

Amendment No. 15

Senate Amendment to Senate Bill No. 55

(BDR 7-413)

Proposed by: Senate Committee on Judiciary**Amends:** Summary: No Title: Yes Preamble: No Joint Sponsorship: No Digest: Yes

Adoption of this amendment will MAINTAIN the 2/3s majority vote requirement for final passage of S.B. 55 (§§ 1, 3, 7, 8, 11, 14, 16, 22, 29, 31, 36, 39, 44, 50, 53).

ASSEMBLY ACTION				Initial and Date	SENATE ACTION				Initial and Date
Adopted	<input type="checkbox"/>	Lost	<input type="checkbox"/>	_____	Adopted	<input type="checkbox"/>	Lost	<input type="checkbox"/>	_____
Concurred In	<input type="checkbox"/>	Not	<input type="checkbox"/>	_____	Concurred In	<input type="checkbox"/>	Not	<input type="checkbox"/>	_____
Receded	<input type="checkbox"/>	Not	<input type="checkbox"/>	_____	Receded	<input type="checkbox"/>	Not	<input type="checkbox"/>	_____

EXPLANATION: Matter in (1) *blue bold italics* is new language in the original bill; (2) *green bold italic underlining* is new language proposed in this amendment; (3) ~~red strikethrough~~ is deleted language in the original bill; (4) ~~purple double strikethrough~~ is language proposed to be deleted in this amendment; (5) orange double underlining is deleted language in the original bill that is proposed to be retained in this amendment; and (6) green bold dashed underlining is newly added transitory language.

KEL/BAW



Date: 3/30/2009

S.B. No. 55—Makes various changes concerning commercial recordings.
(BDR 7-413)



SENATE BILL NO. 55—COMMITTEE ON JUDICIARY

(ON BEHALF OF THE SECRETARY OF STATE)

PREFILED DECEMBER 5, 2008

Referred to Committee on Judiciary

SUMMARY—Makes various changes concerning commercial recordings.
(BDR 7-413)

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

~

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

AN ACT relating to business entities; ~~revising the provisions relating to the appointment of a registered agent;~~ providing that business entities may cancel filings made with the Secretary of State under certain circumstances; ~~providing for the dissolution of certain business entities under certain circumstances;~~ **revising the provisions relating to the resignation of a registered agent;** revising the provisions relating to the filing of certain lists by business entities; clarifying the provisions relating to the applicability of certain provisions concerning taxation of a business; making various other changes pertaining to business entities; and providing other matters properly relating thereto.

Legislative Counsel's Digest:

Sections 1, 3, 7, 8, 11, 14, 16, 22, 29, 31, 39, 50 and 53 of this bill authorize certain business entities that have made a filing with the Secretary of State to cancel the filing if: (1) the Secretary of State has not processed the filing and placed the filing into the public record; and (2) the business entity pays the required fee. (NRS 78.0295, 80.007, 81.006, 82.534, 84.009, 86.568, 87.547, 87A.275, 88.339, 88A.930)

~~Section 2 of this bill revises existing law, which requires the appointment of a registered agent to be accompanied by a certificate of acceptance of appointment, to provide that: (1) the appointment must include a declaration under penalty of perjury that the registered agent has accepted the appointment; and (2) if the registered agent who is named in the registered agent filing has not accepted the appointment, the registered agent may file a statement of rejection of appointment, which has the same legal effect as a statement of resignation. (NRS 77.310)]~~

Section 2.5 of this bill amends existing law, which requires a registered agent who wishes to resign with respect to a represented entity to file with the Secretary of State a statement of resignation which includes the name and address of the person to which the agent will send the notice of resignation, to require such registered agent to file with the Secretary of State an affidavit stating that written notice was provided to each represented entity and to keep a copy of such notice on file for 1 year from the date of filing the statement of resignation and to make any such copy available to the Secretary of State upon request. (NRS 77.370)

Sections 4, 9, 13, 18, 20, 24, 26, 32, 34, 40, 42, 47 and 48 of this bill amend existing law, which requires the Secretary of State to mail certain notices and blank forms to certain business entities, to authorize the Secretary of State to provide instead, by any means, notice to those business entities of the applicable statutory obligations to file certain lists. (NRS 78.150, 80.110, 82.523, 86.263, 86.5461, 87.510, 87.541, 87A.290, 87A.560, 88.395, 88.591, 88A.600, 88A.732)

Sections 5, 10, 12, 17, 21, 25, 27, 30, 35, 37, 38, 43, 45, 46, 49, 51 and 52 of this bill provide that a business entity is required to provide the Secretary of State certain information concerning its owners of record only upon the request of the Secretary of State. (NRS 78.152, 80.113, 82.183, 86.246, 86.54615, 87.515, 87.5413, 87A.200, 87A.580, 87A.640, 88.3355, 88.5927, 88.6067, 88A.345, 88A.7345, 89.045, 89.251)

~~{ Sections 6, 15, 19, 32 and 41 of this bill authorize certain business entities whose right to transact business has been revoked to dissolve by filing a certificate of dissolution with the Secretary of State and paying the appropriate fee. (NRS 78.580, 86.491, 87A.490, 88.550) }~~

Sections 23 and 28 of this bill make technical corrections: (1) to an incorrect reference concerning a registered limited-liability partnership; and (2) to include a reference to the requirement to provide information concerning a registered agent when a foreign registered limited-liability partnership is seeking reinstatement. (NRS 87.480, 87.5435)

Sections 36 and 44 of this bill authorize a partnership to register as a limited-liability limited partnership by filing a combined certificate with the Secretary of State and paying the appropriate fee. (NRS 87A.630, 88.606)

Section 54 of this bill amends the existing definition of "business" to include any ~~{business}~~ entity organized pursuant to title 7 of NRS, including an entity required to file with the Secretary of State, whether or not the entity performs a service or engages in a business for profit, other than a nonprofit corporation or a corporation sole, which clarifies that such a business ~~{entity}~~ is required to: (1) obtain a state business license; and (2) register with the Department of Taxation if the business ~~{entity}~~ purchases tangible personal property for storage, use or other consumption in this State. (NRS 360.765, 372.220)

Section 55 of this bill provides that if an applicant for a state business license is a business organized pursuant to title 7 of NRS and on file with the Secretary of State, the applicant must include in its application the exact name on file with the Secretary of State. (NRS 360.780) **Section 55** also clarifies that for the purposes of the statutory provisions requiring a person to obtain a state business license, a person is deemed to be conducting a business in this State if a business for which the person is responsible has a registered agent in this State.

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

Section 1. Chapter 77 of NRS is hereby amended by adding thereto a new section to read as follows:

If an entity has made a filing with the Secretary of State pursuant to this chapter and the Secretary of State has not processed the filing and placed the filing into the public record, the entity may cancel the filing by:

- 1. Filing a statement of cancellation with the Secretary of State; and*
- 2. Paying a fee of \$50.*

Sec. 1.5. NRS 77.300 is hereby amended to read as follows:

~~77.300 Whenever a provision of this chapter {other than paragraph (d) of subsection 1 of NRS 77.370} requires that a filing state an address, the filing must state:~~

1. An actual street address or rural route box number in this State; and
2. A mailing address in this State, if different from the address under subsection 1.

Sec. 2. ~~{NRS 77.310 is hereby amended to read as follows:~~

~~77.310 1. A registered agent filing must state:~~

~~(a) The name of the represented entity's commercial registered agent, or~~
~~(b) If the entity does not have a commercial registered agent:~~
~~(1) The name and address of the entity's noncommercial registered agent;~~
~~or~~
~~(2) The title of an office or other position with the entity if service of process is to be sent to the person holding that office or position, and the address of the business office of that person.~~
~~2. The appointment of a registered agent pursuant to paragraph (a) or (b) of subsection 1 must [be accompanied by a certificate of acceptance of the appointment by] include a declaration under penalty of perjury that the registered agent [] has accepted the appointment.~~
~~3. If a registered agent who is named as the registered agent in the registered agent filing pursuant to subsection 1 has not accepted the appointment as a registered agent, the registered agent may, within 30 days after the date of filing of the registered agent filing, file a statement of rejection of appointment with the Secretary of State. The Secretary of State shall not charge a fee for the filing of a statement of rejection of appointment. A statement of rejection of appointment shall be deemed to have the same legal effect as a statement of resignation pursuant to NRS 77.370.] (Deleted by amendment.)~~

Sec. 2.5. NRS 77.370 is hereby amended to read as follows:

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

- (a) The name of the entity;
- (b) The name of the agent; and
- (c) That the agent resigns from serving as agent for service of process for the entity , [; and
- ~~(d) The name and address of the person to which the agent will send the notice required by subsection 3.]~~

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

3. The registered agent shall promptly furnish the represented entity with notice in a record of the date on which a statement of resignation was filed [; and shall file with the Secretary of State an affidavit stating that written notice of the resignation has been provided to each represented entity. The affidavit must include the name of each represented entity that was provided notice, but is not required to include the contact information of the represented entity or the names of the interest holders of the represented entity. The registered agent shall keep a copy of each notice provided to a represented entity on file for 1 year after the date of filing the statement of resignation and shall make any such copy available to the Secretary of State upon request.]

