to keep those records until the foreign limited
41 partnership's registration in this State is cancelled or withdrawn.

42 **Sec. 109.** 1. If the Secretary of State finds that an
43 application for registration filed by a foreign limited partnership
44 conforms to law and all requisite fees have been paid, he shall
45 issue a certificate of registration to transact business in this State



1 and mail it to the person who filed the application or his
2 representative.

3 2. A certificate of registration does not authorize a foreign
4 limited partnership to engage in any business or exercise any
5 power that a limited partnership may not engage in or exercise in
6 this State.

7 **Sec. 110.** Except as otherwise provided in section 129 of this
8 act, a foreign limited partnership may register with the Secretary
9 of State under any name, whether or not it is the name under
10 which it is registered in its state of organization, that includes
11 without abbreviation the words “limited partnership” and that
12 could be registered by a domestic limited partnership.

13 **Sec. 111.** If any statement in the application for registration
14 of a foreign limited partnership was false when made or any
15 arrangements or other facts described have changed, making the
16 application inaccurate in any respect, the foreign limited
17 partnership shall promptly file in the Office of the Secretary of
18 State a certificate, signed and sworn to by a general partner,
19 correcting such statement.

20 **Sec. 112.** 1. Each foreign limited partnership doing
21 business in this State shall, on or before the last day of the first
22 month after the filing of its application for registration as a
23 foreign limited partnership with the Secretary of State, and
24 annually thereafter on or before the last day of the month in
25 which the anniversary date of its qualification to do business in
26 this State occurs in each year, file with the Secretary of State a list,
27 on a form furnished by him, that contains:

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

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

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

32 (d) The address, either residence or business, of each general
33 partner;

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

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

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

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

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



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3. Upon filing:

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

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

4. If a general partner of a foreign limited partnership resigns and the resignation is not reflected on the annual or amended list of general partners, the foreign limited partnership or the resigning general partner shall pay to the Secretary of State a fee of \$75 to file the resignation of the general partner.

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 limited partnership, which is required to comply with the provisions of sections 112 to 119, inclusive, of this act and which has not become delinquent, the blank forms to be completed and filed with him. Failure of any foreign limited partnership to receive the forms does not excuse it from the penalty imposed by the provisions of sections 112 to 119, inclusive, of this act.

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

Sec. 113. 1. At the time of submitting any list required pursuant to section 112 of this act, a foreign limited partnership that meets the criteria set forth in subsection 2 must submit:

(a) The statement required pursuant to subsection 3, accompanied by a declaration under penalty of perjury attesting that the statement does not contain any material misrepresentation of fact; and

(b) A fee of \$100,000, to be distributed in the manner provided pursuant to subsection 4.

2. A foreign limited partnership must submit a statement pursuant to this section if the foreign limited partnership, including its parent and all subsidiaries:

(a) Holds 25 percent or more of the share of the market within this State for any product sold or distributed by the foreign limited partnership within this State; and

(b) Has had, during the previous 5-year period, a total of five or more investigations commenced against the foreign limited



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1 *partnership, its parent or its subsidiaries in any jurisdiction within*
2 *the United States, including all state and federal investigations:*

3 *(1) Which concern any alleged contract, combination or*
4 *conspiracy in restraint of trade, as described in subsection 1 of*
5 *NRS 598A.060, or which concern similar activities prohibited by a*
6 *substantially similar law of another jurisdiction; and*

7 *(2) Which resulted in the foreign limited partnership being*
8 *fined or otherwise penalized or which resulted in the foreign*
9 *limited partnership being required to divest any holdings or being*
10 *unable to acquire any holdings as a condition for the settlement,*
11 *dismissal or resolution of those investigations.*

12 *3. A foreign limited partnership that meets the criteria set*
13 *forth in subsection 2 shall submit a statement which includes the*
14 *following information with respect to each investigation:*

15 *(a) The jurisdiction in which the investigation was*
16 *commenced.*

17 *(b) A summary of the nature of the investigation and the facts*
18 *and circumstances surrounding the investigation.*

19 *(c) If the investigation resulted in criminal or civil litigation, a*
20 *copy of all pleadings filed in the investigation by any party to the*
21 *litigation.*

22 *(d) A summary of the outcome of the investigation, including*
23 *specific information concerning whether any fine or penalty was*
24 *imposed against the foreign limited partnership and whether the*
25 *foreign limited partnership was required to divest any holdings or*
26 *was unable to acquire any holdings as a condition for the*
27 *settlement, dismissal or resolution of the investigation.*

