

SENATE BILL NO. 60—COMMITTEE ON JUDICIARY

(ON BEHALF OF THE SECRETARY OF STATE)

PREFILED DECEMBER 20, 2012

Referred to Committee on Judiciary

SUMMARY—Revises various provisions relating to businesses.
(BDR 7-380)

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

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

AN ACT relating to business; authorizing the imposition of a fine on businesses failing to comply with the requirement to obtain or renew a state business license; amending various provisions relating to state business licenses; revising provisions governing persons authorized to serve in this State as a registered agent; prohibiting the formation or registration of a business entity for certain purposes; requiring certain persons to answer interrogatories from the Secretary of State in the course of certain investigations; revising provisions relating to the listing of certain persons in the initial and annual lists filed with the Secretary of State by business entities; amending provisions governing the reinstatement and revival of business entities; revising various provisions relating to business entities and secured transactions; and providing other matters properly relating thereto.

Legislative Counsel's Digest:

- 1 Existing law requires a person conducting a business in this State to obtain a
- 2 state business license from the Secretary of State. (NRS 76.100) However, under
- 3 existing law, certain entities, organizations, persons and businesses are not deemed
- 4 to be businesses and, thus, are not required to obtain a state business license. (NRS
- 5 76.020) **Section 3** of this bill requires a person deemed not to be a business to
- 6 annually claim an exemption from the requirement to obtain a state business license
- 7 by filing with the Secretary of State a form provided by the Secretary of State.



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Section 4 of this bill amends provisions governing the confidentiality of information concerning state business licenses.

Existing law provides that: (1) a person is subject to a fine of not less than \$1,000 but not more than \$10,000 if the person is purporting to do business in this State as a business entity but has willfully failed or neglected to register with the Secretary of State; and (2) the district attorney or Attorney General may recover the cost of a proceeding to recover the fine if the district attorney or Attorney General prevails. (NRS 78.047, 80.055, 82.5234, 86.213, 86.548, 87.445, 87.5405, 87A.237, 87A.610, 87A.632, 87A.652, 88.352, 88.600, 88.6062, 88.6087, 88A.215, 88A.750, 89.215) **Section 2** of this bill authorizes the imposition of this fine on persons conducting business in this State who have willfully failed or neglected to comply with the requirement to obtain or renew a state business license. **Sections 2, 12, 18, 25, 32, 38, 42, 45, 50, 57, 59, 60, 63, 69, 71, 72, 74, 80 and 83** of this bill provide that in the course of an investigation into a person who has willfully failed or neglected to comply with the requirement to obtain or renew a state business license or to register as an entity with the Secretary of State, the Secretary of State may require certain persons to answer interrogatories that will assist in the investigation.

Existing law requires foreign and domestic business entities to appoint a registered agent. (NRS 77.310) **Sections 7-9** of this bill prohibit an individual in the business of serving as a registered agent from serving as the registered agent of a foreign or domestic entity or as a director, officer or managing agent of a foreign or domestic entity that is in the business of serving as a registered agent in this State if the individual has been convicted of certain crimes or has been prohibited from serving as a registered agent in another state. Under **section 9**, if an individual has been convicted of certain crimes or has been prohibited from serving as a registered agent in another state, a court may enjoin the individual from serving as a registered agent or as a director, officer or managing agent of a registered agent.

Existing law requires a foreign or domestic business entity to file with the Secretary of State an initial list and an annual list of the directors and officers of the entity or the persons holding the equivalent office. (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, 89.250) Existing law also imposes a civil penalty on a person who willfully files in the Office of the Secretary of State a record which contains a false statement of material fact. (NRS 225.084) **Sections 13, 19, 24, 33, 36, 43, 46, 52, 55, 64, 67, 75, 78 and 84** of this bill: (1) require the initial and annual list filed by a foreign or domestic business entity to include a declaration, under penalty of perjury, that none of the officers or directors, or their equivalents, has been identified in the list for the purpose of disguising the person or persons who have actual control of the daily operations of the entity for the purpose of evading the creditors of any person or for an illegal purpose; and (2) provide that a person who files an initial or annual list that identifies officers or directors, or their equivalents, for such a purpose is subject to the civil penalty for filing a false record with the Secretary of State.

Under existing law, if a foreign or domestic business entity has not filed an annual list within 1 year after the annual list is due, the entity's right to transact business in this State is forfeited. (NRS 78.175, 80.150, 82.5235, 86.274, 86.5465, 87.520, 87.5425, 87A.300, 87A.585, 88.400, 88.593, 88A.640, 88A.735, 89.254) A foreign or domestic business entity whose right to transact business has been forfeited because the entity has failed to file an annual list may reinstate its right to transact business if, within 5 years after forfeiting its right to transact business, it files the annual list and pays certain fees. (NRS 78.180, 80.170, 82.5237, 86.276, 86.5467, 87.530, 87.5435, 87A.310, 87A.595, 88.410, 88.594, 88A.650, 88A.737, 89.256) **Sections 14, 20, 26, 30, 34, 37, 44, 47, 53, 56, 65, 68, 76, 79 and 85** of this bill require a foreign or domestic business entity seeking to reinstate its right to



transact business to also file with the Secretary of State a declaration under penalty of perjury that the reinstatement is authorized by a court of competent jurisdiction in this State or the duly elected board of directors or other governing body of the entity. **Sections 15, 28 and 40** of this bill require this declaration to be filed with the Secretary of State by a domestic corporation, a domestic nonprofit corporation or a domestic limited-liability company seeking to renew or revive its charter.

Existing law generally authorizes a business entity to be formed for any lawful purpose. (NRS 78.030, 82.081, 86.141, 87.440, 87A.155, 87A.630, 88.342, 88.606, 88A.200) **Sections 11, 21, 23, 31, 41, 49, 58, 62, 70, 73 and 82** of this bill prohibit a person from forming a business entity for an illicit purpose or with the intent to cause another person or a governmental agency to believe that any person has engaged in business activity through the entity during a period in which no such business activity has occurred.

Existing law requires business entities formed under the laws of another state or a foreign country to register with the Secretary of State before conducting business in this State. (NRS 80.010, 86.544, 87A.540, 88.575, 88A.710) **Sections 17, 35, 54, 66 and 77** of this bill prohibit a business entity formed under the laws of another state or a foreign country from registering to do business in this State if the foreign entity was formed for an illicit purpose or with the intent to cause another person or a governmental entity to believe that any person has engaged in business activity through the foreign entity during a period in which no such business activity occurred.

Existing law requires a foreign corporation seeking to register with the Secretary of State to do business in this State to file a certificate of existence issued by the authorized officer of the jurisdiction in which the corporation was incorporated. (NRS 80.010) **Section 17** of this bill requires a foreign corporation to file a declaration of the existence of the corporation and that the foreign corporation is in good standing in the jurisdiction in which it was incorporated rather than a certificate of existence. **Section 35** of this bill requires a foreign limited-liability company seeking to register with the Secretary of State before commencing business in this State to file such a declaration.

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

Section 1. Chapter 76 of NRS is hereby amended by adding thereto the provisions set forth as sections 2 and 3 of this act.

Sec. 2. 1. Every person who conducts a business in this State and who willfully fails or neglects to obtain or renew a state business license as required by this chapter and to pay the fees required by NRS 76.100 and 76.130 is subject to a fine of not less than \$1,000 but not more than \$10,000, to be recovered in a court of competent jurisdiction.

2. When the Secretary of State is advised that a person is subject to the fine described in subsection 1, the Secretary of State may, as soon as practicable, instruct the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, to institute proceedings to recover the fine. If the district attorney or the Attorney General prevails in a proceeding to recover the fine described in subsection



1 *1, the district attorney or the Attorney General is entitled to*
2 *recover the costs of the proceeding, including, without limitation,*
3 *the cost of any investigation and reasonable attorney's fees.*

4 *3. In the course of an investigation of a violation of this*
5 *section, the Secretary of State may require a person to answer any*
6 *interrogatory submitted by the Secretary of State that will assist in*
7 *the investigation.*

8 *4. The Secretary of State may adopt regulations to administer*
9 *the provisions of this section.*

10 **Sec. 3.** *1. Except as otherwise provided in subsection 2, a*
11 *person who claims to be excluded from the requirement to obtain*
12 *a state business license because the person is an entity,*
13 *organization, person or business listed in subsection 2 of NRS*
14 *76.020 or who conducts a business in this State but claims to be*
15 *exempt from the requirement to obtain a state business license*
16 *must submit annually to the Secretary of State a claim for the*
17 *exemption on a form provided by the Secretary of State.*

18 *2. The provisions of subsection 1 do not apply to a business*
19 *organized pursuant to chapter 82 or 84 of NRS.*

20 **Sec. 4.** NRS 76.160 is hereby amended to read as follows:

21 76.160 1. Except as otherwise provided in this chapter and
22 NRS 239.0115, the records and files of the Secretary of State
23 concerning the administration of this chapter are confidential and
24 privileged. The Secretary of State, and any employee of the
25 Secretary of State engaged in the administration of this chapter or
26 charged with the custody of any such records or files, shall not
27 disclose any information obtained from those records or files.
28 Neither the Secretary of State nor any employee of the Secretary of
29 State may be required to produce any of the records, files and
30 information for the inspection of any person or for use in any action
31 or proceeding.

32 2. The records and files of the Secretary of State concerning
33 the administration of this chapter are not confidential and privileged
34 in the following cases:

35 (a) Testimony by a member or employee of the Secretary of
36 State and production of records, files and information on behalf of
37 the Secretary of State or a person in any action or proceeding
38 pursuant to the provisions of this chapter if that testimony or the
39 records, files or information, or the facts shown thereby, are directly
40 involved in the action or proceeding.

41 (b) Delivery to a person or his or her authorized representative
42 of a copy of any document filed by the person pursuant to this
43 chapter.

44 (c) Publication of statistics so classified as to prevent the
45 identification of a particular business or document.



(d) Exchanges of information with the Internal Revenue Service in accordance with compacts made and provided for in such cases.