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

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

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

78.0295 1. A corporation may correct a record filed in the Office of the Secretary of State with respect to the corporation if the record contains an inaccurate description of a corporate action or if the record was defectively signed, attested, sealed, verified or acknowledged.

2. To correct a record, the corporation must:

- (a) Prepare a certificate of correction which:
 - (1) States the name of the corporation;
 - (2) Describes the record, including, without limitation, its filing date;
 - (3) Specifies the inaccuracy or defect;
 - (4) Sets forth the inaccurate or defective portion of the record in an accurate or corrected form; and
 - (5) Is signed by an officer of the corporation or, if no stock has been issued by the corporation, by the incorporator or a director of the corporation.

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

4. If a corporation has made a filing with the Secretary of State and the Secretary of State has not processed the filing and placed the filing into the public record, the corporation may cancel the filing by:

- (a) Filing a statement of cancellation with the Secretary of State; and***
- (b) Paying the required fee pursuant to subsection 7 of NRS 78.785.***

Sec. 4. NRS 78.150 is hereby amended to read as follows:

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

- (a) The name of the corporation;
- (b) The file number of the corporation, if known;
- (c) The names and titles of the president, secretary and treasurer, or the equivalent thereof, and of all the directors of the corporation;
- (d) The address, either residence or business, of each officer and director listed, following the name of the officer or director;
- (e) The information required pursuant to NRS 77.310; and
- (f) The signature of an officer of the corporation certifying that the list is true, complete and accurate.

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

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

- (a) A declaration under penalty of perjury that the corporation:
 - (1) Has complied with the provisions of NRS 360.780; and
 - (2) Acknowledges that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing with the Office of the Secretary of State.

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

4. Upon filing the list required by:

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

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

\$75,000 or less.....	\$125
Over \$75,000 and not over \$200,000	175
Over \$200,000 and not over \$500,000	275
Over \$500,000 and not over \$1,000,000	375
Over \$1,000,000:	
For the first \$1,000,000	375
For each additional \$500,000 or fraction thereof	275
↪ The maximum fee which may be charged pursuant to paragraph (b) for filing the annual list is \$11,100.	

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

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

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

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

Sec. 5. NRS 78.152 is hereby amended to read as follows:

78.152 1. In addition to any records required to be kept at the registered office pursuant to NRS 78.105, a corporation that is not a publicly traded corporation shall maintain at its registered office or principal place of business in this State:

- (a) A current list of its owners of record; or
- (b) A statement indicating where such a list is maintained.

2. ~~The~~ *Upon the request of the Secretary of State, the* corporation shall:

(a) Provide the Secretary of State with the name and contact information of the custodian of the list described in subsection 1. The information required pursuant to this paragraph shall be kept confidential by the Secretary of State.

(b) Provide written notice to the Secretary of State within 10 days after any change in the information contained in the list described in subsection 1.

3. Upon the request of any law enforcement agency in the course of a criminal investigation, the Secretary of State may require a corporation to:

(a) Submit to the Secretary of State, within 3 business days, a copy of the list required to be maintained pursuant to subsection 1; or

(b) Answer any interrogatory submitted by the Secretary of State that will assist in the criminal investigation.

4. If a corporation fails to comply with any requirement pursuant to subsection 3, the Secretary of State may take any action necessary, including, without limitation, the suspension or revocation of the corporate charter.

5. The Secretary of State shall not reinstate or revive a charter that was revoked or suspended pursuant to subsection 4 unless:

- (a) The corporation complies with the requirements of subsection 3; or
- (b) The law enforcement agency conducting the investigation advises the Secretary of State to reinstate or revive the corporate charter.

6. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 6. ~~NRS 78.580 is hereby amended to read as follows:~~

~~78.580 1. **Except under the circumstances described in subsection 2:**~~

~~(a) If the board of directors of any corporation organized under this chapter, after the issuance of stock or the beginning of business, decides that the corporation should be dissolved, the board may adopt a resolution to that effect. If the corporation has issued no stock, only the directors need to approve the dissolution. If the corporation has issued stock, the directors must recommend the dissolution to the stockholders. The corporation shall notify each stockholder entitled to vote on dissolution, and the stockholders entitled to vote must approve the dissolution.~~

~~[2.] (b) If the dissolution is approved by the directors or both the directors and stockholders, as respectively provided in [subsection 1.] **paragraph (a)**, the corporation shall file with the Office of the Secretary of State a certificate signed by an officer of the corporation setting forth that the dissolution has been approved by the directors, or by the directors and the stockholders, and a list of the names and addresses, either residence or business, of the corporation's president, secretary and treasurer, or the equivalent thereof, and all of its directors.~~

~~2. **A corporation whose charter has been revoked pursuant to this chapter may be dissolved by:**~~

~~(a) **Filing with the Secretary of State a certificate of dissolution; and**~~

~~(b) **Paying a fee of \$500.**~~

~~3. [The] **A dissolution pursuant to subsection 1 or 2 takes effect upon the filing of the certificate of dissolution or upon a later date specified in the certificate, which must be not more than 90 days after the date on which the certificate is filed.** **(Deleted by amendment.)**~~

Sec. 7. Chapter 78A of NRS is hereby amended by adding thereto a new section to read as follows:

If a close corporation has made a filing with the Secretary of State and the Secretary of State has not processed the filing and placed the filing into the public record, the close corporation may cancel the filing by:

- 1. Filing a statement of cancellation with the Secretary of State; and***
- 2. Paying the required fee pursuant to subsection 7 of NRS 78.785.***

Sec. 8. NRS 80.007 is hereby amended to read as follows:

80.007 1. A foreign corporation may correct a record filed in the Office of the Secretary of State if the record contains an incorrect statement or was defectively signed, attested, sealed or verified.

2. To correct a record, the corporation must:

(a) Prepare a certificate of correction which:

- (1) States the name of the corporation;
- (2) Describes the record, including, without limitation, its filing date;
- (3) Specifies the inaccuracy or defect;
- (4) Sets forth the inaccurate or defective portion of the record in an accurate or corrected form; and

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

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

4. If a foreign corporation has made a filing with the Secretary of State and the Secretary of State has not processed the filing and placed the filing into the public record, the foreign corporation may cancel the filing by:

(a) Filing a statement of cancellation with the Secretary of State; and

(b) Paying the required fee pursuant to subsection 7 of NRS 78.785.

Sec. 9. NRS 80.110 is hereby amended to read as follows:

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

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

(b) The information required pursuant to NRS 77.310; and

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

2. Each list filed pursuant to subsection 1 must be accompanied by:

(a) A declaration under penalty of perjury that the foreign corporation has complied with the provisions of NRS 360.780 and which acknowledges that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing with the Office of the Secretary of State.

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

3. Upon filing:

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

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

\$75,000 or less.....	\$125
Over \$75,000 and not over \$200,000	175
Over \$200,000 and not over \$500,000	275
Over \$500,000 and not over \$1,000,000	375
Over \$1,000,000:	
For the first \$1,000,000	375
For each additional \$500,000 or fraction thereof	275
➡ The maximum fee which may be charged pursuant to paragraph (b) for filing the annual list is \$11,100.	

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

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~~ *provide* to each corporation which is required to comply with the provisions of NRS 80.110 to 80.175, inclusive, and which has not become delinquent, ~~the blank forms to be completed and filed with him.~~ *a notice of the fee due pursuant to subsection 3 and a reminder to file the list pursuant to subsection 1.* Failure of any corporation to receive ~~the forms~~ *a notice* does not excuse it from the penalty imposed by the provisions of NRS 80.110 to 80.175, inclusive.

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

Sec. 10. NRS 80.113 is hereby amended to read as follows:

80.113 1. A foreign corporation that is not a publicly traded corporation shall maintain at its registered office or principal place of business in this State:

- (a) A current list of its owners of record; or
- (b) A statement indicating where such a list is maintained.

2. ~~The~~ *Upon the request of the Secretary of State, the* foreign corporation shall:

(a) Provide the Secretary of State with the name and contact information of the custodian of the list described in subsection 1. The information required pursuant to this paragraph shall be kept confidential by the Secretary of State.

(b) Provide written notice to the Secretary of State within 10 days after any change in the information contained in the list described in subsection 1.