28 *4. The fee collected pursuant to subsection 1 must be*
29 *deposited in the Attorney General's Administration Budget*
30 *Account and used solely for the purpose of investigating any*
31 *alleged contract, combination or conspiracy in restraint of trade,*
32 *as described in subsection 1 of NRS 598A.060.*

33 **Sec. 114.** *If a foreign limited partnership has filed the initial*
34 *or annual list in compliance with section 112 of this act and has*
35 *paid the appropriate fee for the filing, the cancelled check or other*
36 *proof of payment received by the foreign limited partnership*
37 *constitutes a certificate authorizing it to transact its business*
38 *within this State until the last day of the month in which the*
39 *anniversary of its qualification to transact business occurs in the*
40 *next succeeding calendar year.*

41 **Sec. 115.** *1. Each list required to be filed under the*
42 *provisions of sections 112 to 119, inclusive, of this act must, after*
43 *the name of each managing partner listed thereon, set forth the*
44 *address, either residence or business, of each managing partner.*



2. If the addresses are not stated for each person on any list offered for filing, the Secretary of State may refuse to file the list, and the foreign limited partnership for which the list has been offered for filing is subject to all the provisions of sections 112 to 119, inclusive, of this act relating to failure to file the list within or at the times therein specified, unless a list is subsequently submitted for filing which conforms to the provisions of this section.

Sec. 116. 1. Each foreign limited partnership which is required to make a filing and pay the fee prescribed in sections 112 to 119, inclusive, of this act and which refuses or neglects to do so within the time provided is in default.

2. For default there must be added to the amount of the fee a penalty of \$75 and unless the filing is made and the fee and penalty are paid on or before the last day of the month in which the anniversary date of the foreign limited partnership occurs, the defaulting foreign limited partnership by reason of its default forfeits its right to transact any business within this State. The fee and penalty must be collected as provided in this chapter.

Sec. 117. 1. The Secretary of State shall notify, by providing written notice to its resident agent, each foreign limited partnership deemed in default pursuant to section 116 of this act. 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 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 limited partnership occurs, the Secretary of State shall compile a complete list containing the names of all foreign limited partnerships whose right to transact business has been forfeited.

3. The Secretary of State shall notify, by providing written notice to its resident agent, each foreign limited partnership 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 agent, may be provided electronically.

Sec. 118. 1. Except as otherwise provided in subsections 3 and 4, the Secretary of State shall reinstate a foreign limited partnership which has forfeited or which forfeits its right to transact business under the provisions of this chapter and shall restore to the foreign limited partnership 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 section 112 of this act;

(2) The statement required by section 113 of this act, 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 sections 112 and 116 of this act for each year or portion thereof that its right to transact business was forfeited;

(2) The fee set forth in section 113 of this act, if applicable; and

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

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

(a) Requests a certificate of reinstatement; and

(b) Pays the required fees pursuant to section 63 of this act.

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 partnership 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.

5. If the right of a foreign limited partnership to transact business in this State is reinstated pursuant to this section, the reinstatement relates back to and takes effect on the effective date of the revocation, and the foreign limited partnership's status as a foreign limited partnership continues as if the revocation had never occurred.

Sec. 119. 1. Except as otherwise provided in subsection 2, if a foreign limited partnership applies to reinstate its certificate of registration and its name has been legally reserved or acquired by another artificial person formed, organized, registered or qualified pursuant to the provisions of this title whose name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the foreign limited partnership must in its application for reinstatement submit in writing to the Secretary of State some other name under which it desires its existence to be reinstated. If that name is distinguishable from all other names reserved or



1 otherwise on file, the Secretary of State shall reinstate the foreign
2 limited partnership under that new name.

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

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

13 4. The Secretary of State may adopt regulations that interpret
14 the requirements of this section.

15 **Sec. 120.** A foreign limited partnership may cancel its
16 registration by filing with the Secretary of State a certificate of
17 cancellation signed by a general partner. The certificate must set
18 forth:

- 19 1. The name of the foreign limited partnership;
- 20 2. The reason for filing the certificate of cancellation;
- 21 3. The effective date of the cancellation if other than the date
22 of the filing of the certificate, which must not be more than 90
23 days after the certificate is filed; and
- 24 4. Any other information deemed necessary by the general
25 partners of the partnership.

26 ↪ A cancellation does not terminate the authority of the Secretary
27 of State to accept service of process on the foreign limited
28 partnership with respect to causes of action arising out of the
29 transactions of business in this State.

30 **Sec. 121.** 1. A foreign limited partnership transacting
31 business in this State may not maintain any action, suit or
32 proceeding in any court of this State until it has registered in this
33 State.