(e) Disclosure in confidence to any person authorized to audit the accounts of the Secretary of State in pursuance of an audit, or to the Attorney General or other legal representative of the State in connection with an action or proceeding pursuant to this chapter, or to any agency of this or any other state charged with the administration or enforcement of laws relating to workers' compensation, unemployment compensation, public assistance, taxation, labor or gaming.

(f) Exchanges of information pursuant to subsection 3.

(g) Disclosure of information concerning whether or not a person conducting a business in this State has a state business license **H** *and, if the person is conducting a business in this State, the street address in this State at which the person is conducting that business.*

3. The Secretary of State may agree with any county fair and recreation board or the governing body of any county, city or town for the continuing exchange of information concerning taxpayers.

4. *Upon the request of any law enforcement agency in the course of a criminal investigation or upon the request of any agency or political subdivision of this State, another state or the United States in the course of an enforcement action, the Secretary of State may provide to the requesting law enforcement agency, agency or political subdivision information contained in its records and files relating to a state business license.*

5. The Secretary of State shall periodically, as he or she deems appropriate, but not less often than annually, transmit to the Administrator of the Division of Industrial Relations of the Department of Business and Industry a list of the businesses of which the Secretary of State has a record. The list must include the mailing address of the business as reported to the Secretary of State.

Sec. 5. Chapter 77 of NRS is hereby amended by adding thereto the provisions set forth as sections 6 and 7 of this act.

Sec. 6. 1. *Any individual residing or corporation located in this State may register for that calendar year a willingness to serve as the registered agent of a domestic or foreign corporation, limited-liability company or limited partnership with the Secretary of State. The registration must state the full, legal name of the individual or corporation willing to serve as the registered agent and be accompanied by a fee of \$500 per office location of the registered agent.*

2. *The Secretary of State shall maintain a list of those individuals and corporations who are registered pursuant to*



1 subsection 1 and make the list available to persons seeking to do
2 business in this State.

3 3. The Secretary of State may amend any information
4 provided in the list if an individual or a corporation who is
5 included in the list:

6 (a) Requests the amendment; and

7 (b) Pays a fee of \$50.

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

10 Sec. 7. 1. An individual who is in the business of serving in
11 this State as a noncommercial registered agent may not serve in
12 this State as the agent for service of process of a foreign or
13 domestic entity if the individual:

14 (a) Has been convicted of a felony or any crime which
15 includes an element of dishonesty or fraud or involves moral
16 turpitude and has not had his or her civil rights restored.

17 (b) Has had his or her ability to serve as a registered agent
18 revoked by the appropriate authority of another state, or has been
19 enjoined by a court of competent jurisdiction from serving as a
20 registered agent, because the individual has engaged in conduct in
21 his or her capacity as a registered agent that was intended to or
22 likely to deceive or defraud the public.

23 2. An individual may not serve as the director, officer or
24 managing agent of a foreign or domestic entity which is in the
25 business of serving in this State as a noncommercial registered
26 agent if the individual:

27 (a) Has been convicted of a felony or any crime which
28 includes an element of dishonesty or fraud or involves moral
29 turpitude and has not had his or her civil rights restored.

30 (b) Has had his or her ability to serve as a registered agent or a
31 director, officer or managing agent of a registered agent revoked
32 by the appropriate authority of another state, or has been enjoined
33 by a court of competent jurisdiction from serving as a registered
34 agent or a director, officer or managing agent of a registered
35 agent, because the individual has engaged in conduct in his or her
36 capacity as a registered agent, or as a director, officer or
37 managing agent of a registered agent, that was intended to or
38 likely to deceive or defraud the public.

39 Sec. 8. NRS 77.320 is hereby amended to read as follows:

40 77.320 1. An individual or a domestic or foreign entity may
41 become listed as a commercial registered agent by filing with the
42 Secretary of State a commercial registered agent listing statement
43 signed *under penalty of perjury* by *the individual* or *by an*
44 *individual authorized to sign the statement* on behalf of the
45 ~~person,~~ entity, which states:



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

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

(c) The address of a place of business of the person in this State to which service of process and other notice and documents being served on or sent to entities represented by it may be delivered ~~H~~ ;

(d) If the person filing the statement is an individual, that the individual:

(1) Has not been convicted of a felony or any crime which includes an element of dishonesty or fraud or involves moral turpitude or, if the individual has been convicted of such a felony or crime, a statement that the individual has had his or her civil rights restored; and

(2) Has not had his or her ability to serve as a registered agent revoked by the appropriate authority of another state, or has not been enjoined by a court of competent jurisdiction from serving as a registered agent, because the individual has engaged in conduct in his or her capacity as a registered agent that was intended to or likely to deceive or defraud the public; and

(e) If the person filing the statement is a domestic or foreign entity, that each director, officer or managing agent of the entity:

(1) Has not been convicted of a felony or any crime which includes an element of dishonesty or fraud or involves moral turpitude or, if a director, officer or managing agent has been convicted of such a felony or crime, a statement that the individual has had his or her civil rights restored; and

(2) Has not had his or her ability to serve as a registered agent or a director, officer or managing agent of a registered agent revoked by the appropriate authority of another state, or has not been enjoined by a court of competent jurisdiction from serving as a registered agent or a director, officer or managing agent of a registered agent, because the individual has engaged in conduct in his or her capacity as a registered agent, or as a director, officer or managing agent of a registered agent, that was intended to or likely to deceive or defraud the public.

2. If the name of a person filing a commercial registered agent listing statement is not distinguishable on the records of the Secretary of State from the name of another commercial registered agent listed under this section, the person must adopt a fictitious name that is distinguishable and use that name in its statement and when it does business in this State as a commercial registered agent. For the purposes of this subsection, a proposed name is not distinguishable from another name solely because one or the other contains distinctive lettering, a distinctive mark, a trademark or a



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trade name or any combination of these. The Secretary of State may adopt regulations that interpret the requirements of this subsection.

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

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

Sec. 9. NRS 77.430 is hereby amended to read as follows:

77.430 1. The Secretary of State may adopt such regulations as he or she deems necessary to carry out and ensure compliance with the provisions of this chapter and any other provision of law which governs the conduct of registered agents.

2. Upon application of the Secretary of State, the district court may enjoin any person from serving as a registered agent or as an officer, director or managing agent of a registered agent if the court finds that:

(a) The registered agent failed to comply with any provision of law governing the conduct of registered agents after reasonable notice and an opportunity to correct the failure; ~~for~~

(b) The registered agent engaged in conduct in his or her capacity as registered agent that was intended to deceive or defraud the public or to promote illegal activities ~~or~~;

(c) The registered agent or the officer, director or managing agent has been convicted of a felony or any crime which includes an element of dishonesty or fraud or involves moral turpitude and has not been restored to his or her civil rights; or

(d) The registered agent or the officer, director or managing agent has had his or her ability to serve as a registered agent or a director, officer or managing agent of a registered agent revoked by the appropriate authority of another state, or has been enjoined by a court of competent jurisdiction from serving as a registered agent or a director, officer or managing agent of a registered agent, because the individual has engaged in conduct in his or her capacity as a registered agent, or as a director, officer or managing agent of a registered agent, that was intended to or likely to deceive or defraud the public.

Sec. 10. 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.



- 1 2. To correct a record, the corporation must:
- 2 (a) Prepare a certificate of correction which:
- 3 (1) States the name of the corporation;
- 4 (2) Describes the record, including, without limitation, its
- 5 filing date;
- 6 (3) Specifies the inaccuracy or defect;
- 7 (4) Sets forth the inaccurate or defective portion of the record
- 8 in an accurate or corrected form; and
- 9 (5) Is signed by an officer of the corporation or, if no stock
- 10 has been issued by the corporation, by the incorporator or a director
- 11 of the corporation ~~H~~ , *or by some other person specifically*
- 12 *authorized by the corporation to sign the certificate.*
- 13 (b) Deliver the certificate to the Secretary of State for filing.
- 14 (c) Pay a filing fee of \$175 to the Secretary of State.
- 15 3. A certificate of correction is effective on the effective date
- 16 of the record it corrects except as to persons relying on the
- 17 uncorrected record and adversely affected by the correction. As to
- 18 those persons, the certificate is effective when filed.
- 19 4. If a corporation has made a filing with the Secretary of State
- 20 and the Secretary of State has not processed the filing and placed the
- 21 filing into the public record, the corporation may cancel the filing
- 22 by:
- 23 (a) Filing a statement of cancellation with the Secretary of State;
- 24 and
- 25 (b) Paying the required fee pursuant to subsection 7 of
- 26 NRS 78.785.

27 **Sec. 11.** NRS 78.030 is hereby amended to read as follows:

28 78.030 1. One or more persons may establish a corporation

29 for the transaction of any lawful business, or to promote or conduct

30 any legitimate object or purpose, pursuant and subject to the

31 requirements of this chapter, by signing and filing in the Office of

32 the Secretary of State articles of incorporation. *A person shall not*

33 *establish a corporation for any illicit purpose or with the intent to*

34 *cause another person or a governmental agency to believe that any*

35 *person has conducted business activity through the corporation*

36 *during a period in which no such business activity occurred.*

37 2. The articles of incorporation must be as provided in NRS

38 78.035, and the Secretary of State shall require them to be in the

39 form prescribed. If any articles are defective in this respect, the

40 Secretary of State shall return them for correction.

41 **Sec. 12.** NRS 78.047 is hereby amended to read as follows:

42 78.047 1. Every person, other than a corporation organized

43 and existing pursuant to the laws of another state, territory, the

44 District of Columbia, a possession of the United States or a foreign

45 country, who is purporting to do business in this State as a



1 corporation and who willfully fails or neglects to file with the
2 Secretary of State articles of incorporation is subject to a fine of not
3 less than \$1,000 but not more than \$10,000, to be recovered in a
4 court of competent jurisdiction.

5 2. When the Secretary of State is advised that a person is
6 subject to the fine described in subsection 1, the Secretary of State
7 may, as soon as practicable, instruct the district attorney of the
8 county in which the person's principal place of business is located
9 or the Attorney General, or both, to institute proceedings to recover
10 the fine. If the district attorney or the Attorney General prevails in a
11 proceeding to recover the fine described in subsection 1, the district
12 attorney or the Attorney General is entitled to recover the costs of
13 the proceeding, including, without limitation, the cost of any
14 investigation and reasonable attorney's fees.