3. Upon the request of any law enforcement agency in the course of a criminal investigation, the Secretary of State may require a foreign corporation to:

(a) Submit to the Secretary of State, within 3 business days, a copy of the list required to be maintained pursuant to subsection 1; or

(b) Answer any interrogatory submitted by the Secretary of State that will assist in the criminal investigation.

4. If a foreign corporation fails to comply with any requirement pursuant to subsection 3, the Secretary of State may take any action necessary, including, without limitation, the suspension or revocation of the right of the foreign corporation to transact business in this State.

5. The Secretary of State shall not reinstate or revive the right of a foreign corporation to transact business that was revoked or suspended pursuant to subsection 4 unless:

(a) The foreign corporation complies with the requirements of subsection 3; or

(b) The law enforcement agency conducting the investigation advises the Secretary of State to reinstate or revive the right of the foreign corporation to transact business in this State.

6. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 11. NRS 81.006 is hereby amended to read as follows:

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

2. To correct a record, the entity must:

- (a) Prepare a certificate of correction which:
 - (1) States the name of the entity;
 - (2) Describes the record, including, without limitation, its filing date;
 - (3) Specifies the inaccuracy or defect;
 - (4) Sets forth the inaccurate or defective portion of the record in an accurate or corrected form; and
 - (5) Is signed by an officer of the entity or, if the certificate is filed before the first meeting of the board of directors, by an incorporator or director.

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

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

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

4. If a nonprofit cooperative corporation, a cooperative association, a charitable organization or any other entity formed under the provisions of this chapter has made a filing with the Secretary of State and the Secretary of State has not processed the filing and placed the filing into the public record, the nonprofit cooperative corporation, cooperative association, charitable organization or other entity may cancel the filing by:

- (a) Filing a statement of cancellation with the Secretary of State; and*
- (b) Paying a fee of \$50.*

Sec. 12. NRS 82.183 is hereby amended to read as follows:

82.183 1. A corporation shall maintain at its registered office or principal place of business in this State:

- (a) A current list of its owners of record; or
- (b) A statement indicating where such a list is maintained.

2. ~~The~~ *Upon the request of the Secretary of State, the* corporation shall:

(a) Provide the Secretary of State with the name and contact information of the custodian of the list described in subsection 1. The information required pursuant to this paragraph shall be kept confidential by the Secretary of State.

(b) Provide written notice to the Secretary of State within 10 days after any change in the information contained in the list described in subsection 1.

3. Upon the request of any law enforcement agency in the course of a criminal investigation, the Secretary of State may require a corporation to:

(a) Submit to the Secretary of State, within 3 business days, a copy of the list required to be maintained pursuant to subsection 1; or

(b) Answer any interrogatory submitted by the Secretary of State that will assist in the criminal investigation.

4. If a corporation fails to comply with any requirement pursuant to subsection 3, the Secretary of State may take any action necessary, including, without limitation, the suspension or revocation of the right of the corporation to transact business in this State.

5. The Secretary of State shall not reinstate or revive the right of a corporation to transact business in this State that was revoked or suspended pursuant to subsection 4 unless:

- (a) The corporation complies with the requirements of subsection 3; or
- (b) The law enforcement agency conducting the investigation advises the Secretary of State to reinstate or revive the right of the corporation to transact business in this State.

6. The Secretary of State may adopt regulations to administer the provisions of this section.

1 **Sec. 13.** NRS 82.523 is hereby amended to read as follows:

2 82.523 1. Each foreign nonprofit corporation doing business in this State
3 shall, on or before the last day of the first month after the filing of its application for
4 registration as a foreign nonprofit corporation with the Secretary of State, and
5 annually thereafter on or before the last day of the month in which the anniversary
6 date of its qualification to do business in this State occurs in each year, file with the
7 Secretary of State a list, on a form furnished by him, that contains:

8 (a) The name of the foreign nonprofit corporation;
9 (b) The file number of the foreign nonprofit corporation, if known;
10 (c) The names and titles of the president, the secretary and the treasurer, or the
11 equivalent thereof, and all the directors of the foreign nonprofit corporation;
12 (d) The address, either residence or business, of the president, secretary and
13 treasurer, or the equivalent thereof, and each director of the foreign nonprofit
14 corporation;

15 (e) The information required pursuant to NRS 77.310; and
16 (f) The signature of an officer of the foreign nonprofit corporation certifying
17 that the list is true, complete and accurate.

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

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

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

26 4. The Secretary of State shall, 60 days before the last day for filing each
27 annual list, ~~cause to be mailed~~ *provide* to each foreign nonprofit corporation
28 which is required to comply with the provisions of NRS 82.523 to 82.5239,
29 inclusive, and which has not become delinquent, ~~the blank forms to be completed~~
30 ~~and filed with him~~ *a notice of the fee due pursuant to subsection 3 and a*
31 *reminder to file the list required pursuant to subsection 1.* Failure of any foreign
32 nonprofit corporation to receive ~~the forms~~ *a notice* does not excuse it from the
33 penalty imposed by the provisions of NRS 82.523 to 82.5239, inclusive.

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

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

41 **Sec. 14.** NRS 82.534 is hereby amended to read as follows:

42 82.534 1. A corporation may correct a record filed in the Office of the
43 Secretary of State with respect to the corporation if the record contains an
44 inaccurate description of a corporate action or if the record was defectively signed,
45 attested, sealed, verified or acknowledged.

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

47 (a) Prepare a certificate of correction which:

48 (1) States the name of the corporation;
49 (2) Describes the record, including, without limitation, its filing date;
50 (3) Specifies the inaccuracy or defect;
51 (4) Sets forth the inaccurate or defective portion of the record in an
52 accurate or corrected form; and

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

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

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

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

4. If a corporation has made a filing with the Secretary of State and the Secretary of State has not processed the filing and placed the filing into the public record, the corporation may cancel the filing by:

(a) Filing a statement of cancellation with the Secretary of State; and

(b) Paying a fee of \$50.

~~Sec. 15. [Chapter 84 of NRS is hereby amended by adding thereto a new section to read as follows:~~

~~1. A corporation sole whose charter has been revoked pursuant to this chapter may be dissolved by:~~

~~(a) Filing with the Secretary of State a certificate of dissolution; and~~

~~(b) Paying a fee of \$500.~~

~~2. The certificate of dissolution becomes effective upon the filing of the certificate of dissolution or upon a later date specified in the certificate, which must be not more than 90 days after the date on which the certificate is filed.]~~
~~(Deleted by amendment.)~~

Sec. 16. NRS 84.009 is hereby amended to read as follows:

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

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

(a) Prepare a certificate of correction which:

(1) States the name of the corporation sole;

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

(3) Specifies the inaccuracy or defect;

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

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

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

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

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

4. If a corporation sole has made a filing with the Secretary of State and the Secretary of State has not processed the filing and placed the filing into the public record, the corporation sole may cancel the filing by:

(a) Filing a statement of cancellation with the Secretary of State; and

(b) Paying a fee of \$50.

Sec. 17. NRS 86.246 is hereby amended to read as follows:

86.246 1. In addition to any records required to be kept pursuant to NRS 86.241, a limited-liability company shall maintain at its registered office or principal place of business in this State:

- (a) A current list of each member and manager; or
- (b) A statement indicating where such a list is maintained.

2. ~~1-A~~ *Upon the request of the Secretary of State, the* limited-liability company shall:

(a) Provide the Secretary of State with the name and contact information of the custodian of the list described in subsection 1. The information required pursuant to this paragraph shall be kept confidential by the Secretary of State.

(b) Provide written notice to the Secretary of State within 10 days after any change in the information contained in the list described in subsection 1.

3. Upon the request of any law enforcement agency in the course of a criminal investigation, the Secretary of State may require a limited-liability company to:

(a) Submit to the Secretary of State, within 3 business days, a copy of the list required to be maintained pursuant to subsection 1; or

(b) Answer any interrogatory submitted by the Secretary of State that will assist in the criminal investigation.

4. If a limited-liability company fails to comply with any requirement pursuant to subsection 3, the Secretary of State may take any action necessary, including, without limitation, the suspension or revocation of the charter of the limited-liability company.

5. The Secretary of State shall not reinstate or revive a charter that was revoked or suspended pursuant to subsection 4 unless:

(a) The limited-liability company complies with the requirements of subsection 3; or

(b) The law enforcement agency conducting the investigation advises the Secretary of State to reinstate or revive the charter.

6. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 18. NRS 86.263 is hereby amended to read as follows:

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

- (a) The name of the limited-liability company;
- (b) The file number of the limited-liability company, if known;
- (c) The names and titles of all of its managers or, if there is no manager, all of its managing members;
- (d) The address, either residence or business, of each manager or managing member listed, following the name of the manager or managing member;
- (e) The information required pursuant to NRS 77.310; and
- (f) The signature of a manager or managing member of the limited-liability company certifying that the list is true, complete and accurate.