34 2. The failure of a foreign limited partnership to register in
35 this State does not impair the validity of any contract or act of the
36 foreign limited partnership or prevent the foreign limited
37 partnership from defending any action, suit or proceeding in any
38 court of this State.

39 3. A limited partner of a foreign limited partnership is not
40 liable as a general partner of the foreign limited partnership solely
41 by reason of having transacted business in this State without
42 registration.

43 4. A foreign limited partnership, by transacting business in
44 this State without registration, appoints the Secretary of State as



1 *its agent for service of process with respect to causes of action*
2 *arising out of the transaction of business in this State.*

3 **Sec. 122.** 1. *For the purposes of sections 107 to 124,*
4 *inclusive, of this act, the following activities do not constitute*
5 *transacting business in this State:*

6 (a) *Maintaining, defending or settling any proceeding;*

7 (b) *Holding meetings of the managers or members or carrying*
8 *on other activities concerning internal company affairs;*

9 (c) *Maintaining accounts in banks or credit unions;*

10 (d) *Maintaining offices or agencies for the transfer, exchange*
11 *and registration of the company's own securities or maintaining*
12 *trustees or depositories with respect to those securities;*

13 (e) *Making sales through independent contractors;*

14 (f) *Soliciting or receiving orders outside this State through or*
15 *in response to letters, circulars, catalogs or other forms of*
16 *advertising, accepting those orders outside this State and filling*
17 *them by shipping goods into this State;*

18 (g) *Creating or acquiring indebtedness, mortgages and*
19 *security interests in real or personal property;*

20 (h) *Securing or collecting debts or enforcing mortgages and*
21 *security interests in property securing the debts;*

22 (i) *Owning, without more, real or personal property;*

23 (j) *Isolated transactions completed within 30 days and not a*
24 *part of a series of similar transactions;*

25 (k) *The production of motion pictures as defined in*
26 *NRS 231.020;*

27 (l) *Transacting business as an out-of-state depository*
28 *institution pursuant to the provisions of title 55 of NRS; and*

29 (m) *Transacting business in interstate commerce.*

30 2. *The list of activities in subsection 1 is not exhaustive.*

31 3. *A person who is not transacting business in this State*
32 *within the meaning of this section need not qualify or comply with*
33 *any provision of this chapter, title 55 or 56 of NRS or chapter*
34 *645A, 645B or 645E of NRS unless he:*

35 (a) *Maintains an office in this State for the transaction of*
36 *business; or*

37 (b) *Solicits or accepts deposits in the State, except pursuant to*
38 *the provisions of chapter 666 or 666A of NRS.*

39 4. *The fact that a person is not transacting business in this*
40 *State within the meaning of this section:*

41 (a) *Does not affect the determination of whether any court,*
42 *administrative agency or regulatory body in this State may*
43 *exercise personal jurisdiction over the person in any civil action,*
44 *criminal action, administrative proceeding or regulatory*
45 *proceeding; and*



(b) Except as otherwise provided in subsection 3, does not affect the applicability of any other provision of law with respect to the person and may not be offered as a defense or introduced in evidence in any civil action, criminal action, administrative proceeding or regulatory proceeding to prove that the person is not transacting business in this State, including, without limitation, any civil action, criminal action, administrative proceeding or regulatory proceeding involving an alleged violation of chapter 597, 598 or 598A of NRS.

5. As used in this section, "deposits" means demand deposits, savings deposits and time deposits, as those terms are defined in chapter 657 of NRS.

Sec. 123. 1. For the purposes of section 122 of this act, a solicitation of a deposit is made in this State, whether or not either party is present in this State, if the solicitation:

(a) Originates in this State; or

(b) Is directed by the solicitor to a destination in this State and received where it is directed, or at a post office in this State if the solicitation is mailed.

2. A solicitation of a deposit is accepted in this State if acceptance:

(a) Is communicated to the solicitor in this State; and

(b) Has not previously been communicated to the solicitor, orally or in writing, outside this State.

↪ Acceptance is communicated to the solicitor in this State, whether or not either party is present in this State, if the depositor directs it to the solicitor reasonably believing the solicitor to be in this State and it is received where it is directed, or at any post office in this State if the acceptance is mailed.

3. A solicitation made in a newspaper or other publication of general, regular and paid circulation is not made in this State if the publication:

(a) Is not published in this State; or

(b) Is published in this State but has had more than two-thirds of its circulation outside this State during the 12 months preceding the solicitation.

↪ If a publication is published in editions, each edition is a separate publication except for material common to all editions.