15 3. *In the course of an investigation of a violation of this*
16 *section, the Secretary of State may require a person to answer any*
17 *interrogatory submitted by the Secretary of State that will assist in*
18 *the investigation.*

19 4. The Secretary of State may adopt regulations to administer
20 the provisions of this section.

21 **Sec. 13.** NRS 78.150 is hereby amended to read as follows:

22 78.150 1. A corporation organized pursuant to the laws of
23 this State shall, on or before the last day of the first month after the
24 filing of its articles of incorporation with the Secretary of State, file
25 with the Secretary of State a list, on a form furnished by the
26 Secretary of State, containing:

- 27 (a) The name of the corporation;
28 (b) The file number of the corporation, if known;
29 (c) The names and titles of the president, secretary and treasurer,
30 or the equivalent thereof, and of all the directors of the corporation;
31 (d) The address, either residence or business, of each officer and
32 director listed, following the name of the officer or director; *and*
33 (e) ~~The information required pursuant to NRS 77.310; and~~
34 ~~—(f)—~~ *The signature of an officer of the corporation , or some*
35 *other person specifically authorized by the corporation to sign the*
36 *list, certifying that the list is true, complete and accurate.*

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

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

- 44 (a) A declaration under penalty of perjury that : ~~the~~
45 ~~corporation;~~



(1) ~~Has~~ *The corporation has* complied with the provisions of chapter 76 of NRS; ~~and~~

(2) ~~Acknowledges~~ *The corporation 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 ~~H~~; and

(3) *None of the officers or directors identified in the list has been identified in the list for the purpose of disguising the actual control of the daily operations of the corporation, for the purpose of evading the creditors of any person or for any illegal purpose.*

(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 the Secretary of State's 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, 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



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

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

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

14 *9. A person who files with the Secretary of State a list*
15 *required by subsection 1 or 2 which identifies an officer or*
16 *director for the purpose of disguising the person or persons who*
17 *have actual control over the daily operations of the corporation,*
18 *for the purpose of evading the creditors of any person or for any*
19 *illegal purpose is subject to the penalty set forth in NRS 225.084.*

20 *10. For the purposes of this section, a stockholder is not*
21 *deemed to exercise actual control of the daily operations of a*
22 *corporation based solely on the fact that the stockholder has*
23 *voting control of the corporation.*

24 **Sec. 14.** NRS 78.180 is hereby amended to read as follows:

25 78.180 1. Except as otherwise provided in subsections 3 and
26 4 and NRS 78.152, the Secretary of State shall reinstate a
27 corporation which has forfeited or which forfeits its right to transact
28 business pursuant to the provisions of this chapter and shall restore
29 to the corporation its right to carry on business in this State, and to
30 exercise its corporate privileges and immunities, if it:

31 (a) Files with the Secretary of State:

32 (1) The list required by NRS 78.150;

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

34 ~~and~~

35 (3) The information required pursuant to NRS 77.310; and

36 *(4) A declaration under penalty of perjury, on a form*
37 *provided by the Secretary of State, that the reinstatement is*
38 *authorized by a court of competent jurisdiction in this State or by*
39 *the duly elected board of directors of the corporation or, if the*
40 *corporation does not have a board of directors, the equivalent of*
41 *such a board; and*

42 (b) Pays to the Secretary of State:

43 (1) The filing fee and penalty set forth in NRS 78.150 and
44 78.170 for each year or portion thereof during which it failed to file
45 each required annual list in a timely manner;



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- 1 (2) The fee set forth in NRS 78.153, if applicable; and
- 2 (3) A fee of \$300 for reinstatement.
- 3 2. When the Secretary of State reinstates the corporation, the
- 4 Secretary of State shall issue to the corporation a certificate of
- 5 reinstatement if the corporation:
- 6 (a) Requests a certificate of reinstatement; and
- 7 (b) Pays the required fees pursuant to subsection 7 of
- 8 NRS 78.785.
- 9 3. The Secretary of State shall not order a reinstatement unless
- 10 all delinquent fees and penalties have been paid, and the revocation
- 11 of the charter occurred only by reason of failure to pay the fees and
- 12 penalties.
- 13 4. If a corporate charter has been revoked pursuant to the
- 14 provisions of this chapter and has remained revoked for a period of
- 15 5 consecutive years, the charter must not be reinstated.
- 16 5. Except as otherwise provided in NRS 78.185, a
- 17 reinstatement pursuant to this section relates back to the date on
- 18 which the corporation forfeited its right to transact business under
- 19 the provisions of this chapter and reinstates the corporation's right
- 20 to transact business as if such right had at all times remained in full
- 21 force and effect.
- 22 **Sec. 15.** NRS 78.730 is hereby amended to read as follows:
- 23 78.730 1. Except as otherwise provided in NRS 78.152, any
- 24 corporation which did exist or is existing under the laws of this State
- 25 may, upon complying with the provisions of NRS 78.180, procure a
- 26 renewal or revival of its charter for any period, together with all the
- 27 rights, franchises, privileges and immunities, and subject to all its
- 28 existing and preexisting debts, duties and liabilities secured or
- 29 imposed by its original charter and amendments thereto, or existing
- 30 charter, by filing:
- 31 (a) A certificate with the Secretary of State, which must set
- 32 forth:
- 33 (1) The name of the corporation, which must be the name of
- 34 the corporation at the time of the renewal or revival, or its name at
- 35 the time its original charter expired.
- 36 (2) The information required pursuant to NRS 77.310.
- 37 (3) The date when the renewal or revival of the charter is to
- 38 commence or be effective, which may be, in cases of a revival,
- 39 before the date of the certificate.
- 40 (4) Whether or not the renewal or revival is to be perpetual,
- 41 and, if not perpetual, the time for which the renewal or revival is to
- 42 continue.
- 43 (5) That the corporation desiring to renew or revive its
- 44 charter is, or has been, organized and carrying on the business
- 45 authorized by its existing or original charter and amendments



1 thereto, and desires to renew or continue through revival its
2 existence pursuant to and subject to the provisions of this chapter.

3 (b) A list of its president, secretary and treasurer, or the
4 equivalent thereof, and all of its directors and their addresses, either
5 residence or business.

6 *(c) A declaration under penalty of perjury, on a form provided*
7 *by the Secretary of State, that the renewal or revival is authorized*
8 *by a court of competent jurisdiction in this State or by the duly*
9 *elected board of directors of the corporation or, if the corporation*
10 *does not have a board of directors, the equivalent of such a board.*

11 2. A corporation whose charter has not expired and is being
12 renewed shall cause the certificate to be signed by an officer of the
13 corporation. The certificate must be approved by a majority of the
14 voting power of the shares.

15 3. A corporation seeking to revive its original or amended
16 charter shall cause the certificate to be signed by a person or persons
17 designated or appointed by the stockholders of the corporation. The
18 signing and filing of the certificate must be approved by the written
19 consent of stockholders of the corporation holding at least a
20 majority of the voting power and must contain a recital that this
21 consent was secured. If no stock has been issued, the certificate
22 must contain a statement of that fact, and a majority of the directors
23 then in office may designate the person to sign the certificate. The
24 corporation shall pay to the Secretary of State the fee required to
25 establish a new corporation pursuant to the provisions of this
26 chapter.

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

32 **Sec. 16.** NRS 80.007 is hereby amended to read as follows:

33 80.007 1. A foreign corporation may correct a record filed in
34 the Office of the Secretary of State if the record contains an
35 incorrect statement or was defectively signed, attested, sealed or
36 verified.

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

38 (a) Prepare a certificate of correction which:

- 39 (1) States the name of the corporation;
40 (2) Describes the record, including, without limitation, its
41 filing date;
42 (3) Specifies the inaccuracy or defect;
43 (4) Sets forth the inaccurate or defective portion of the record
44 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 ~~†~~ , *or by some other person specifically authorized by the corporation to sign the certificate.*

(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. 17. NRS 80.010 is hereby amended to read as follows:

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

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

~~(1) *{A certificate of corporate existence issued not more than 90 days before the date of filing by an authorized officer of the jurisdiction of its incorporation setting forth the filing of records and instruments related to the articles of incorporation, or the governmental acts or other instrument or authority by which the corporation was created. If the certificate is in a language other than English, a translation, together with the oath of the translator and his or her attestation of its accuracy, must be attached to the certificate.*~~

~~——(2)†~~ The information required pursuant to NRS 77.310. The street address of the registered agent is the registered office of the corporation in this State.

~~†(3)†~~ (2) A statement signed by an officer of the corporation , *or some other person specifically authorized by the corporation to sign the statement*, setting forth:

(I) A general description of the purposes of the corporation; ~~{and†}~~

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

(III) A declaration of the existence of the corporation and the name of the jurisdiction of its incorporation or the



1 *governmental acts or other instrument of authority by which the*
2 *corporation was created; and*

3 *(IV) A declaration that the corporation is in good*
4 *standing in the jurisdiction of its incorporation or creation.*

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

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

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

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

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

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

37 (b) The corporation is exempt from the prohibitions of
38 NRS 625.520.

39 6. The Secretary of State shall not accept for filing the records
40 required by subsection 1 or NRS 80.110 for any foreign corporation
41 if the name of the corporation contains the words "architect,"
42 "architecture," "registered architect," "licensed architect,"
43 "registered interior designer," "registered interior design,"
44 "residential designer," "registered residential designer," "licensed
45 residential designer" or "residential design" unless the State Board



1 of Architecture, Interior Design and Residential Design certifies
2 that:

3 (a) The principals of the corporation are holders of a certificate
4 of registration to practice architecture or residential design or to
5 practice as a registered interior designer, as applicable, pursuant to
6 the laws of this State; or

7 (b) The corporation is qualified to do business in this State
8 pursuant to NRS 623.349.