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

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

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

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

4. Upon filing:

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

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

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

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

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

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

Sec. 19. ~~[NRS 86.491 is hereby amended to read as follows:]~~

~~86.491 1. A limited liability company must be dissolved and its affairs wound up:~~

~~(a) At the time, if any, specified in the articles of organization;~~

~~(b) Upon the occurrence of an event specified in an operating agreement;~~

~~(c) Unless otherwise provided in the articles of organization or operating agreement, upon the affirmative vote or written agreement of all the members; [or]~~

~~(d) Upon entry of a decree of judicial dissolution pursuant to NRS 86.495 [.]~~

~~or~~
~~(e) If the charter of the limited liability company has been revoked pursuant to this chapter, upon filing with the Secretary of State a certificate of dissolution and paying a fee of \$500.~~

~~2. The affairs of a series of a limited liability company must be wound up:~~

~~(a) At the time, if any, specified in the articles of organization;~~

~~(b) Upon the occurrence of an event specified in the operating agreement;~~

~~(c) Unless otherwise provided in the articles of organization or operating agreement, upon the affirmative vote or written agreement of all the members associated with the series; or~~

~~(d) Upon entry of a decree of judicial termination of the series pursuant to NRS 86.495.~~

~~3. Unless otherwise provided in the articles of organization or operating agreement, upon the occurrence of an event requiring the affairs of a series to be wound up, a manager of the series who has not wrongfully terminated the series or, if none, the members associated with a series, or a person approved by all those members, may wind up the affairs of the series. Unless otherwise provided in the articles of organization or operating agreement, the person or persons winding up the affairs of the series:~~

~~(a) May take all actions necessary or proper to wind up the affairs of the series; and~~

~~(b) Shall distribute the assets of the series as provided in NRS 86.521 to the creditors of the series and the members associated with the series.~~

~~4. Except as otherwise provided in the articles of organization or operating agreement, the death, retirement, resignation, expulsion, bankruptcy, dissolution or dissociation of a member or any other event affecting a member, including, without limitation, a sole member, does not:~~

~~(a) Terminate the status of the person as a member; or~~

~~(b) Cause the limited liability company to be dissolved or its affairs to be wound up.~~

~~5. Except as otherwise provided in the articles of organization or operating agreement, upon the death of a natural person who is the sole member of a limited liability company or the sole member associated with a series, the status of the member, including the member's interest, may pass to the heirs, successors and assigns of the member by will or applicable law. The heir, successor or assign of the member's interest becomes a substituted member pursuant to NRS 86.251, subject to administration as provided by applicable law, without the permission or consent of the heirs, successors or assigns or those administering the estate of the deceased member. (Deleted by amendment.)~~

Sec. 20. NRS 86.5461 is hereby amended to read as follows:

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

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

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

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

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

(e) The information required pursuant to NRS 77.310; and

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

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

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

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

3. Upon filing:

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

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

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

5. The Secretary of State shall, 90 days before the last day for filing each annual list required by this section, ~~cause to be mailed~~ *provide* to each foreign limited-liability company which is required to comply with the provisions of NRS 86.5461 to 86.5468, inclusive, and which has not become delinquent, ~~the blank forms to be completed and filed with him~~ *a notice of the fee due pursuant to subsection 3 and a reminder to file the list required pursuant to subsection 1.* Failure of any foreign limited-liability company to receive ~~the forms~~ *a notice* does not excuse it from the penalty imposed by the provisions of NRS 86.5461 to 86.5468, inclusive.

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

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

Sec. 21. NRS 86.54615 is hereby amended to read as follows:

86.54615 1. A foreign limited-liability company shall maintain at its registered office or principal place of business in this State:

- (a) A current list of each member and manager; or
- (b) A statement indicating where such a list is maintained.

2. ~~The~~ *Upon the request of the Secretary of State, the* foreign limited-liability company shall:

(a) Provide the Secretary of State with the name and contact information of the custodian of the list described in subsection 1. The information required pursuant to this paragraph shall be kept confidential by the Secretary of State.

(b) Provide written notice to the Secretary of State within 10 days after any change in the information contained in the list described in subsection 1.

3. Upon the request of any law enforcement agency in the course of a criminal investigation, the Secretary of State may require a foreign limited-liability company to:

(a) Submit to the Secretary of State, within 3 business days, a copy of the list required to be maintained pursuant to subsection 1; or

(b) Answer any interrogatory submitted by the Secretary of State that will assist in the criminal investigation.

4. If a foreign limited-liability company fails to comply with any requirement pursuant to subsection 3, the Secretary of State may take any action necessary, including, without limitation, the suspension or revocation of the registration of the foreign limited-liability company.

5. The Secretary of State shall not reinstate or revive a registration that was revoked or suspended pursuant to subsection 4 unless:

(a) The foreign limited-liability company complies with the requirements of subsection 3; or

(b) The law enforcement agency conducting the investigation advises the Secretary of State to reinstate or revive the registration.

6. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 22. NRS 86.568 is hereby amended to read as follows:

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

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

- (a) Prepare a certificate of correction that:
 - (1) States the name of the limited-liability company;
 - (2) Describes the record, including, without limitation, its filing date;
 - (3) Specifies the inaccuracy or defect;
 - (4) Sets forth the inaccurate or defective portion of the record in an accurate or corrected form; and
 - (5) Is signed by a manager of the company or, if management is not vested in a manager, by a member of the company.
- (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 is effective on the effective date of the record it corrects except as to persons relying on the uncorrected record and adversely affected by the correction. As to those persons, the certificate is effective when filed.

4. If a limited-liability company has made a filing with the Secretary of State and the Secretary of State has not processed the filing and placed the filing into the public record, the limited-liability company may cancel the filing by:

- (a) Filing a statement of cancellation with the Secretary of State; and*
- (b) Paying a fee of \$50.*

Sec. 23. NRS 87.480 is hereby amended to read as follows:

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

Sec. 24. NRS 87.510 is hereby amended to read as follows:

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

- (a) The name of the registered limited-liability partnership;
- (b) The file number of the registered limited-liability partnership, if known;
- (c) The names of all of its managing partners;
- (d) The address, either residence or business, of each managing partner;
- (e) The information required pursuant to NRS 77.310; and
- (f) The signature of a managing partner of the registered limited-liability 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 registered limited-liability partnership has complied with the provisions of NRS 360.780, an acknowledgment that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

2. Upon filing:

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

(b) Each annual list required by subsection 1, the registered limited-liability partnership shall pay to the Secretary of State a fee of \$125.

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

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

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

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

Sec. 25. NRS 87.515 is hereby amended to read as follows:

87.515 1. A registered limited-liability partnership shall maintain at its registered office or principal place of business in this State:

(a) A current list of its managing partners; or

(b) A statement indicating where such a list is maintained.

2. ~~The~~ *Upon the request of the Secretary of State,* the registered limited-liability partnership shall:

(a) Provide the Secretary of State with the name and contact information of the custodian of the list described in subsection 1. The information required pursuant to this paragraph shall be kept confidential by the Secretary of State.

(b) Provide written notice to the Secretary of State within 10 days after any change in the information contained in the list described in subsection 1.

3. Upon the request of any law enforcement agency in the course of a criminal investigation, the Secretary of State may require a registered limited-liability partnership to:

(a) Submit to the Secretary of State, within 3 business days, a copy of the list required to be maintained pursuant to subsection 1; or

(b) Answer any interrogatory submitted by the Secretary of State that will assist in the criminal investigation.

4. If a registered limited-liability partnership fails to comply with any requirement pursuant to subsection 3, the Secretary of State may take any action necessary, including, without limitation, the suspension or revocation of the certificate of registration.

5. The Secretary of State shall not reinstate or revive a certificate of registration that was revoked or suspended pursuant to subsection 4 unless:

(a) The registered limited-liability partnership complies with the requirements of subsection 3; or

(b) The law enforcement agency conducting the investigation advises the Secretary of State to reinstate or revive the certificate of registration.

6. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 26. NRS 87.541 is hereby amended to read as follows:

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

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

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

(c) The names of all its managing partners;

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

(e) The information required pursuant to NRS 77.310; and

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

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

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

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

3. Upon filing:

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

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

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

5. The Secretary of State shall, 90 days before the last day for filing each annual list required by subsection 1, ~~cause to be mailed~~ *provide* to each foreign registered limited-liability partnership which is required to comply with the provisions of NRS 87.541 to 87.544, inclusive, and which has not become delinquent, ~~the blank forms to be completed and filed with him.~~ *a notice of the fee due pursuant to subsection 3 and a reminder to file the list required pursuant to subsection 1.* Failure of any foreign registered limited-liability partnership to receive ~~the forms~~ *a notice* does not excuse it from the penalty imposed by the provisions of NRS 87.541 to 87.544, inclusive.