4. A solicitation made in a radio or television program or other electronic communication received in this State which originates outside this State is not made in this State. A radio or television program or other electronic communication shall be deemed to have originated in this State if the broadcast studio or origin of the source of transmission is located within the State, unless:



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1 (a) The program or communication is syndicated and
2 distributed from outside this State for redistribution to the general
3 public in this State;

4 (b) The program is supplied by a radio, television or other
5 electronic network whose electronic signal originates outside this
6 State for redistribution to the general public in this State;

7 (c) The program or communication is an electronic signal that
8 originates outside this State and is captured for redistribution to
9 the general public in this State by a community antenna or cable,
10 radio, cable television or other electronic system; or

11 (d) The program or communication consists of an electronic
12 signal which originates within this State, but which is not intended
13 for redistribution to the general public in this State.

14 **Sec. 124.** The Attorney General may bring an action to
15 restrain a foreign limited partnership from transacting business in
16 this State in violation of sections 107 to 124, inclusive, of this act.

17 **Sec. 125. 1.** To become a registered limited-liability limited
18 partnership, a limited partnership shall file with the Secretary of
19 State a certificate of registration stating each of the following:

20 (a) The name of the limited partnership.

21 (b) The street address of its principal office.

22 (c) The name of the person designated as the resident agent of
23 the limited partnership, the street address of the resident agent
24 where process may be served upon the partnership and the mailing
25 address of the resident agent if it is different from his street
26 address.

27 (d) The name and business address of each organizer signing
28 the certificate.

29 (e) The name and business address of each initial general
30 partner.

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

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

35 2. The certificate of registration must be signed by the vote
36 necessary to amend the partnership agreement or, in the case of a
37 partnership agreement that expressly considers contribution
38 obligations, the vote necessary to amend those provisions.

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

42 4. The registration of a registered limited-liability limited
43 partnership is effective on the later of the filing of the certificate of
44 registration or a date specified in the certificate of registration.



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1 **Sec. 126. 1.** *The name proposed for a registered limited-*
2 *liability limited partnership must contain the words "Limited-*
3 *Liability Limited Partnership" or "Registered Limited-Liability*
4 *Limited Partnership" or the abbreviation "L.L.L.P." or "LLLP"*
5 *as the last words or letters of the name and must be*
6 *distinguishable on the records of the Secretary of State from the*
7 *names of all other artificial persons formed, organized, registered*
8 *or qualified pursuant to the provisions of this title that are on file*
9 *in the Office of the Secretary of State and all names that are*
10 *reserved in the Office of the Secretary of State pursuant to the*
11 *provisions of this title. If the name of the registered limited-*
12 *liability limited partnership on a certificate of registration of*
13 *limited-liability limited partnership submitted to the Secretary of*
14 *State is not distinguishable from any name on file or reserved*
15 *name, the Secretary of State shall return the certificate to the*
16 *person who signed it, unless the written, acknowledged consent to*
17 *the same name of the holder of the name on file or reserved name*
18 *to use the name accompanies the certificate.*

19 2. *The Secretary of State shall not accept for filing any*
20 *certificate of registration or any certificate of amendment of a*
21 *certificate of registration of any registered limited-liability limited*
22 *partnership formed or existing pursuant to the laws of this State*
23 *which provides that the name of the registered limited-liability*
24 *limited partnership contains the words "common-interest*
25 *community," "community association," "master association,"*
26 *"unit-owners' association" or "homeowners' association" or if it*
27 *appears in the certificate of registration or certificate of*
28 *amendment that the purpose of the registered limited-liability*
29 *limited partnership is to operate as a unit-owners' association*
30 *pursuant to chapter 116 of NRS unless the Administrator of the*
31 *Real Estate Division of the Department of Business and Industry*
32 *certifies that the registered limited-liability limited partnership*
33 *has:*

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

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

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

42 4. *The name of a registered limited-liability limited*
43 *partnership whose right to transact business has been forfeited,*
44 *which has merged and is not the surviving entity or whose*



1 *existence has otherwise terminated is available for use by any*
2 *other artificial person.*

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

5 *Sec. 127. The registration of a registered limited-liability*
6 *limited partnership is effective until:*

7 *1. Its certificate of registration is revoked pursuant to section*
8 *61 of this act; or*

9 *2. The registered limited-liability limited partnership files*
10 *with the Secretary of State a notice of withdrawal signed by a*
11 *general partner. The notice must be accompanied by a fee of \$60.*