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

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

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

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

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

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

30 9. The Secretary of State may adopt regulations that interpret
31 the requirements of ~~this section~~ *subsections 1 to 8, inclusive.*

32 *10. A foreign corporation may not file the records required by*
33 *subsection 1 if the foreign corporation was organized for any illicit*
34 *purpose or with the intent to cause another person or a*
35 *governmental agency to believe that any person has conducted*
36 *business activity through the foreign corporation during a period*
37 *in which no such business activity occurred.*

38 **Sec. 18.** NRS 80.055 is hereby amended to read as follows:

39 80.055 1. Every corporation which willfully fails or neglects
40 to comply with the provisions of NRS 80.010 to 80.040, inclusive,
41 is subject to a fine of not less than \$1,000 but not more than
42 \$10,000, to be recovered in a court of competent jurisdiction.

43 2. Except as otherwise provided in subsection 3, every
44 corporation which fails or neglects to comply with the provisions of
45 NRS 80.010 to 80.040, inclusive, may not commence or maintain



1 any action or proceeding in any court of this State until it has fully
2 complied with the provisions of NRS 80.010 to 80.040, inclusive.

3 3. An action or proceeding may be commenced by such a
4 corporation if an extraordinary remedy available pursuant to chapter
5 31 of NRS is all or part of the relief sought. Such an action or
6 proceeding must be dismissed without prejudice if the corporation
7 does not comply with the provisions of NRS 80.010 to 80.040,
8 inclusive, within 45 days after the action or proceeding is
9 commenced.

10 4. When the Secretary of State is advised that a corporation is
11 doing business in contravention of NRS 80.010 to 80.040, inclusive,
12 the Secretary of State may, as soon as practicable, instruct the
13 district attorney of the county where the corporation has its principal
14 place of business or the Attorney General, or both, to institute
15 proceedings to recover any applicable fine provided for in this
16 section. If the district attorney or the Attorney General prevails in a
17 proceeding to recover the fine described in subsection 1, the district
18 attorney or the Attorney General is entitled to recover the costs of
19 the proceeding, including, without limitation, the cost of any
20 investigation and reasonable attorney's fees.

21 5. *In the course of an investigation of a violation of this*
22 *section, the Secretary of State may require a corporation to answer*
23 *any interrogatory submitted by the Secretary of State that will*
24 *assist in the investigation.*

25 6. The failure of a corporation to comply with the provisions of
26 NRS 80.010 to 80.040, inclusive, does not impair the validity of any
27 contract or act of the corporation, or prevent the corporation from
28 defending any action, suit or proceeding in any court of this State.

29 ~~6.~~ 7. The Secretary of State may adopt regulations to
30 administer the provisions of this section.

31 **Sec. 19.** NRS 80.110 is hereby amended to read as follows:

32 80.110 1. Each foreign corporation doing business in this
33 State shall, on or before the last day of the first month after the filing
34 ~~of its certificate of corporate existence~~ with the Secretary of State
35 ~~+~~ *the information required by NRS 80.010*, and annually thereafter
36 on or before the last day of the month in which the anniversary date
37 of its qualification to do business in this State occurs in each year,
38 file with the Secretary of State a list, on a form furnished by the
39 Secretary of State, that contains:

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

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



~~(e)~~ The signature of an officer of the corporation ~~+~~ *or some other person specifically authorized by the corporation to sign the list.*

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

(a) A declaration under penalty of perjury that ~~that~~ :

(1) The foreign corporation has complied with the provisions of chapter 76 of NRS ~~and which~~ ;

(2) The foreign corporation 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 ~~+~~ ; and

(3) None of the officers or directors identified in the list has been identified in the list for the purpose of disguising the actual control of the daily operations of the foreign corporation, for the purpose of evading the creditors of any person or for any illegal purpose.

(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 the Secretary of State's 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
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For each additional \$500,000 or fraction thereof.....	275
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➔ 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



1 and officers, the corporation or the resigning director or officer shall
2 pay to the Secretary of State a fee of \$75 to file the resignation.

3 5. The Secretary of State shall, 90 days before the last day for
4 filing each annual list required by subsection 1, provide to each
5 corporation which is required to comply with the provisions of NRS
6 80.110 to 80.175, inclusive, and which has not become delinquent, a
7 notice of the fee due pursuant to subsection 3 and a reminder to file
8 the list pursuant to subsection 1. Failure of any corporation to
9 receive a notice does not excuse it from the penalty imposed by the
10 provisions of NRS 80.110 to 80.175, inclusive.

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

16 7. *A person who files with the Secretary of State a list*
17 *required by subsection 1 which identifies an officer or director for*
18 *the purpose of disguising the person or persons who have actual*
19 *control over the daily operations of the foreign corporation, for*
20 *the purpose of evading the creditors of any person or for any*
21 *illegal purpose is subject to the penalty set forth in NRS 225.084.*

22 8. *For the purposes of this section, a stockholder is not*
23 *deemed to exercise actual control of the daily operations of a*
24 *corporation based solely on the fact that the stockholder has*
25 *voting control of the corporation.*

26 **Sec. 20.** NRS 80.170 is hereby amended to read as follows:

27 80.170 1. Except as otherwise provided in subsections 3 and
28 4 or NRS 80.113, the Secretary of State shall reinstate a corporation
29 which has forfeited or which forfeits its right to transact business
30 under the provisions of this chapter and shall restore to the
31 corporation its right to transact business in this State, and to exercise
32 its corporate privileges and immunities, if it:

33 (a) Files with the Secretary of State:

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

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

36 ~~and~~

37 (3) The information required pursuant to NRS 77.310; and

38 (4) *A declaration under penalty of perjury, on a form*
39 *provided by the Secretary of State, that the reinstatement is*
40 *authorized by a court of competent jurisdiction in this State or by*
41 *the duly elected board of directors of the foreign corporation or, if*
42 *the foreign corporation does not have a board of directors, the*
43 *equivalent of such a board; and*

44 (b) Pays to the Secretary of State:



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

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

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

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

(a) Requests a certificate of reinstatement; and

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

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

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

5. Except as otherwise provided in NRS 80.175, a reinstatement pursuant to this section relates back to the date on which the corporation forfeited its right to transact business under the provisions of this chapter and reinstates the corporation's right to transact business as if such right had at all times remained in full force and effect.

Sec. 21. Chapter 81 of NRS is hereby amended by adding thereto a new section to read as follows:

A person shall not form an entity pursuant to this chapter for any illicit purpose or with the intent to cause another person or a governmental agency to believe that any person has conducted business activity through the entity during a period in which no such business activity occurred.

Sec. 22. 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;



* S B 6 0 *

(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 **H**, *or by some other person specifically authorized by the entity to sign the certificate.*

(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. 23. NRS 82.081 is hereby amended to read as follows:

82.081 1. One or more natural persons may associate to establish a corporation no part of the income or profit of which is distributable to its members, directors or officers, except as otherwise provided in this chapter, for the transaction of any lawful business, or to promote or conduct any legitimate object or purpose, pursuant and subject to the requirements of this chapter, by signing and filing in the Office of the Secretary of State articles of incorporation. *A person shall not establish a corporation pursuant to this chapter for any illicit purpose or with the intent to cause another person or a governmental agency to believe that any person has conducted business activity through the corporation during a period in which no such business activity occurred.*

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

Sec. 24. NRS 82.523 is hereby amended to read as follows:

82.523 1. Each foreign nonprofit corporation doing business in this State shall, on or before the last day of the first month after the filing of its application for registration as a foreign nonprofit corporation with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of its



1 qualification to do business in this State occurs in each year, file
2 with the Secretary of State a list, on a form furnished by the
3 Secretary of State, that contains:

4 (a) The name of the foreign nonprofit corporation;

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

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

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

13 (e) ~~The information required pursuant to NRS 77.340; and~~
14 ~~—(f)—~~ *The signature of an officer of the foreign nonprofit*
15 *corporation, or some other person specifically authorized by the*
16 *foreign nonprofit corporation to sign the list, certifying that the list*
17 *is true, complete and accurate.*

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

21 (a) ~~Has~~ *The foreign nonprofit corporation has* complied with
22 the provisions of chapter 76 of NRS; ~~and~~

23 (b) ~~Acknowledges~~ *The foreign nonprofit corporation*
24 *acknowledges* that pursuant to NRS 239.330, it is a category C
25 felony to knowingly offer any false or forged instrument for filing
26 with the Office of the Secretary of State ~~H~~; *and*

27 (c) *None of the officers or directors identified in the list has*
28 *been identified in the list for the purpose of disguising the actual*
29 *control of the daily operations of the foreign nonprofit*
30 *corporation, for the purpose of evading the creditors of any person*
31 *or for any illegal purpose.*

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

35 4. The Secretary of State shall, 60 days before the last day for
36 filing each annual list, provide to each foreign nonprofit corporation
37 which is required to comply with the provisions of NRS 82.523 to
38 82.5239, inclusive, and which has not become delinquent, a notice
39 of the fee due pursuant to subsection 3 and a reminder to file the list
40 required pursuant to subsection 1. Failure of any foreign nonprofit
41 corporation to receive a notice does not excuse it from the penalty
42 imposed by the provisions of NRS 82.523 to 82.5239, inclusive.

43 5. If the list to be filed pursuant to the provisions of subsection
44 1 is defective or the fee required by subsection 3 is not paid, the
45 Secretary of State may return the list for correction or payment.



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

7. A person who files with the Secretary of State a list required by this section which identifies an officer or director for the purpose of disguising the person or persons who have actual control over the daily operations of the foreign nonprofit corporation, for the purpose of evading the creditors of any person or for any illegal purpose is subject to the penalty set forth in NRS 225.084.

8. For the purposes of this section, a member of a foreign nonprofit corporation is not deemed to exercise actual control of the daily operations of the foreign nonprofit corporation based solely on the fact that the member has voting control of the foreign nonprofit corporation.

Sec. 25. NRS 82.5234 is hereby amended to read as follows:

82.5234 1. Every foreign nonprofit corporation which is doing business in this State and which willfully fails or neglects to qualify to do business in this State in accordance with the laws of this State is subject to a fine of not less than \$1,000 but not more than \$10,000, to be recovered in a court of competent jurisdiction.

2. Except as otherwise provided in subsection 3, every foreign nonprofit corporation which is doing business in this State and which fails or neglects to qualify to do business in this State in accordance with the laws of this State may not commence or maintain any action or proceeding in any court of this State until it has qualified to do business in this State.