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

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

Sec. 27. NRS 87.5413 is hereby amended to read as follows:

87.5413 1. A foreign registered limited-liability partnership shall maintain at its registered office or principal place of business in this State:

(a) A current list of its managing partners; or

(b) A statement indicating where such a list is maintained.

2. ~~The~~ *Upon the request of the Secretary of State, the* foreign registered limited-liability partnership shall:

(a) Provide the Secretary of State with the name and contact information of the custodian of the list described in subsection 1. The information required pursuant to this paragraph shall be kept confidential by the Secretary of State.

(b) Provide written notice to the Secretary of State within 10 days after any change in the information contained in the list described in subsection 1.

3. Upon the request of any law enforcement agency in the course of a criminal investigation, the Secretary of State may require a foreign registered limited-liability partnership to:

(a) Submit to the Secretary of State, within 3 business days, a copy of the list required to be maintained pursuant to subsection 1; or

(b) Answer any interrogatory submitted by the Secretary of State that will assist in the criminal investigation.

4. If a foreign registered limited-liability partnership fails to comply with any requirement pursuant to subsection 3, the Secretary of State may take any action necessary, including, without limitation, the suspension or revocation of the right of the foreign registered limited-liability partnership to transact business in this State.

5. The Secretary of State shall not reinstate or revive the right of a foreign registered limited-liability partnership to transact business in this State that was revoked or suspended pursuant to subsection 4 unless:

(a) The registered limited-liability partnership complies with the requirements of subsection 3; or

(b) The law enforcement agency conducting the investigation advises the Secretary of State to reinstate or revive the right of the foreign registered limited-liability partnership to transact business in this State.

6. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 28. NRS 87.5435 is hereby amended to read as follows:

87.5435 1. Except as otherwise provided in subsections 3 and 4 and NRS 87.5413, the Secretary of State shall reinstate a foreign registered limited-liability partnership which has forfeited or which forfeits its right to transact business under the provisions of this chapter and shall restore to the foreign registered limited-liability 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 ~~the~~:

(1) *The* list required by NRS 87.541; and

(2) *The information required pursuant to NRS 77.310; and*

(b) Pays to the Secretary of State:

(1) The filing fee and penalty set forth in NRS 87.541 and 87.5425 for each year or portion thereof that its right to transact business was forfeited; and

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

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

(a) Requests a certificate of reinstatement; and

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

3. The Secretary of State shall not 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 registered limited-liability 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 to transact business must not be reinstated.

5. Except as otherwise provided in NRS 87.544, a reinstatement pursuant to this section relates back to the date on which the foreign registered limited-liability partnership forfeited its right to transact business under the provisions of this chapter and reinstates the foreign registered limited-liability partnership's right to transact business as if such right had at all times remained in full force and effect.

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

87.547 1. A registered limited-liability partnership may correct a record filed in the Office of the Secretary of State with respect to the registered limited-liability partnership if the record contains an inaccurate description of a partnership action or if the record was defectively signed, attested, sealed, verified or acknowledged.

2. To correct a record, the registered limited-liability partnership must:

(a) Prepare a certificate of correction that:

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

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

(3) Specifies the inaccuracy or defect;

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

(5) Is signed by a managing partner of the registered limited-liability 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 is effective on the effective date of the record it corrects except as to persons relying on the uncorrected record and adversely affected by the correction. As to those persons, the certificate is effective when filed.

4. If a registered limited-liability partnership has made a filing with the Secretary of State and the Secretary of State has not processed the filing and placed the filing into the public record, the registered limited-liability partnership may cancel the filing by:

(a) Filing a statement of cancellation with the Secretary of State; and

(b) Paying a fee of \$50.

Sec. 30. NRS 87A.200 is hereby amended to read as follows:

87A.200 1. A limited partnership shall maintain at its registered office or principal place of business in this State:

(a) A current list of each general partner; or

(b) A statement indicating where such a list is maintained.

2. ~~The~~ *Upon the request of the Secretary of State, the* limited partnership shall:

(a) Provide the Secretary of State with the name and contact information of the custodian of the list described in subsection 1. The information required pursuant to this paragraph shall be kept confidential by the Secretary of State.

(b) Provide written notice to the Secretary of State within 10 days after any change in the information contained in the list described in subsection 1.

3. Upon the request of any law enforcement agency in the course of a criminal investigation, the Secretary of State may require a limited partnership to:

(a) Submit to the Secretary of State, within 3 business days, a copy of the list required to be maintained pursuant to subsection 1; or

(b) Answer any interrogatory submitted by the Secretary of State that will assist in the criminal investigation.

4. If a limited partnership fails to comply with any requirement pursuant to subsection 3, the Secretary of State may take any action necessary, including, without limitation, the suspension or revocation of the right of the limited partnership to transact any business in this State.

5. The Secretary of State shall not reinstate or revive the right of a limited partnership to transact any business in this State that was revoked or suspended pursuant to subsection 4 unless:

(a) The limited partnership complies with the requirements of subsection 3; or

(b) The law enforcement agency conducting the investigation advises the Secretary of State to reinstate or revive the right of the limited partnership to transact business in this State.

6. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 31. NRS 87A.275 is hereby amended to read as follows:

87A.275 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:

(a) For the purposes of subsections 3 and 4 of NRS 87A.150; and

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

4. If a limited partnership or foreign limited partnership has made a filing with the Secretary of State and the Secretary of State has not processed the filing and placed the filing into the public record, the limited partnership or foreign limited partnership may cancel the filing by:

(a) Filing a statement of cancellation with the Secretary of State; and

(b) Paying a fee of \$50.

Sec. 32. NRS 87A.290 is hereby amended to read as follows:

87A.290 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 information required pursuant to NRS 77.310; 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 which acknowledges that pursuant to NRS 239.330

1 , it is a category C felony to knowingly offer any false or forged instrument for
2 filing in the Office of the Secretary of State.

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

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

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

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

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

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

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

18 5. The Secretary of State shall, 90 days before the last day for filing each
19 annual list required by subsection 1, ~~cause to be mailed~~ *provide* to each limited
20 partnership which is required to comply with the provisions of this section, and
21 which has not become delinquent, a notice of the fee due pursuant to the provisions
22 of subsection 2 or 3, as appropriate, and a reminder to file the annual list ~~+~~
23 *required pursuant to subsection 1*. Failure of any limited partnership to receive a
24 notice ~~for form~~ does not excuse it from the penalty imposed by NRS 87A.300.

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

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

32 8. A filing made pursuant to this section does not satisfy the provisions of
33 NRS 87A.240 and may not be substituted for filings submitted pursuant to NRS
34 87A.240.

35 **Sec. 33.** ~~NRS 87A.490 is hereby amended to read as follows:~~

36 ~~87A.490 Except as otherwise provided in NRS 87A.495, a limited partnership~~
37 ~~is dissolved, and its activities must be wound up, only upon the occurrence of any~~
38 ~~of the following:~~

39 ~~1. The happening of an event specified in the partnership agreement;~~

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

43 ~~3. After the withdrawal of a person as a general partner;~~

44 ~~(a) If the limited partnership has at least one remaining general partner, the~~
45 ~~consent to dissolve the limited partnership given within 90 days after the~~
46 ~~withdrawal by partners owning a majority of the rights to receive distributions as~~
47 ~~partners at the time the consent is to be effective; or~~

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

50 ~~(1) Consent to continue the activities of the limited partnership and admit~~
51 ~~at least one general partner is given by limited partners owning a majority of the~~
52 ~~rights to receive distributions as limited partners at the time the consent is to be~~
53 ~~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 [.] ; or~~

~~5. If the certificate of limited partnership of the limited partnership has been revoked pursuant to this chapter, upon filing with the Secretary of State a certificate of dissolution and paying a fee of \$500.~~ **(Deleted by amendment.)**

Sec. 34. NRS 87A.560 is hereby amended to read as follows:

87A.560 1. Each foreign limited partnership doing business in this State shall, on or before the last day of the first month after the filing of its application for registration as a foreign limited partnership with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of its qualification to do business in this State occurs in each year, file with the Secretary of State a list, on a form furnished by him, that contains:

- (a) The name of the foreign limited partnership;
- (b) The file number of the foreign limited partnership, if known;
- (c) The names of all its general partners;
- (d) The address, either residence or business, of each general partner;
- (e) The information required pursuant to NRS 77.310; and
- (f) The signature of a general partner of the foreign limited partnership certifying that the list is true, complete and accurate.