12 *Sec. 128. The status of a limited partnership as a registered*
13 *limited-liability limited partnership, and the liability of its*
14 *partners, are not affected by errors in the information contained*
15 *in a certificate of registration or an annual list required to be filed*
16 *with the Secretary of State, or by changes after the filing of such a*
17 *certificate or list in the information contained in the certificate or*
18 *list.*

19 *Sec. 129. The name of a foreign registered limited-liability*
20 *limited partnership that is doing business in this State must*
21 *contain the words "Limited-Liability Limited Partnership" or*
22 *"Registered Limited-Liability Limited Partnership" or the*
23 *abbreviations "L.L.L.P." or "LLLP," or such other words or*
24 *abbreviations as may be required or authorized by the laws of the*
25 *other jurisdiction, as the last words or letters of the name.*

26 *Sec. 130. 1. Subject to subsection 2, a partner may*
27 *maintain a direct action against the limited partnership or another*
28 *partner for legal or equitable relief, with or without an accounting*
29 *as to the partnership's activities, to enforce the rights and*
30 *otherwise protect the interests of the partner, including rights and*
31 *interests under the partnership agreement or this chapter or*
32 *arising independently of the partnership relationship.*

33 *2. A partner commencing a direct action under this section is*
34 *required to plead and prove an actual or threatened injury that is*
35 *not solely the result of an injury suffered or threatened to be*
36 *suffered by the limited partnership.*

37 *3. The accrual of, and any time limitation on, a right of*
38 *action for a remedy under this section is governed by other law. A*
39 *right to an accounting upon a dissolution and winding up does not*
40 *revive a claim barred by law.*

41 *Sec. 131. A partner may maintain a derivative action to*
42 *enforce a right of a limited partnership if:*

43 *1. The partner first makes a demand on the general partners,*
44 *requesting that they cause the limited partnership to bring an*



1 *action to enforce the right, and the general partners do not bring*
2 *the action within a reasonable time; or*

3 2. *A demand would be futile.*

4 **Sec. 132.** *A derivative action may be maintained only by a*
5 *person that is a partner at the time the action is commenced and:*

6 1. *That was a partner when the conduct giving rise to the*
7 *action occurred; or*

8 2. *Whose status as a partner devolved upon the person by*
9 *operation of law or pursuant to the terms of the partnership*
10 *agreement from a person that was a partner at the time of the*
11 *conduct.*

12 **Sec. 133.** *In a derivative action, the complaint must state*
13 *with particularity:*

14 1. *The date and content of plaintiff's demand and the general*
15 *partners' response to the demand; or*

16 2. *Why demand should be excused as futile.*

17 **Sec. 134.** 1. *Except as otherwise provided in subsection 2:*

18 (a) *Any proceeds or other benefits of a derivative action,*
19 *whether by judgment, compromise or settlement, belong to the*
20 *limited partnership and not to the derivative plaintiff.*

21 (b) *If the derivative plaintiff receives any proceeds, the*
22 *derivative plaintiff shall immediately remit them to the limited*
23 *partnership.*

24 2. *If a derivative action is successful in whole or in part, the*
25 *court may award the plaintiff reasonable expenses, including*
26 *reasonable attorney's fees, from the recovery of the limited*
27 *partnership.*

28 **Sec. 135.** *In applying and construing the Uniform Limited*
29 *Partnership Act (2001), consideration must be given to the need to*
30 *promote uniformity of the law with respect to its subject matter*
31 *among states that enact it.*

32 **Sec. 136.** *This chapter modifies, limits or supersedes the*
33 *federal Electronic Signatures in Global and National Commerce*
34 *Act, 15 U.S.C. §§ 7001 et seq., but this chapter does not modify,*
35 *limit or supersede Section 101(c) of that Act or authorize*
36 *electronic delivery of any of the notices described in Section*
37 *103(b) of that Act.*

38 **Sec. 137.** 1. *A limited partnership formed under any statute*
39 *of this State prior to July 1, 1931, may become a limited*
40 *partnership under this chapter by complying with the provisions of*
41 *this chapter if the certificate sets forth:*

42 (a) *The amount of the original contribution of each limited*
43 *partner, and the time when the contribution was made; and*

44 (b) *That the property of the partnership exceeds the amount*
45 *sufficient to discharge its liabilities to persons not claiming as*



1 *general or limited partners by an amount greater than the sum of*
2 *the contributions of its limited partners.*