3. An action or proceeding may be commenced by such a corporation if an extraordinary remedy available pursuant to chapter 31 of NRS is all or part of the relief sought. Such an action or proceeding must be dismissed without prejudice if the corporation does not qualify to do business in this State within 45 days after the action or proceeding is commenced.

4. When the Secretary of State is advised that a foreign nonprofit corporation is subject to the fine described in subsection 1, the Secretary of State may, as soon as practicable, instruct the district attorney of the county where the foreign nonprofit corporation has its principal place of business or the Attorney General, or both, to institute proceedings to recover the fine. If the district attorney or the Attorney General prevails in a proceeding to recover the fine described in subsection 1, the district attorney or the Attorney General is entitled to recover the costs of the proceeding,



1 including, without limitation, the cost of any investigation and
2 reasonable attorney's fees.

3 5. *In the course of an investigation of a violation of this*
4 *section, the Secretary of State may require a foreign nonprofit*
5 *corporation to answer any interrogatory submitted by the*
6 *Secretary of State that will assist in the investigation.*

7 6. The failure of a foreign nonprofit corporation to qualify to
8 do business in this State in accordance with the laws of this State
9 does not impair the validity of any contract or act of the corporation,
10 or prevent the corporation from defending any action, suit or
11 proceeding in any court of this State.

12 ~~16+~~ 7. The Secretary of State may adopt regulations to
13 administer the provisions of this section.

14 **Sec. 26.** NRS 82.5237 is hereby amended to read as follows:

15 82.5237 1. Except as otherwise provided in subsections 3 and
16 4 and NRS 82.183, the Secretary of State shall reinstate a foreign
17 nonprofit corporation which has forfeited or which forfeits its right
18 to transact business pursuant to the provisions of NRS 82.523 to
19 82.5239, inclusive, and restore to the foreign nonprofit corporation
20 its right to transact business in this State, and to exercise its
21 corporate privileges and immunities, if it:

22 (a) Files with the Secretary of State ~~1a~~ :

23 (1) A list as provided in NRS 82.523; and

24 (2) *A declaration under penalty of perjury, on a form*
25 *provided by the Secretary of State, that the reinstatement is*
26 *authorized by a court of competent jurisdiction in this State or by*
27 *the duly elected board of directors of the foreign nonprofit*
28 *corporation or, if the foreign nonprofit corporation does not have*
29 *a board of directors, the equivalent of such a board; and*

30 (b) Pays to the Secretary of State:

31 (1) The filing fee and penalty set forth in NRS 82.523 and
32 82.5235 for each year or portion thereof that its right to transact
33 business was forfeited; and

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

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

39 (a) Requests a certificate of reinstatement; and

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

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



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

5. Except as otherwise provided in NRS 82.5239, a reinstatement pursuant to this section relates back to the date on which the foreign nonprofit corporation forfeited its right to transact business under the provisions of this chapter and reinstates the foreign nonprofit corporation's right to transact business as if such right had at all times remained in full force and effect.

Sec. 27. NRS 82.534 is hereby amended to read as follows:

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

2. To correct a record, the corporation must:

(a) Prepare a certificate of correction which:

(1) States the name of the corporation;

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

(3) Specifies the inaccuracy or defect;

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

(5) Is signed by an officer of the corporation or, if the certificate is filed before the first meeting of the board of directors, by an incorporator or director ~~H~~, *or by some other person specifically authorized by the corporation to sign the certificate.*

(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. 28. NRS 82.546 is hereby amended to read as follows:

82.546 1. Except as otherwise provided in NRS 82.183, any corporation which did exist or is existing pursuant to the laws of this State may, upon complying with the provisions of NRS 78.150 and



1 82.193, procure a renewal or revival of its charter for any period,
2 together with all the rights, franchises, privileges and immunities,
3 and subject to all its existing and preexisting debts, duties and
4 liabilities secured or imposed by its original charter and
5 amendments thereto, or its existing charter, by filing:

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

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

11 (2) The information required pursuant to NRS 77.310.

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

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

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

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

26 *(c) A declaration under penalty of perjury, on a form provided*
27 *by the Secretary of State, that the renewal or revival is authorized*
28 *by a court of competent jurisdiction in this State or by the duly*
29 *elected board of directors of the corporation or, if the corporation*
30 *does not have a board of directors, the equivalent of such a board.*

31 2. A corporation whose charter has not expired and is being
32 renewed shall cause the certificate to be signed by an officer of the
33 corporation. The certificate must be approved by a majority of the
34 last-appointed surviving directors.

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

43 4. The filed certificate, or a copy thereof which has been
44 certified under the hand and seal of the Secretary of State, must be
45 received in all courts and places as prima facie evidence of the facts



1 therein stated and of the existence and incorporation of the
2 corporation named therein.

3 5. Except as otherwise provided in NRS 78.185, a renewal or
4 revival pursuant to this section relates back to the date on which the
5 corporation's charter expired or was revoked and renews or revives
6 the corporation's charter and right to transact business as if such
7 right had at all times remained in full force and effect.

8 **Sec. 29.** NRS 84.009 is hereby amended to read as follows:

9 84.009 1. A corporation sole may correct a record filed with
10 the Office of the Secretary of State with respect to the corporation
11 sole if the record contains an inaccurate description of an action of
12 the corporation sole or if the record was defectively signed, attested,
13 sealed, verified or acknowledged.

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

15 (a) Prepare a certificate of correction which:

16 (1) States the name of the corporation sole;

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

19 (3) Specifies the inaccuracy or defect;

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

22 (5) Is signed by an archbishop, bishop, president, trustee in
23 trust, president of stake, president of congregation, overseer,
24 presiding elder, district superintendent or other presiding officer or
25 member of the clergy of a church, religious society or denomination,
26 who has been chosen, elected or appointed in conformity with the
27 constitution, canons, rites, regulations or discipline of the church,
28 religious society or denomination, and in whom is vested the legal
29 title to the property held for the purpose, use or benefit of the church
30 or religious society or denomination ~~or~~ *or by some other person*
31 *specifically authorized by the corporation sole to sign the*
32 *certificate of correction.*

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

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

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

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

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

45 (b) Paying a fee of \$50.



1 **Sec. 30.** NRS 84.150 is hereby amended to read as follows:

2 84.150 1. Except as otherwise provided in subsections 3 and
3 4, the Secretary of State shall reinstate any corporation sole which
4 has forfeited its right to transact business under the provisions of
5 this chapter and restore the right to carry on business in this State
6 and exercise its corporate privileges and immunities, if it:

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

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

9 (2) *A declaration under penalty of perjury, on a form
10 provided by the Secretary of State, that the reinstatement is
11 authorized by a court of competent jurisdiction in this State or by
12 the archbishop, bishop, president, trustee in trust, president of
13 stake, president of congregation, overseer, presiding elder, district
14 superintendent, other presiding officer or member of the clergy of
15 a church or religious society or denomination, who has been
16 chosen, elected or appointed in conformity with the constitution,
17 canons, rites, regulations or discipline of the church or religious
18 society or denomination, and in whom is vested the legal title to
19 property held for the purposes, use or benefit of the church or
20 religious society or denomination; and*

21 (b) Pays to the Secretary of State:

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

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

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

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

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

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

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

40 5. A reinstatement pursuant to this section relates back to the
41 date on which the corporation forfeited its right to transact business
42 under the provisions of this chapter and reinstates the corporation's
43 right to transact business as if such right had at all times remained in
44 full force and effect.



1 **Sec. 31.** NRS 86.141 is hereby amended to read as follows:

2 86.141 1. Except as otherwise provided in subsection 2, a
3 limited-liability company may be organized under this chapter for
4 any lawful purpose. *A person shall not organize a limited-liability*
5 *company for any illicit purpose or with the intent to cause another*
6 *person or a governmental agency to believe that any person has*
7 *conducted business activity through the limited-liability company*
8 *during a period in which no such business activity occurred.*

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

12 **Sec. 32.** NRS 86.213 is hereby amended to read as follows:

13 86.213 1. Every person, other than a foreign limited-liability
14 company, who is purporting to do business in this State as a limited-
15 liability company and who willfully fails or neglects to file with the
16 Secretary of State articles of organization is subject to a fine of not
17 less than \$1,000 but not more than \$10,000, to be recovered in a
18 court of competent jurisdiction.

19 2. When the Secretary of State is advised that a person is
20 subject to the fine described in subsection 1, the Secretary of State
21 may, as soon as practicable, instruct the district attorney of the
22 county in which the person's principal place of business is located
23 or the Attorney General, or both, to institute proceedings to recover
24 the fine. If the district attorney or the Attorney General prevails in a
25 proceeding to recover the fine described in subsection 1, the district
26 attorney or the Attorney General is entitled to recover the costs of
27 the proceeding, including, without limitation, the cost of any
28 investigation and reasonable attorney's fees.

29 3. *In the course of an investigation of a violation of this*
30 *section, the Secretary of State may require a person to answer any*
31 *interrogatory submitted by the Secretary of State that will assist in*
32 *the investigation.*

33 4. The Secretary of State may adopt regulations to administer
34 the provisions of this section.

35 **Sec. 33.** NRS 86.263 is hereby amended to read as follows:

36 86.263 1. A limited-liability company shall, on or before the
37 last day of the first month after the filing of its articles of
38 organization with the Secretary of State, file with the Secretary of
39 State, on a form furnished by the Secretary of State, a list that
40 contains:

- 41 (a) The name of the limited-liability company;
42 (b) The file number of the limited-liability company, if known;
43 (c) The names and titles of all of its managers or, if there is no
44 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; *and*

(e) ~~¶The information required pursuant to NRS 77.310; and~~
~~—(f)¶~~ The signature of a manager or managing member of the limited-liability company, *or some other person specifically authorized by the limited-liability company to sign the list*, 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 the Secretary of State, 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¶~~ *The limited-liability company has* complied with the provisions of chapter 76 of NRS; ~~and¶~~

(b) ~~¶Acknowledges¶~~ *The limited-liability company 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 ~~¶; and~~

(c) *None of the managers or managing members identified in the list has been identified in the list for the purpose of disguising the actual control of the daily operations of the limited-liability company, for the purpose of evading the creditors of any person or for any illegal purpose.*

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, 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 list required by subsection 2. Failure of any company to receive a notice 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.