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

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

3. Upon filing:

(a) The initial list required by this section, the foreign 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~~ **provide** to each foreign limited partnership, which is required to comply with the provisions of NRS 87A.560 to 87A.600, inclusive, and which has not become delinquent, ~~the blank forms to be completed and filed with him.~~ **a notice of the fee due pursuant to subsection 3 and a reminder to file the list required pursuant to subsection 1.** Failure of any foreign limited partnership to receive ~~the forms~~ **a notice** does not excuse it from the penalty imposed by the provisions of NRS 87A.560 to 87A.600, inclusive.

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

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

1 **Sec. 35.** NRS 87A.580 is hereby amended to read as follows:

2 87A.580 1. A foreign limited partnership shall maintain at its registered
3 office or principal place of business in this State:

- 4 (a) A current list of each general partner; or
5 (b) A statement indicating where such a list is maintained.

6 2. ~~The~~ *Upon the request of the Secretary of State, the* foreign limited
7 partnership shall:

8 (a) Provide the Secretary of State with the name and contact information of the
9 custodian of the list described in subsection 1. The information required pursuant to
10 this paragraph shall be kept confidential by the Secretary of State.

11 (b) Provide written notice to the Secretary of State within 10 days after any
12 change in the information contained in the list described in subsection 1.

13 3. Upon the request of any law enforcement agency in the course of a
14 criminal investigation, the Secretary of State may require a foreign limited
15 partnership to:

16 (a) Submit to the Secretary of State, within 3 business days, a copy of the list
17 required to be maintained pursuant to subsection 1; or

18 (b) Answer any interrogatory submitted by the Secretary of State that will
19 assist in the criminal investigation.

20 4. If a foreign limited partnership fails to comply with any requirement
21 pursuant to subsection 3, the Secretary of State may take any action necessary,
22 including, without limitation, the suspension or revocation of the certificate
23 authorizing the foreign limited partnership to transact business in this State.

24 5. The Secretary of State shall not reinstate or revive a certificate authorizing
25 a foreign limited partnership to transact business in this State that was revoked or
26 suspended pursuant to subsection 4 unless:

27 (a) The foreign limited partnership complies with the requirements of
28 subsection 3; or

29 (b) The law enforcement agency conducting the investigation advises the
30 Secretary of State to reinstate or revive the certificate authorizing the foreign
31 limited partnership to transact business in this State.

32 6. The Secretary of State may adopt regulations to administer the provisions
33 of this section.

34 **Sec. 36.** NRS 87A.630 is hereby amended to read as follows:

35 87A.630 1. To become a registered limited-liability limited partnership, a
36 limited partnership shall file with the Secretary of State a certificate of registration
37 stating each of the following:

38 (a) The name of the limited partnership.

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

40 (c) The information required pursuant to NRS 77.310.

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

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

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

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

46 2. The certificate of registration must be signed by the vote necessary to
47 amend the partnership agreement or, in the case of a partnership agreement that
48 expressly considers contribution obligations, the vote necessary to amend those
49 provisions.

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

1 4. *A partnership may register as a registered limited-liability limited*
2 *partnership at the time it files a certificate of limited partnership by filing a*
3 *combined certificate of limited partnership and limited-liability limited*
4 *partnership with the Secretary of State and paying the fees prescribed in*
5 *subsections 1 and 2 of NRS 87A.315.*

6 5. The registration of a registered limited-liability limited partnership is
7 effective on the later of the filing of the certificate of registration or a date specified
8 in the certificate of registration.

9 **Sec. 37.** NRS 87A.640 is hereby amended to read as follows:

10 87A.640 1. A registered limited-liability limited partnership shall maintain
11 at its registered office or principal place of business in this State:

- 12 (a) A current list of each general partner; or
13 (b) A statement indicating where such a list is maintained.

14 2. ~~The~~ *Upon the request of the Secretary of State, the* registered limited-
15 liability limited partnership shall:

16 (a) Provide the Secretary of State with the name and contact information of the
17 custodian of the list described in subsection 1. The information required pursuant to
18 this paragraph shall be kept confidential by the Secretary of State.

19 (b) Provide written notice to the Secretary of State within 10 days after any
20 change in the information contained in the list described in subsection 1.

21 3. Upon the request of any law enforcement agency in the course of a
22 criminal investigation, the Secretary of State may require a registered limited-
23 liability limited partnership to:

24 (a) Submit to the Secretary of State, within 3 business days, a copy of the list
25 required to be maintained pursuant to subsection 1; or

26 (b) Answer any interrogatory submitted by the Secretary of State that will
27 assist in the criminal investigation.

28 4. If a registered limited-liability limited partnership fails to comply with any
29 requirement pursuant to subsection 3, the Secretary of State may take any action
30 necessary, including, without limitation, the suspension or revocation of the
31 certificate of registration.

32 5. The Secretary of State shall not reinstate or revive a certificate of
33 registration that was revoked or suspended pursuant to subsection 4 unless:

34 (a) The registered limited-liability limited partnership complies with the
35 requirements of subsection 3; or

36 (b) The law enforcement agency conducting the investigation advises the
37 Secretary of State to reinstate or revive the certificate of registration.

38 6. The Secretary of State may adopt regulations to administer the provisions
39 of this section.

40 **Sec. 38.** NRS 88.3355 is hereby amended to read as follows:

41 88.3355 1. A limited partnership shall maintain at its registered office or
42 principal place of business in this State:

- 43 (a) A current list of each general partner; or
44 (b) A statement indicating where such a list is maintained.

45 2. ~~The~~ *Upon the request of the Secretary of State, the* limited partnership
46 shall:

47 (a) Provide the Secretary of State with the name and contact information of the
48 custodian of the list described in subsection 1. The information required pursuant to
49 this paragraph shall be kept confidential by the Secretary of State.

50 (b) Provide written notice to the Secretary of State within 10 days after any
51 change in the information contained in the list described in subsection 1.

52 3. Upon the request of any law enforcement agency in the course of a
53 criminal investigation, the Secretary of State may require a limited partnership to:

(a) Submit to the Secretary of State, within 3 business days, a copy of the list required to be maintained pursuant to subsection 1; or

(b) Answer any interrogatory submitted by the Secretary of State that will assist in the criminal investigation.

4. If a limited partnership fails to comply with any requirement pursuant to subsection 3, the Secretary of State may take any action necessary, including, without limitation, the suspension or revocation of the right of the limited partnership to transact any business in this State.

5. The Secretary of State shall not reinstate or revive the right of a limited partnership to transact any business in this State that was revoked or suspended pursuant to subsection 4 unless:

(a) The limited partnership complies with the requirements of subsection 3; or

(b) The law enforcement agency conducting the investigation advises the Secretary of State to reinstate or revive the right of the limited partnership to transact business in this State.

6. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 39. NRS 88.339 is hereby amended to read as follows:

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

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

(a) Prepare a certificate of correction that:

(1) States the name of the limited partnership;

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

(3) Specifies the inaccuracy or defect;

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

(5) Is signed by a general partner of the 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 is effective on the effective date of the record it corrects except as to persons relying on the uncorrected record and adversely affected by the correction. As to those persons, the certificate is effective when filed.

4. If a limited partnership has made a filing with the Secretary of State and the Secretary of State has not processed the filing and placed the filing into the public record, the limited partnership may cancel the filing by:

(a) Filing a statement of cancellation with the Secretary of State; and

(b) Paying a fee of \$50.

Sec. 40. NRS 88.395 is hereby amended to read as follows:

88.395 1. A limited partnership shall, on or before the last day of the first month after the filing of its certificate of limited partnership with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of the 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 information required pursuant to NRS 77.310; 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 which acknowledges that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

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

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

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

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

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

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

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

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

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

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

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

Sec. 41. ~~[NRS 88.550 is hereby amended to read as follows:]~~

~~88.550 A limited partnership is dissolved and its affairs must be wound up upon the happening of the first of the following to occur:~~

~~1. At the time specified in the certificate of limited partnership;~~

~~2. Upon the happening of events specified in writing in the partnership agreement;~~

~~3. Written consent of all partners;~~

~~4. An event of withdrawal of a general partner unless at the time there is at least one other general partner and the written provisions of the partnership agreement permit the business of the limited partnership to be carried on by the remaining general partner and that partner does so, but the limited partnership is not dissolved and is not required to be wound up by reason of any event of withdrawal if, within 90 days after the withdrawal, all partners agree in writing to continue the~~

~~business of the limited partnership and to the appointment of one or more additional general partners if necessary or desired; for]~~

~~5. Entry of a decree of judicial dissolution under NRS 88.555 [.] ; or~~

~~6. If the certificate of limited partnership of the limited partnership has been revoked pursuant to this chapter, upon filing with the Secretary of State a certificate of dissolution and paying a fee of \$500.] (Deleted by amendment.)~~

Sec. 42. NRS 88.591 is hereby amended to read as follows:

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

- (a) The name of the foreign limited partnership;
- (b) The file number of the foreign limited partnership, if known;
- (c) The names of all its general partners;
- (d) The address, either residence or business, of each general partner;
- (e) The information required pursuant to NRS 77.310; and
- (f) The signature of a general partner of the foreign limited partnership certifying that the list is true, complete and accurate.