3 2. *A limited partnership formed under any statute of this*
4 *State prior to July 1, 1931, until or unless it becomes a limited*
5 *partnership under this chapter or chapter 88 of NRS, shall*
6 *continue to be governed by the provisions of chapter 60, Laws of*
7 *Nevada Territory 1862, entitled "An Act to Authorize the*
8 *Formation of Limited Partnerships," approved December 19,*
9 *1862, except that such a partnership must not be renewed unless*
10 *so provided in the original agreement.*

11 **Sec. 138.** *To the extent permitted by the law of that*
12 *jurisdiction, a limited partnership formed and existing under this*
13 *chapter may conduct its business, carry on its operations and*
14 *exercise the powers granted by this chapter in any state, territory,*
15 *district or possession of the United States or in any foreign*
16 *country.*

17 **Sec. 139.** Chapter 88 of NRS is hereby amended by adding
18 thereto a new section to read as follows:

19 *The provisions of this chapter apply to a limited partnership:*

20 1. *Which was formed before October 1, 2007, and which does*
21 *not voluntarily elect to be governed by the provisions of sections 2*
22 *to 138, inclusive, of this act; or*

23 2. *Which is formed on or after October 1, 2007, and which*
24 *voluntarily elects to be governed by the provisions of this chapter.*

25 **Sec. 140.** NRS 88.640 is hereby amended to read as follows:

26 88.640 1. A limited partnership formed under any statute of
27 this State prior to July 1, 1931, may become a limited partnership
28 under this chapter by complying with the provisions of this chapter
29 if the certificate sets forth:

30 (a) The amount of the original contribution of each limited
31 partner, and the time when the contribution was made; and

32 (b) That the property of the partnership exceeds the amount
33 sufficient to discharge its liabilities to persons not claiming as
34 general or limited partners by an amount greater than the sum of the
35 contributions of its limited partners.

36 2. A limited partnership formed under any statute of this State
37 prior to July 1, 1931, until or unless it becomes a limited partnership
38 under this chapter **H** *or sections 2 to 138, inclusive, of this act,*
39 *shall continue to be governed by the provisions of chapter 60, Laws of*
40 *Nevada Territory 1862, entitled "An Act to Authorize the*
41 *Formation of Limited Partnerships," approved December 19, 1862,*
42 *except that such a partnership must not be renewed unless so*
43 *provided in the original agreement.*



Sec. 141. NRS 88.645 is hereby amended to read as follows:

88.645 Except as affecting existing limited partnerships to the extent set forth in NRS 88.640 ~~H~~ *and section 137 of this act*, chapter 60, Laws of Nevada Territory 1862, entitled "An Act to Authorize the Formation of Limited Partnerships," approved December 19, 1862, is hereby repealed.

Sec. 142. NRS 92A.035 is hereby amended to read as follows:

92A.035 "Domestic limited partnership" means a limited partnership organized and existing under chapter 88 of NRS ~~H~~ *or sections 2 to 138, inclusive, of this act*.

Sec. 143. NRS 92A.200 is hereby amended to read as follows:

92A.200 1. After a plan of merger or exchange is approved as required by this chapter, the surviving or acquiring entity shall deliver to the Secretary of State for filing articles of merger or exchange setting forth:

(a) The name and jurisdiction of organization of each constituent entity;

(b) That a plan of merger or exchange has been adopted by each constituent entity or the parent domestic entity only, if the merger is pursuant to NRS 92A.180;

(c) If approval of the owners of one or more constituent entities was not required, a statement to that effect and the name of each entity;

(d) If approval of owners of one or more constituent entities was required, the name of each entity and a statement for each entity that the plan was approved by the required consent of the owners;

(e) In the case of a merger, the amendment, if any, to the charter document of the surviving entity, which amendment may be set forth in the articles of merger as a specific amendment or in the form of an amended and restated charter document or attached in that form as an exhibit; and

(f) If the entire plan of merger or exchange is not set forth, a statement that the complete signed plan of merger or plan of exchange is on file at the registered office if a corporation, limited-liability company or business trust, or office described in paragraph (a) of subsection 1 of NRS 88.330 *or paragraph (a) of subsection 1 of section 43 of this act* if a limited partnership, or other place of business of the surviving entity or the acquiring entity, respectively.

2. Any of the terms of the plan of merger, conversion or exchange may be made dependent upon facts ascertainable outside of the plan of merger, conversion or exchange, provided that the plan of merger, conversion or exchange clearly and expressly sets forth the manner in which such facts shall operate upon the terms of the plan. As used in this section, the term "facts" includes, without



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1 limitation, the occurrence of an event, including a determination or
2 action by a person or body, including a constituent entity.