9. A person who files with the Secretary of State a list required by subsection 1 or 2 which identifies a manager or managing member for the purpose of disguising the person or persons who have actual control over the daily operations of the limited-liability company, for the purpose of evading the creditors of any person or for any illegal purpose is subject to the penalty set forth in NRS 225.084.

10. For the purposes of this section, a member is not deemed to exercise actual control of the daily operations of a limited-liability company based solely on the fact that the member has voting control of the limited-liability company.

Sec. 34. NRS 86.276 is hereby amended to read as follows:

86.276 1. Except as otherwise provided in subsections 3 and 4 and NRS 86.246, the Secretary of State shall reinstate any limited-liability company which has forfeited or which forfeits its right to transact business pursuant to the provisions of this chapter and shall restore to the company its right to carry on business in this State, and to exercise its privileges and immunities, if it:

(a) Files with the Secretary of State:

(1) The list required by NRS 86.263;

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

~~and~~

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

(4) A declaration under penalty of perjury, on a form provided by the Secretary of State, that the reinstatement is authorized by a court of competent jurisdiction in this State or by the duly selected manager or managers of the limited-liability company or, if there are no managers, its managing members; and

(b) Pays to the Secretary of State:

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

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

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

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

(a) Requests a certificate of reinstatement; and

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



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

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

5. Except as otherwise provided in NRS 86.278, a reinstatement pursuant to this section relates back to the date on which the company forfeited its right to transact business under the provisions of this chapter and reinstates the company's right to transact business as if such right had at all times remained in full force and effect.

Sec. 35. NRS 86.544 is hereby amended to read as follows:

86.544 **1.** Before transacting business in this State, a foreign limited-liability company must register with the Secretary of State. *A foreign limited-liability company may not register with the Secretary of State if the foreign limited-liability company was formed for any illicit purpose or with the intent to cause another person or a governmental agency to believe that any person has conducted business activity through the foreign limited-liability company during a period in which no such business activity occurred.*

2. In order to register, a foreign limited-liability company must submit to the Secretary of State an application for registration as a foreign limited-liability company, signed by a manager of the company or, if management is not vested in a manager, a member of the company ~~or~~, *or by some other person specifically authorized by the foreign limited-liability company to sign the application.* The application for registration must set forth:

~~11-1~~ **(a)** The name of the foreign limited-liability company and, if different, the name under which it proposes to register and transact business in this State;

~~12-1~~ **(b)** The ~~state~~ jurisdiction and date of its formation;

~~13-1~~ **(c)** *A declaration of the existence of the foreign limited-liability company and that the foreign limited-liability company is in good standing in the jurisdiction in which it was formed;*

(d) The information required pursuant to NRS 77.310;

~~14-1~~ **(e)** A statement that the Secretary of State is appointed the agent of the foreign limited-liability company for service of process if the authority of the registered agent has been revoked, or if the registered agent has resigned or cannot be found or served with the exercise of reasonable diligence;

~~15-1~~ **(f)** The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so



1 required, of the principal office of the foreign limited-liability
2 company;

3 ~~†6-†~~ (g) The name and business address of each manager or, if
4 management is not vested in a manager, each member;

5 ~~†7-†~~ (h) The address of the office at which is kept a list of the
6 names and addresses of the members and their capital contributions,
7 together with an undertaking by the foreign limited-liability
8 company to keep those records until the registration in this State of
9 the foreign limited-liability company is cancelled or withdrawn; and

10 ~~†8-†~~ (i) If the foreign limited-liability company has one or more
11 series of members and if the debts or liabilities of a series are
12 enforceable against the assets of that series only and not against the
13 assets of the company generally or another series, a statement to that
14 effect.

15 **Sec. 36.** NRS 86.5461 is hereby amended to read as follows:

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

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

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

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

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

31 ~~†The information required pursuant to NRS 77.310; and~~
32 ~~—(†) The signature of a manager or managing member of the~~
33 ~~foreign limited-liability company , or some other person~~
34 ~~*specifically authorized by the foreign limited-liability company to*~~
35 ~~*sign the list,*~~ certifying that the list is true, complete and accurate.

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

39 (a) ~~†Has†~~ *The foreign limited-liability company has* complied
40 with the provisions of chapter 76 of NRS; ~~†and†~~

41 (b) ~~†Acknowledges†~~ *The foreign limited-liability company*
42 *acknowledges* that pursuant to NRS 239.330, it is a category C
43 felony to knowingly offer any false or forged instrument for filing
44 with the Office of the Secretary of State ~~†; and~~



1 (c) *None of the managers or managing members identified in*
2 *the list has been identified in the list for the purpose of disguising*
3 *the actual control of the daily operations of the foreign limited-*
4 *liability company, for the purpose of evading the creditors of any*
5 *person or for any illegal purpose.*

6 3. Upon filing:

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

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

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

17 5. The Secretary of State shall, 90 days before the last day for
18 filing each annual list required by this section, provide to each
19 foreign limited-liability company which is required to comply with
20 the provisions of NRS 86.5461 to 86.5468, inclusive, and which has
21 not become delinquent, a notice of the fee due pursuant to
22 subsection 3 and a reminder to file the list required pursuant
23 to subsection 1. Failure of any foreign limited-liability company to
24 receive a notice does not excuse it from the penalty imposed by the
25 provisions of NRS 86.5461 to 86.5468, inclusive.

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

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

34 8. *A person who files with the Secretary of State a list*
35 *required by this section which identifies a manager or managing*
36 *member for the purpose of disguising the person or persons who*
37 *have actual control over the daily operations of the foreign*
38 *limited-liability company, for the purpose of evading the creditors*
39 *of any person or for any illegal purpose is subject to the penalty*
40 *set forth in NRS 225.084.*

41 9. *For the purposes of this section, a member is not deemed to*
42 *exercise actual control of the daily operations of a foreign limited-*
43 *liability company based solely on the fact that the member has*
44 *voting control of the foreign limited-liability company.*



1 **Sec. 37.** NRS 86.5467 is hereby amended to read as follows:

2 86.5467 1. Except as otherwise provided in subsections 3 and
3 4 and NRS 86.54615, the Secretary of State shall reinstate a foreign
4 limited-liability company which has forfeited or which forfeits its
5 right to transact business under the provisions of this chapter and
6 shall restore to the foreign limited-liability company its right to
7 transact business in this State, and to exercise its privileges and
8 immunities, if it:

9 (a) Files with the Secretary of State:

10 (1) The list required by NRS 86.5461;

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

12 ~~and~~

13 (3) The information required pursuant to NRS 77.310; and

14 (4) *A declaration under penalty of perjury, on a form*
15 *provided by the Secretary of State, that the reinstatement is*
16 *authorized by a court of competent jurisdiction in this State or by*
17 *the duly selected manager or managers of the foreign limited-*
18 *liability company or, if there are no managers, its managing*
19 *members; and*

20 (b) Pays to the Secretary of State:

21 (1) The filing fee and penalty set forth in NRS 86.5461 and
22 86.5465 for each year or portion thereof that its right to transact
23 business was forfeited;

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

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

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

30 (a) Requests a certificate of reinstatement; and

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

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

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

40 5. Except as otherwise provided in NRS 86.5468, a
41 reinstatement pursuant to this section relates back to the date on
42 which the foreign limited-liability company forfeited its right to
43 transact business under the provisions of this chapter and reinstates
44 the foreign limited-liability company's right to transact business as
45 if such right had at all times remained in full force and effect.



1 **Sec. 38.** NRS 86.548 is hereby amended to read as follows:

2 86.548 1. Every foreign limited-liability company transacting
3 business in this State which willfully fails or neglects to register
4 with the Secretary of State in accordance with the provisions of
5 NRS 86.544 is subject to a fine of not less than \$1,000 but not more
6 than \$10,000, to be recovered in a court of competent jurisdiction.

7 2. Every foreign limited-liability company transacting business
8 in this State which fails or neglects to register with the Secretary of
9 State in accordance with the provisions of NRS 86.544 may not
10 commence or maintain any action, suit or proceeding in any court of
11 this State until it has registered with the Secretary of State.

12 3. The failure of a foreign limited-liability company to register
13 with the Secretary of State does not impair the validity of any
14 contract or act of the foreign limited-liability company, or prevent
15 the foreign limited-liability company from defending any action,
16 suit or proceeding in any court of this State.

17 4. When the Secretary of State is advised that a foreign limited-
18 liability company is subject to the fine described in subsection 1, the
19 Secretary of State may, as soon as practicable, instruct the district
20 attorney of the county where the foreign limited-liability company
21 has its principal place of business or the Attorney General, or both,
22 to institute proceedings to recover the fine. If the district attorney or
23 the Attorney General prevails in a proceeding to recover the fine
24 described in subsection 1, the district attorney or the Attorney
25 General is entitled to recover the costs of the proceeding, including,
26 without limitation, the cost of any investigation and reasonable
27 attorney's fees.

28 5. *In the course of an investigation of a violation of this*
29 *section, the Secretary of State may require a foreign limited-*
30 *liability company to answer any interrogatory submitted by the*
31 *Secretary of State that will assist in the investigation.*

32 6. A foreign limited-liability company, by transacting business
33 in this State without registering with the Secretary of State, appoints
34 the Secretary of State as its agent for service of process with respect
35 to causes of action arising out of the transaction of business in this
36 State by the foreign limited-liability company.

37 ~~6-1~~ 7. The Secretary of State may adopt regulations to
38 administer the provisions of this section.

39 **Sec. 39.** NRS 86.568 is hereby amended to read as follows:

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

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



- 1 (a) Prepare a certificate of correction that:
 - 2 (1) States the name of the limited-liability company;
 - 3 (2) Describes the record, including, without limitation, its
4 filing date;
 - 5 (3) Specifies the inaccuracy or defect;
 - 6 (4) Sets forth the inaccurate or defective portion of the record
7 in an accurate or corrected form; and
 - 8 (5) Is signed by a manager of the company or, if
9 management is not vested in a manager, by a member of the
10 company **H**, *or by some other person specifically authorized by*
11 *the company to sign the certificate.*

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

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

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

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

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

24 (b) Paying a fee of \$50.