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

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

3. Upon filing:

(a) The initial list required by this section, the foreign 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~~ **provide** to each foreign limited partnership, which is required to comply with the provisions of NRS 88.591 to 88.5945, inclusive, and which has not become delinquent, ~~the blank forms to be completed and filed with him.]~~ **a notice of the fee due pursuant to subsection 3 and a reminder to file the list required pursuant to subsection 1.** Failure of any foreign limited partnership to receive ~~the forms~~ **a notice** does not excuse it from the penalty imposed by the provisions of NRS 88.591 to 88.5945, inclusive.

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

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

Sec. 43. NRS 88.5927 is hereby amended to read as follows:

88.5927 1. A foreign limited partnership shall maintain at its registered office or principal place of business in this State:

1 (a) A current list of each general partner; or
2 (b) A statement indicating where such a list is maintained.
3 2. ~~[(The)]~~ *Upon the request of the Secretary of State, the* foreign limited
4 partnership shall:

5 (a) Provide the Secretary of State with the name and contact information of the
6 custodian of the list described in subsection 1. The information required pursuant to
7 this paragraph shall be kept confidential by the Secretary of State.

8 (b) Provide written notice to the Secretary of State within 10 days after any
9 change in the information contained in the list described in subsection 1.

10 3. Upon the request of any law enforcement agency in the course of a
11 criminal investigation, the Secretary of State may require a foreign limited
12 partnership to:

13 (a) Submit to the Secretary of State, within 3 business days, a copy of the list
14 required to be maintained pursuant to subsection 1; or

15 (b) Answer any interrogatory submitted by the Secretary of State that will
16 assist in the criminal investigation.

17 4. If a foreign limited partnership fails to comply with any requirement
18 pursuant to subsection 3, the Secretary of State may take any action necessary,
19 including, without limitation, the suspension or revocation of the certificate
20 authorizing the foreign limited partnership to transact business in this State.

21 5. The Secretary of State shall not reinstate or revive a certificate authorizing
22 a foreign limited partnership to transact business in this State that was revoked or
23 suspended pursuant to subsection 4 unless:

24 (a) The foreign limited partnership complies with the requirements of
25 subsection 3; or

26 (b) The law enforcement agency conducting the investigation advises the
27 Secretary of State to reinstate or revive the certificate authorizing the foreign
28 limited partnership to transact business in this State.

29 6. The Secretary of State may adopt regulations to administer the provisions
30 of this section.

31 **Sec. 44.** NRS 88.606 is hereby amended to read as follows:

32 88.606 1. To become a registered limited-liability limited partnership, a
33 limited partnership shall file with the Secretary of State a certificate of registration
34 stating each of the following:

35 (a) The name of the limited partnership.

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

37 (c) The information required pursuant to NRS 77.310.

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

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

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

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

43 2. The certificate of registration must be signed by the vote necessary to
44 amend the partnership agreement or, in the case of a partnership agreement that
45 expressly considers contribution obligations, the vote necessary to amend those
46 provisions.

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

50 4. *A partnership may register as a registered limited-liability limited*
51 *partnership at the time of filing its certificate of limited partnership by filing a*
52 *combined certificate of limited partnership and limited-liability limited*

1 *partnership with the Secretary of State and paying the fees required pursuant to*
2 *subsections 1 and 2 of NRS 88.415.*

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

5 **Sec. 45.** NRS 88.6067 is hereby amended to read as follows:

6 88.6067 1. A registered limited-liability limited partnership shall maintain
7 at its registered office or principal place of business in this State:

8 (a) A current list of each general partner; or

9 (b) A statement indicating where such a list is maintained.

10 2. ~~The~~ *Upon the request of the Secretary of State, the* registered limited-
11 liability limited partnership shall:

12 (a) Provide the Secretary of State with the name and contact information of the
13 custodian of the list described in subsection 1. The information required pursuant to
14 this paragraph shall be kept confidential by the Secretary of State.

15 (b) Provide written notice to the Secretary of State within 10 days after any
16 change in the information contained in the list described in subsection 1.

17 3. Upon the request of any law enforcement agency in the course of a
18 criminal investigation, the Secretary of State may require a registered limited-
19 liability limited partnership to:

20 (a) Submit to the Secretary of State, within 3 business days, a copy of the list
21 required to be maintained pursuant to subsection 1; or

22 (b) Answer any interrogatory submitted by the Secretary of State that will
23 assist in the criminal investigation.

24 4. If a registered limited-liability limited partnership fails to comply with any
25 requirement pursuant to subsection 3, the Secretary of State may take any action
26 necessary, including, without limitation, the suspension or revocation of the
27 certificate of registration.

28 5. The Secretary of State shall not reinstate or revive a certificate of
29 registration that was revoked or suspended pursuant to subsection 4 unless:

30 (a) The registered limited-liability limited partnership complies with the
31 requirements of subsection 3; or

32 (b) The law enforcement agency conducting the investigation advises the
33 Secretary of State to reinstate or revive the certificate of registration.

34 6. The Secretary of State may adopt regulations to administer the provisions
35 of this section.

36 **Sec. 46.** NRS 88A.345 is hereby amended to read as follows:

37 88A.345 1. ~~A~~ *Upon the request of the Secretary of State, a* business trust
38 shall:

39 (a) Provide the Secretary of State with the name and contact information of the
40 custodian of the ledger, duplicate ledger or statement described in subsection 1 of
41 NRS 88A.340. The information required pursuant to this paragraph shall be kept
42 confidential by the Secretary of State.

43 (b) Provide written notice to the Secretary of State within 10 days after any
44 change in the information contained in the ledger, duplicate ledger or statement
45 described in subsection 1 of NRS 88A.340.

46 2. Upon the request of any law enforcement agency in the course of a
47 criminal investigation, the Secretary of State may require a business trust to:

48 (a) Submit to the Secretary of State, within 3 business days, a copy of the
49 ledger, duplicate ledger or statement required to be maintained pursuant to
50 subsection 1 of NRS 88A.340; or

51 (b) Answer any interrogatory submitted by the Secretary of State that will
52 assist in the criminal investigation.

3. If a business trust fails to comply with any requirement pursuant to subsection 2, the Secretary of State may take any action necessary, including, without limitation, the suspension or revocation of the certificate of trust.

4. The Secretary of State shall not reinstate or revive a certificate of trust that was revoked or suspended pursuant to subsection 3 unless:

- (a) The business trust complies with the requirements of subsection 2; or
- (b) The law enforcement agency conducting the investigation advises the Secretary of State to reinstate or revive the business trust.

5. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 47. NRS 88A.600 is hereby amended to read as follows:

88A.600 1. A business trust formed pursuant to this chapter shall, on or before the last day of the first month after the filing of its certificate of trust with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of the filing of its certificate of trust with the Secretary of State occurs, file with the Secretary of State, on a form furnished by him, a list signed by at least one trustee that contains the name and street address of at least one trustee and the information required pursuant to NRS 77.310. Each list filed pursuant to this subsection must be accompanied by a declaration under penalty of perjury that the business trust:

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

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

2. Upon filing:

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

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

3. If a trustee of a business trust resigns and the resignation is not reflected on the annual or amended list of trustees, the business trust or the resigning trustee shall pay to the Secretary of State a fee of \$75 to file the resignation.

4. The Secretary of State shall, 90 days before the last day for filing each annual list required by subsection 1, ~~cause to be mailed~~ *provide* to each business trust which is required to comply with the provisions of NRS 88A.600 to 88A.660, inclusive, and which has not become delinquent, ~~the blank forms to be completed and filed with him.~~ *a notice of the fee due pursuant to subsection 2 and a reminder to file the list required pursuant to subsection 1.* Failure of a business trust to receive ~~the forms~~ *a notice* does not excuse it from the penalty imposed by law.

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

Sec. 48. NRS 88A.732 is hereby amended to read as follows:

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

(a) The name of the foreign business trust;

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

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

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

(e) The information required pursuant to NRS 77.310; and

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

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

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

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

3. Upon filing:

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

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

4. If a trustee of a foreign business trust resigns and the resignation is not reflected on the annual or amended list of trustees, the foreign business trust or the resigning trustee shall pay to the Secretary of State a fee of \$75 to file the resignation.

5. The Secretary of State shall, 90 days before the last day for filing each annual list required by subsection 1, ~~cause to be mailed~~ *provide* to each foreign business trust which is required to comply with the provisions of NRS 88A.732 to 88A.738, inclusive, and which has not become delinquent, ~~the blank forms to be completed and filed with him~~ *a notice of the fee due pursuant to subsection 3 and a reminder to file the list required pursuant to subsection 1*. Failure of any foreign business trust to receive ~~the forms~~ *a notice* does not excuse it from the penalty imposed by the provisions of NRS 88A.732 to 88A.738, inclusive.