3 **Sec. 144.** NRS 92A.205 is hereby amended to read as follows:

4 92A.205 1. After a plan of conversion is approved as
5 required by this chapter, if the resulting entity is a domestic entity,
6 the constituent entity shall deliver to the Secretary of State for filing:

7 (a) Articles of conversion setting forth:

8 (1) The name and jurisdiction of organization of the
9 constituent entity and the resulting entity; and

10 (2) That a plan of conversion has been adopted by the
11 constituent entity in compliance with the law of the jurisdiction
12 governing the constituent entity.

13 (b) The charter document of the domestic resulting entity
14 required by the applicable provisions of chapter 78, 78A, 82, 86, 88,
15 88A or 89 of NRS ~~H~~ *or sections 2 to 138, inclusive, of this act.*

16 (c) A certificate of acceptance of appointment of a resident
17 agent for the resulting entity which is signed by the resident agent.

18 2. After a plan of conversion is approved as required by this
19 chapter, if the resulting entity is a foreign entity, the constituent
20 entity shall deliver to the Secretary of State for filing articles of
21 conversion setting forth:

22 (a) The name and jurisdiction of organization of the constituent
23 entity and the resulting entity;

24 (b) That a plan of conversion has been adopted by the
25 constituent entity in compliance with the laws of this State; and

26 (c) The address of the resulting entity where copies of process
27 may be sent by the Secretary of State.

28 3. If the entire plan of conversion is not set forth in the articles
29 of conversion, the filing party must include in the articles of
30 conversion a statement that the complete signed plan of conversion
31 is on file at the registered office or principal place of business of the
32 resulting entity or, if the resulting entity is a domestic limited
33 partnership, the office described in paragraph (a) of subsection 1 of
34 NRS 88.330 ~~H~~ *or paragraph (a) of subsection 1 of section 43 of*
35 *this act.*

36 4. If the conversion takes effect on a later date specified in the
37 articles of conversion pursuant to NRS 92A.240, the charter
38 document to be filed with the Secretary of State pursuant to
39 paragraph (b) of subsection 1 must state the name and the
40 jurisdiction of the constituent entity and that the existence of the
41 resulting entity does not begin until the later date.

42 5. Any records filed with the Secretary of State pursuant to this
43 section must be accompanied by the fees required pursuant to this
44 title for filing the charter document.



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1 **Sec. 145.** NRS 116.11085 is hereby amended to read as
2 follows:

3 116.11085 If a matter governed by this chapter is also
4 governed by chapter 78, 81, 82, 86, 87, 88 or 88A of NRS **or**
5 **sections 2 to 138, inclusive, of this act** and there is a conflict
6 between the provisions of this chapter and the provisions of those
7 other chapters, the provisions of this chapter prevail.

8 **Sec. 146.** NRS 116.3101 is hereby amended to read as
9 follows:

10 116.3101 1. A unit-owners' association must be organized no
11 later than the date the first unit in the common-interest community is
12 conveyed.

13 2. The membership of the association at all times consists
14 exclusively of all units' owners or, following termination of the
15 common-interest community, of all owners of former units entitled
16 to distributions of proceeds under NRS 116.2118, 116.21183 and
17 116.21185, or their heirs, successors or assigns.

18 3. The association must:

19 (a) Be organized as a profit or nonprofit corporation,
20 association, limited-liability company, trust or partnership;

21 (b) Include in its articles of incorporation, articles of association,
22 articles of organization, certificate of registration, certificate of
23 limited partnership, certificate of trust or other documents of
24 organization, or any amendment thereof, that the purpose of the
25 corporation, association, limited-liability company, trust or
26 partnership is to operate as an association pursuant to this chapter;

27 (c) Contain in its name the words "common-interest
28 community," "community association," "master association,"
29 "homeowners' association" or "unit-owners' association"; and

30 (d) Comply with the **applicable** provisions of chapters 78, 81,
31 82, 86, 87, 88 and 88A of NRS **and sections 2 to 138, inclusive, of**
32 **this act** when filing with the Secretary of State its articles of
33 incorporation, articles of association, articles of organization,
34 certificate of registration, certificate of limited partnership,
35 certificate of trust or other documents of organization, or any
36 amendment thereof.

37 **Sec. 147.** NRS 116.31155 is hereby amended to read as
38 follows:

39 116.31155 1. Except as otherwise provided in subsection 2,
40 an association shall:

41 (a) If the association is required to pay the fee imposed by NRS
42 78.150, 82.193, 86.263, 87.541 or 88.591, **or section 112 of this act**,
43 pay to the Administrator a fee established by regulation of the
44 Administrator for every unit in the association used for residential
45 use.