25 **Sec. 40.** NRS 86.580 is hereby amended to read as follows:

26 86.580 1. Except as otherwise provided in NRS 86.246, a
27 limited-liability company which did exist or is existing pursuant to
28 the laws of this State may, upon complying with the provisions of
29 NRS 86.276, procure a renewal or revival of its charter for any
30 period, together with all the rights, franchises, privileges and
31 immunities, and subject to all its existing and preexisting debts,
32 duties and liabilities secured or imposed by its original charter and
33 amendments thereto, or existing charter, by filing:

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

36 (1) The name of the limited-liability company, which must
37 be the name of the limited-liability company at the time of the
38 renewal or revival, or its name at the time its original charter
39 expired.

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

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



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

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

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

(c) A declaration under penalty of perjury, on a form provided by the Secretary of State, that the renewal or revival is authorized by a court of competent jurisdiction in this State or by the duly selected manager or managers of the limited-liability company or, if there are no managers, its managing members; and

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

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

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

5. Except as otherwise provided in NRS 86.278, a renewal or revival pursuant to this section relates back to the date on which the limited-liability company's charter expired or was revoked and renews or revives the limited-liability company's charter and right to transact business as if such right had at all times remained in full force and effect.

Sec. 41. NRS 87.440 is hereby amended to read as follows:

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

(a) The name of the partnership.



* S B 6 0 *

(b) The street address of its principal office.

(c) The information required pursuant to NRS 77.310.

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

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

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

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

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

4. The Secretary of State shall register as a registered limited-liability partnership any partnership that submits a completed certificate of registration with the required fee. *A partnership shall not register as a registered limited-liability partnership for any illicit purpose or with the intent to cause another person or a governmental agency to believe that any person has conducted business activity through the registered limited-liability partnership during a period in which no such business activity occurred.*

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

Sec. 42. NRS 87.445 is hereby amended to read as follows:

87.445 1. Every person, other than a foreign registered limited-liability partnership, who is purporting to do business in this State as a registered limited-liability partnership and who willfully fails or neglects to file with the Secretary of State a certificate of registration is subject to a fine of not less than \$1,000 but not more than \$10,000, to be recovered in a court of competent jurisdiction.

2. When the Secretary of State is advised that a person is subject to the fine described in subsection 1, the Secretary of State may, as soon as practicable, instruct the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, to institute proceedings to recover the fine. If the district attorney or the Attorney General prevails in a proceeding to recover the fine described in subsection 1, the district attorney or the Attorney General is entitled to recover the costs of the proceeding, including, without limitation, the cost of any investigation and reasonable attorney's fees.

3. *In the course of an investigation of a violation of this section, the Secretary of State may require a registered limited-liability partnership to answer any interrogatory submitted by the Secretary of State that will assist in the investigation.*



1 4. The Secretary of State may adopt regulations to administer
2 the provisions of this section.

3 **Sec. 43.** NRS 87.510 is hereby amended to read as follows:

4 87.510 1. A registered limited-liability partnership shall, on
5 or before the last day of the first month after the filing of its
6 certificate of registration with the Secretary of State, and annually
7 thereafter on or before the last day of the month in which the
8 anniversary date of the filing of its certificate of registration with the
9 Secretary of State occurs, file with the Secretary of State, on a form
10 furnished by the Secretary of State, a list that contains:

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

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

14 (c) The names of all of its managing partners;

15 (d) The address, either residence or business, of each managing
16 partner; *and*

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

18 ~~—(f)—~~ The signature of a managing partner of the registered
19 limited-liability partnership , *or some other person specifically*
20 *authorized by the registered limited-liability partnership to sign the*
21 *list*, certifying that the list is true, complete and accurate.

22 ➤ Each list filed pursuant to this subsection must be accompanied
23 by a declaration under penalty of perjury that the registered limited-
24 liability partnership has complied with the provisions of chapter 76
25 of NRS ~~and which~~ , *that the registered limited-liability*
26 *partnership* acknowledges that pursuant to NRS 239.330, it is a
27 category C felony to knowingly offer any false or forged instrument
28 for filing in the Office of the Secretary of State ~~H~~ *and that none of*
29 *the managing partners identified in the list has been identified in*
30 *the list for the purpose of disguising the actual control of the daily*
31 *operations of the registered limited-liability partnership, for the*
32 *purpose of evading the creditors of any person or for any illegal*
33 *purpose.*

34 2. Upon filing:

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

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

41 3. If a managing partner of a registered limited-liability
42 partnership resigns and the resignation is not reflected on the annual
43 or amended list of managing partners, the registered limited-liability
44 partnership or the resigning managing partner shall pay to the
45 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, 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 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.

7. A person who files with the Secretary of State an initial list or annual list pursuant to subsection 1 which identifies a managing partner for the purpose of disguising the person or persons who have actual control over the daily operations of the registered limited-liability partnership, for the purpose of evading the creditors of any person or for any illegal purpose is subject to the penalty set forth in NRS 225.084.

Sec. 44. NRS 87.530 is hereby amended to read as follows:

87.530 1. Except as otherwise provided in subsection 3 and NRS 87.515, the Secretary of State shall reinstate the certificate of registration of a registered limited-liability partnership that is revoked pursuant to NRS 87.520 if the registered limited-liability partnership:

(a) Files with the Secretary of State:

(1) The information required by NRS 87.510; ~~and~~

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

(3) A declaration under penalty of perjury, on a form provided by the Secretary of State, that the reinstatement is authorized by a court of competent jurisdiction in this State or by the duly selected managing partners of the registered limited-liability partnership.

(b) Pays to the Secretary of State:

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

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

and

(3) A reinstatement fee of \$300.

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



1 (a) Requests a certificate of reinstatement; and

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

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

7 4. Except as otherwise provided in NRS 87.455, a
8 reinstatement pursuant to this section relates back to the date on
9 which the registered limited-liability partnership's certificate of
10 registration was revoked and reinstates the registered limited-
11 liability's certificate of registration as if such certificate had at all
12 times remained in full force and effect.

13 **Sec. 45.** NRS 87.5405 is hereby amended to read as follows:

14 87.5405 1. Every foreign registered limited-liability
15 partnership which is doing business in this State and which willfully
16 fails or neglects to register with the Secretary of State pursuant to
17 NRS 87.440 to 87.500, inclusive, and 87.541 to 87.544, inclusive, is
18 subject to a fine of not less than \$1,000 but not more than \$10,000,
19 to be recovered in a court of competent jurisdiction.

20 2. Every foreign registered limited-liability partnership which
21 is doing business in this State and which fails or neglects to register
22 with the Secretary of State pursuant to NRS 87.440 to 87.500,
23 inclusive, and 87.541 to 87.544, inclusive, may not commence or
24 maintain any action, suit or proceeding in any court of this State
25 until it has registered with the Secretary of State pursuant to NRS
26 87.440 to 87.500, inclusive, and 87.541 to 87.544, inclusive.

27 3. The failure of a foreign registered limited-liability
28 partnership to register in this State does not impair the validity of
29 any contract or act of the foreign registered limited-liability
30 partnership, or prevent the foreign registered limited-liability
31 partnership from defending any action, suit or proceeding in any
32 court of this State.

33 4. When the Secretary of State is advised that a foreign
34 registered limited-liability partnership is subject to the fine
35 described in subsection 1, the Secretary of State may, as soon as
36 practicable, instruct the district attorney of the county in which the
37 foreign registered limited-liability partnership's principal place of
38 business is located or the Attorney General, or both, to institute
39 proceedings to recover the fine. If the district attorney or the
40 Attorney General prevails in a proceeding to recover the fine
41 described in subsection 1, the district attorney or the Attorney
42 General is entitled to recover the costs of the proceeding, including,
43 without limitation, the cost of any investigation and reasonable
44 attorney's fees.



5. *In the course of an investigation of a violation of this section, the Secretary of State may require a foreign registered limited-liability partnership to answer any interrogatory submitted by the Secretary of State that will assist in the investigation.*

6. A foreign registered limited-liability partnership, by transacting business in this State without registration, appoints the Secretary of State as its agent for service of process with respect to causes of action arising out of the transaction of business in this State by the foreign registered limited-liability partnership.

~~6.~~ 7. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 46. 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 the Secretary of State, 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; *and*

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

~~—(f)—~~ *The signature of a managing partner of the foreign registered limited-liability partnership, or some other person specifically authorized by the foreign registered limited-liability partnership to sign the list, 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~~ *The foreign registered limited-liability partnership* has complied with the provisions of chapter 76 of NRS; ~~and~~

(b) ~~Acknowledges~~ *The foreign registered limited-liability partnership 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 ~~;~~ *and*

(c) *None of the managing partners identified in the list has been identified in the list for the purpose of disguising the actual control of the daily operations of the foreign registered*



limited-liability partnership, for the purpose of evading the creditors of any person or for any illegal purpose.

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, 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, 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 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.

8. A person who files with the Secretary of State an initial list or annual list pursuant to subsection 1 which identifies a managing partner for the purpose of disguising the person or persons who have actual control over the daily operations of the foreign registered limited-liability partnership, for the purpose of evading the creditors of any person or for any illegal purpose is subject to the penalty set forth in NRS 225.084.

Sec. 47. 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



1 partnership its right to transact business in this State, and to exercise
2 its privileges and immunities, if it:

3 (a) Files with the Secretary of State:

4 (1) The list required by NRS 87.541; ~~and~~

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

6 *(3) A declaration under penalty of perjury, on a form*
7 *provided by the Secretary of State, that the reinstatement is*
8 *authorized by a court of competent jurisdiction in this State or by*
9 *the duly selected managing partners of the foreign registered*
10 *limited-liability partnership; and*

11 (b) Pays to the Secretary of State:

12 (1) The filing fee and penalty set forth in NRS 87.541 and
13 87.5425 for each year or portion thereof that its right to transact
14 business was forfeited; and

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

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

20 (a) Requests a certificate of reinstatement; and

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

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

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

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

38 **Sec. 48.** NRS 87.547 is hereby amended to read as follows:

39 87.547 1. A registered limited-liability partnership may
40 correct a record filed in the Office of the Secretary of State with
41 respect to the registered limited-liability partnership if the record
42 contains an inaccurate description of a partnership action or if the
43 record was defectively signed, attested, sealed, verified or
44 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 **or by some other person specifically authorized by the registered limited-liability partnership to sign the certificate.**

(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. 49. NRS 87A.155 is hereby amended to read as follows:

87A.155 1. A limited partnership is an entity distinct from its partners. A limited partnership is the same entity regardless of whether the limited partnership has registered as a registered limited-liability limited partnership.