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

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

Sec. 49. NRS 88A.7345 is hereby amended to read as follows:

88A.7345 1. A foreign business trust shall maintain at its registered office:

(a) A current list of its beneficial owners; or

(b) A statement indicating where such a list is maintained.

2. ~~The~~ *Upon the request of the Secretary of State, the* foreign business trust shall:

(a) Provide the Secretary of State with the name and contact information of the custodian of the list described in subsection 1. The information required pursuant to this paragraph shall be kept confidential by the Secretary of State.

(b) Provide written notice to the Secretary of State within 10 days after any change in the information contained in the list described in subsection 1.

3. Upon the request of any law enforcement agency in the course of a criminal investigation, the Secretary of State may require a foreign business trust to:

(a) Submit to the Secretary of State, within 3 business days, a copy of the list required to be maintained pursuant to subsection 1; or

(b) Answer any interrogatory submitted by the Secretary of State that will assist in the criminal investigation.

4. If a foreign business trust fails to comply with any requirement pursuant to subsection 3, the Secretary of State may take any action necessary, including, without limitation, the suspension or revocation of the right of the foreign business trust to transact business in this State.

5. The Secretary of State shall not reinstate or revive the right of a foreign business trust to transact business in this State that was revoked or suspended pursuant to subsection 4 unless:

(a) The foreign business trust complies with the requirements of subsection 3; or

(b) The law enforcement agency conducting the investigation advises the Secretary of State to reinstate or revive the right of the foreign business trust to transact business in this State.

6. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 50. NRS 88A.930 is hereby amended to read as follows:

88A.930 1. A business trust may correct a record filed in the Office of the Secretary of State with respect to the business trust if the record contains an inaccurate description of a trust action or if the record was defectively signed, attested, sealed, verified or acknowledged.

2. To correct a record, the business trust must:

(a) Prepare a certificate of correction that:

(1) States the name of the business trust;

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

(3) Specifies the inaccuracy or defect;

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

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

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

4. If a business trust has made a filing with the Secretary of State and the Secretary of State has not processed the filing and placed the filing into the public record, the business trust may cancel the filing by:

(a) Filing a statement of cancellation with the Secretary of State; and

(b) Paying a fee of \$50.

Sec. 51. NRS 89.045 is hereby amended to read as follows:

89.045 1. A professional entity shall maintain at its registered office or principal place of business in this State:

(a) A current list of its owners of record; or

(b) A statement indicating where such a list is maintained.

2. ~~The~~ *Upon the request of the Secretary of State, the* professional entity shall:

(a) Provide the Secretary of State with the name and contact information of the custodian of the list described in subsection 1. The information required pursuant to this paragraph shall be kept confidential by the Secretary of State.

(b) Provide written notice to the Secretary of State within 10 days after any change in the information contained in the list described in subsection 1.

3. Upon the request of any law enforcement agency in the course of a criminal investigation, the Secretary of State may require a professional entity to:

(a) Submit to the Secretary of State, within 3 business days, a copy of the list required to be maintained pursuant to subsection 1; or

(b) Answer any interrogatory submitted by the Secretary of State that will assist in the criminal investigation.

4. If a professional entity fails to comply with any requirement pursuant to subsection 3, the Secretary of State may take any action necessary, including, without limitation, the suspension or revocation of the corporate charter.

5. The Secretary of State shall not reinstate or revive a charter that was revoked or suspended pursuant to subsection 4 unless:

(a) The professional entity complies with the requirements of subsection 3; or

(b) A statement indicating where such a list is maintained.

6. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 52. NRS 89.251 is hereby amended to read as follows:

89.251 1. A professional association shall maintain at its registered office or principal place of business in this State:

(a) A current list of each member; or

(b) A statement indicating where such a list is maintained.

2. ~~The~~ *Upon the request of the Secretary of State, the* professional association shall:

(a) Provide the Secretary of State with the name and contact information of the custodian of the list described in subsection 1. The information required pursuant to this paragraph shall be kept confidential by the Secretary of State.

(b) Provide written notice to the Secretary of State within 10 days after any change in the information contained in the list described in subsection 1.

3. Upon the request of any law enforcement agency in the course of a criminal investigation, the Secretary of State may require a professional association to:

(a) Submit to the Secretary of State, within 3 business days, a copy of the list required to be maintained pursuant to subsection 1; or

(b) Answer any interrogatory submitted by the Secretary of State that will assist in the criminal investigation.

4. If a professional association fails to comply with any requirement pursuant to subsection 3, the Secretary of State may take any action necessary, including, without limitation, the suspension or revocation of the articles of association.

5. The Secretary of State shall not reinstate or revive articles of association that were revoked or suspended pursuant to subsection 4 unless:

(a) The professional association complies with the requirements of subsection 3; or

(b) The law enforcement agency conducting the investigation advises the Secretary of State to reinstate or revive the articles of association.

6. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 53. Chapter 92A of NRS is hereby amended by adding thereto a new section to read as follows:

If an entity has made a filing with the Secretary of State pursuant to this chapter and the Secretary of State has not processed the filing and placed the filing into the public record, the entity may cancel the filing by:

1. *Filing a statement of cancellation with the Secretary of State; and*

2. *Paying a fee of \$50.*

Sec. 54. NRS 360.765 is hereby amended to read as follows:

360.765 1. Except as otherwise provided in subsection 2, "business" means:

(a) Any person, except a natural person, that performs a service or engages in a trade for profit; ~~for~~

(b) Any natural person who performs a service or engages in a trade for profit if the person is required to file with the Internal Revenue Service a Schedule C (Form 1040), Profit or Loss From Business Form, or its equivalent or successor form, a Schedule E (Form 1040), Supplemental Income and Loss Form, or its equivalent or successor form, or a Schedule F (Form 1040), Profit or Loss From Farming Form, or its equivalent or successor form, for that activity ~~for~~; or

(c) Any ~~business~~ entity organized pursuant to title 7 of NRS, including, without limitation, those ~~business~~ entities required to file with the Secretary of State ~~for~~, whether or not the entity performs a service or engages in a business for profit.

2. The term does not include:

(a) A governmental entity.

(b) A nonprofit religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c).

(c) A person who operates a business from his home and whose net earnings from that business are not more than 66 2/3 percent of the average annual wage, as computed for the preceding calendar year pursuant to chapter 612 of NRS and rounded to the nearest hundred dollars.

(d) A natural person whose sole business is the rental of four or fewer dwelling units to others.

(e) A business whose primary purpose is to create or produce motion pictures. As used in this paragraph, "motion pictures" has the meaning ascribed to it in NRS 231.020.

(f) A business organized pursuant to chapters 82 or 84 of NRS.

Sec. 55. NRS 360.780 is hereby amended to read as follows:

360.780 1. Except as otherwise provided in subsection 7, a person shall not conduct a business in this State unless he has a state business license issued by the Department.

2. An application for a state business license must:

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

(b) Set forth the name under which the applicant transacts or intends to transact business, *or if the applicant is a business organized pursuant to title 7 of NRS and on file with the Secretary of State, the exact name on file with the Secretary of State*, and the location *in this State* of his place or places of business;

(c) Be accompanied by a fee of \$100; and

(d) Include any other information that the Department deems necessary.

↳ If the applicant is a business organized pursuant to title 7 of NRS and on file with the Secretary of State and the applicant has no location in this State of its place of business, the address of its registered agent shall be deemed to be the location in this State of its place of business.

3. The application must be signed by:

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

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

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

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

5. The state business license required to be obtained pursuant to this section is in addition to any license to conduct business that must be obtained from the local jurisdiction in which the business is being conducted.

1 6. For the purposes of NRS 360.760 to 360.798, inclusive, a person shall be
2 deemed to conduct a business in this State if a business for which the person is
3 responsible:

4 (a) Is organized pursuant to title 7 of NRS, other than a business organized
5 pursuant to chapter 82 or 84 of NRS;

6 (b) Has an office or other base of operations in this State; ~~for~~

7 (c) *Has a registered agent in this State; or*

8 (d) Pays wages or other remuneration to a natural person who performs in this
9 State any of the duties for which he is paid.

10 7. A person who takes part in an exhibition held in this State for a purpose
11 related to the conduct of a business is not required to obtain a state business license
12 specifically for that event if the operator of the facility where the exhibition is held
13 pays the licensing fee on behalf of that person pursuant to NRS 360.787.

14 8. *As used in this section, "registered agent" has the meaning ascribed to it*
15 *in NRS 77.230.*

16 **Sec. 56.** This act becomes effective on July 1, 2009.