(b) If the association is organized as a trust or partnership, or as any other authorized business entity, pay to the Administrator a fee established by regulation of the Administrator for each unit in the association.

2. If an association is subject to the governing documents of a master association, the master association shall pay the fees required pursuant to this section for each unit in the association that is subject to the governing documents of the master association, unless the governing documents of the master association provide otherwise. The provisions of this subsection do not relieve any association that is subject to the governing documents of a master association from its ultimate responsibility to pay the fees required pursuant to this section to the Administrator if they are not paid by the master association.

3. The fees required to be paid pursuant to this section must be:

(a) Paid at such times as are established by the Division.

(b) Deposited with the State Treasurer for credit to the Account for Common-Interest Communities created by NRS 116.630.

(c) Established on the basis of the actual costs of administering the Office of the Ombudsman and the Commission and not on a basis which includes any subsidy beyond those actual costs. In no event may the fees required to be paid pursuant to this section exceed \$3 per unit.

4. The Division shall impose an administrative penalty against an association or master association that violates the provisions of this section by failing to pay the fees owed by the association or master association within the times established by the Division. The administrative penalty that is imposed for each violation must equal 10 percent of the amount of the fees owed by the association or master association or \$500, whichever amount is less. The amount of the unpaid fees owed by the association or master association bears interest at the rate set forth in NRS 99.040 from the date the fees are due until the date the fees are paid in full.

5. A unit's owner may not be required to pay any portion of the fees or any administrative penalties or interest required to be paid pursuant to this section to both an association and a master association.

6. An association that is subject to the governing documents of a master association may not be required to pay any portion of the fees or any administrative penalties or interest required to be paid pursuant to this section to the extent they have already been paid by the master association.

7. A master association may not be required to pay any portion of the fees or any administrative penalties or interest required to be paid pursuant to this section to the extent they have already been



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1 paid by an association that is subject to the governing documents of
2 the master association.

3 8. Upon the payment of the fees and any administrative
4 penalties and interest required by this section, the Administrator
5 shall provide to the association or master association evidence that it
6 paid the fees and the administrative penalties and interest in
7 compliance with this section.

8 **Sec. 148.** NRS 463.4864 is hereby amended to read as
9 follows:

10 463.4864 “Limited partnership” means a partnership formed by
11 two or more persons pursuant to the terms of chapter 88 of NRS ~~§~~
12 *or sections 2 to 138, inclusive, of this act*, having as members one
13 or more general partners and one or more limited partners.

14 **Sec. 149.** NRS 463.4865 is hereby amended to read as
15 follows:

16 463.4865 “Limited partnership interest” means the right of a
17 general or limited partner to receive from a limited partnership:

- 18 1. A share of the profits;
- 19 2. Any other compensation by way of income; or
- 20 3. A return of any or all of his contribution to capital of the
21 limited partnership,

22 ➤ or the right to exercise any of the rights or powers provided in
23 chapter 88 of NRS ~~§~~ *or sections 2 to 138, inclusive, of this act*,
24 whether directly or indirectly.

25 **Sec. 150.** NRS 520.260 is hereby amended to read as follows:

26 520.260 Nothing contained in NRS 520.160 to 520.250,
27 inclusive, prevents persons described in NRS 520.160 from forming
28 a partnership under ~~either~~ chapter 87 or ~~chapter~~ 88 of NRS ~~§~~ *or*
29 *sections 2 to 138, inclusive, of this act*.

30 **Sec. 151.** NRS 602.080 is hereby amended to read as follows:

31 602.080 Limited partnerships formed and foreign limited
32 partnerships registered pursuant to chapter 88 of NRS *or sections 2*
33 *to 138, inclusive, of this act* are not required to comply with the
34 provisions of this chapter.

35 **Sec. 152.** The amendatory provisions of this act do not affect
36 an action or proceeding commenced or right accrued before
37 October 1, 2007.

38 **Sec. 153.** If a limited partnership formed before October 1,
39 2007, voluntarily elects to be governed by the provisions of sections
40 2 to 138, inclusive, of this act, the provisions of sections 2 to 138,
41 inclusive, of this act relating to the liability of the limited
42 partnership’s partners to third parties apply to limit those partners’
43 liability to a third party who had done business with the limited
44 partnership within 1 year before the limited partnership’s election to
45 be governed by the provisions of sections 2 to 138, inclusive, of this



- 1 act only if the third party knows or has received a notification of the
- 2 limited partnership's election to be governed by the provisions of
- 3 sections 2 to 138, inclusive, of this act.