2. A limited partnership may be organized under this chapter for any lawful purpose. ***A person shall not organize a limited partnership for any illicit purpose or with the intent to cause another person or a governmental agency to believe that any person has conducted business activity through the limited partnership during a period in which no such business activity occurred.***

3. A limited partnership has a perpetual duration.

Sec. 50. NRS 87A.237 is hereby amended to read as follows:

87A.237 1. Every person, other than a foreign limited partnership, who is purporting to do business in this State as a limited partnership and who willfully fails or neglects to file with the Secretary of State a certificate of limited partnership is subject to



1 a fine of not less than \$1,000 but not more than \$10,000, to be
2 recovered in a court of competent jurisdiction.

3 2. When the Secretary of State is advised that a person, other
4 than a foreign limited partnership, is subject to the fine described in
5 subsection 1, the Secretary of State may, as soon as practicable,
6 instruct the district attorney of the county in which the person's
7 principal place of business is located or the Attorney General, or
8 both, to institute proceedings to recover the fine. If the district
9 attorney or the Attorney General prevails in a proceeding to recover
10 the fine described in subsection 1, the district attorney or the
11 Attorney General is entitled to recover the costs of the proceeding,
12 including, without limitation, the cost of any investigation and
13 reasonable attorney's fees.

14 3. *In the course of an investigation of a violation of this*
15 *section, the Secretary of State may require a limited partnership to*
16 *answer any interrogatory submitted by the Secretary of State that*
17 *will assist in the investigation.*

18 4. The Secretary of State may adopt regulations to administer
19 the provisions of this section.

20 **Sec. 51.** NRS 87A.275 is hereby amended to read as follows:

21 87A.275 1. A limited partnership or foreign limited
22 partnership may correct a record filed in the Office of the Secretary
23 of State with respect to the limited partnership or foreign limited
24 partnership if the record contains false or erroneous information or
25 if the record was defectively signed, attested, sealed, verified or
26 acknowledged.

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

29 (a) Prepare a certificate of correction that:

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

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

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

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

37 (5) Is signed by a general partner of the limited partnership
38 or foreign limited partnership **H** *or by some other person*
39 *specifically authorized by the limited partnership or foreign*
40 *limited partnership to sign the certificate.*

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

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

43 3. A certificate of correction must not state a delayed effective
44 date and is effective on the effective date of the record it corrects,
45 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. 52. 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 the Secretary of State, 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; *and*

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

~~—(f)—~~ The signature of a general partner of the limited partnership, *or some other person specifically authorized by the limited partnership to sign the list*, 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 chapter 76 of NRS ~~and which~~, *that the limited partnership* 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 ~~—(f)—~~, *and that none of the general partners identified in the list has been identified in the list for the purpose of disguising the actual control of the daily operations of the limited partnership, for the purpose of evading the creditors of any person or for any illegal purpose.*

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 \$125.

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, 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 does not excuse it from the penalty imposed by NRS 87A.300.

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 87A.240 and may not be substituted for filings submitted pursuant to NRS 87A.240.

9. A person who files with the Secretary of State a list required by subsection 1 or 2 which identifies a general partner for the purpose of disguising the person or persons who have actual control over the daily operations of the limited partnership, for the purpose of evading the creditors of any person or for any illegal purpose is subject to the penalty set forth in NRS 225.084.

Sec. 53. NRS 87A.310 is hereby amended to read as follows:

87A.310 1. Except as otherwise provided in subsections 3 and 4 and NRS 87A.200, the Secretary of State shall reinstate any limited partnership which has forfeited or which forfeits its right to transact business under the provisions of this chapter and restore to the limited partnership its right to carry on business in this State, and to exercise its privileges and immunities if it:

(a) Files with the Secretary of State:



- (1) The list required pursuant to NRS 87A.290;
- (2) The statement required by NRS 87A.295, if applicable;
- ~~and~~
- (3) The information required pursuant to NRS 77.310; and
- (4) *A declaration under penalty of perjury, on a form provided by the Secretary of State, that the reinstatement is authorized by a court of competent jurisdiction in this State or by the duly selected general partners of the limited partnership; and*

(b) Pays to the Secretary of State:

- (1) The filing fee and penalty set forth in NRS 87A.290 and 87A.300 for each year or portion thereof during which the certificate has been revoked;
- (2) The fee set forth in NRS 87A.295, if applicable; and
- (3) A fee of \$300 for reinstatement.

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

- (a) Requests a certificate of reinstatement; and
- (b) Pays the required fees pursuant to NRS 87A.315.

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

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

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

Sec. 54. NRS 87A.540 is hereby amended to read as follows:

87A.540 *1. Before transacting business in this State, a foreign limited partnership shall register with the Secretary of State. A foreign limited partnership may not register with the Secretary of State if the foreign limited partnership was formed for any illicit purpose or with the intent to cause another person or a governmental agency to believe that any person has conducted business activity through the foreign limited partnership during a period in which no such business activity occurred.*

2. In order to register, a foreign limited partnership shall submit to the Secretary of State an application for registration as a foreign limited partnership, signed by a general partner. The application for registration must set forth:



~~1-1~~ (a) The name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in this State;

~~1-2~~ (b) The state or jurisdiction under whose law the foreign limited partnership is organized and the date of its organization;

~~1-3~~ (c) The information required pursuant to NRS 77.310;

~~1-4~~ (d) A statement that the Secretary of State is appointed the agent of the foreign limited partnership for service of process if the registered agent's authority has been revoked or if the registered agent cannot be found or served with the exercise of reasonable diligence;

~~1-5~~ (e) The address of the office required to be maintained in the state or jurisdiction of its organization by the laws of that state or jurisdiction or, if not so required, of the principal office of the foreign limited partnership;

~~1-6~~ (f) The name and business address of each general partner; and

~~1-7~~ (g) The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this State is cancelled or withdrawn.

Sec. 55. 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 the Secretary of State, 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; *and*

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

~~—(f)~~ The signature of a general partner of the foreign limited partnership, *or some other person specifically authorized by the foreign limited partnership to sign the list*, 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~~ *The foreign limited partnership has* complied with the provisions of chapter 76 of NRS; ~~and~~

(b) ~~Acknowledges~~ *The foreign limited partnership 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 ~~+~~; and

(c) *None of the general partners identified in the list has been identified in the list for the purpose of disguising the actual control of the daily operations of the foreign limited partnership, for the purpose of evading the creditors of any person or for any illegal purpose.*

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, 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, 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 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.

8. *A person who files with the Secretary of State a list required by this section which identifies a general partner for the purpose of disguising the person or persons who have actual control over the daily operations of the foreign limited partnership, for the purpose of evading the creditors of any person or for any illegal purpose is subject to the penalty set forth in NRS 225.084.*



1 **Sec. 56.** NRS 87A.595 is hereby amended to read as follows:
2 87A.595 1. Except as otherwise provided in subsections 3
3 and 4 and NRS 87A.580, the Secretary of State shall reinstate a
4 foreign limited partnership which has forfeited or which forfeits its
5 right to transact business under the provisions of this chapter and
6 shall restore to the foreign limited partnership its right to transact
7 business in this State, and to exercise its privileges and immunities,
8 if it:

9 (a) Files with the Secretary of State:

10 (1) The list required by NRS 87A.560;

11 (2) The statement required by NRS 87A.565, if applicable;

12 ~~and~~

13 (3) The information required pursuant to NRS 77.310; and

14 (4) *A declaration under penalty of perjury, on a form*
15 *provided by the Secretary of State, that the reinstatement is*
16 *authorized by a court of competent jurisdiction in this State or by*
17 *the duly selected general partners of the foreign limited*
18 *partnership; and*

19 (b) Pays to the Secretary of State:

20 (1) The filing fee and penalty set forth in NRS 87A.560 and
21 87A.585 for each year or portion thereof that its right to transact
22 business was forfeited;

23 (2) The fee set forth in NRS 87A.565, if applicable; and

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

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

29 (a) Requests a certificate of reinstatement; and

30 (b) Pays the required fees pursuant to NRS 87A.315.

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

35 4. If the right of a foreign limited partnership to transact
36 business in this State has been forfeited pursuant to the provisions of
37 this chapter and has remained forfeited for a period of 5 consecutive
38 years, the right is not subject to reinstatement.

39 5. ~~{Except as otherwise provided in NRS 87A.600, a}~~ *A*
40 reinstatement pursuant to this section relates back to the date on
41 which the foreign limited partnership forfeited its right to transact
42 business under the provisions of this chapter and reinstates the
43 foreign limited partnership's right to transact business as if such
44 right had at all times remained in full force and effect.



1 **Sec. 57.** NRS 87A.610 is hereby amended to read as follows:

2 87A.610 1. Every foreign limited partnership transacting
3 business in this State which willfully fails or neglects to register
4 with the Secretary of State in accordance with the provisions of
5 NRS 87A.540 or 88.575 is subject to a fine of not less than \$1,000
6 but not more than \$10,000, to be recovered in a court of competent
7 jurisdiction.

8 2. Every foreign limited partnership transacting business in this
9 State which fails or neglects to register with the Secretary of State in
10 accordance with the provisions of NRS 87A.540 or 88.575 may not
11 commence or maintain any action, suit or proceeding in any court of
12 this State until it has registered with the Secretary of State.

13 3. The failure of a foreign limited partnership to register with
14 the Secretary of State does not impair the validity of any contract or
15 act of the foreign limited partnership or prevent the foreign limited
16 partnership from defending any action, suit or proceeding in any
17 court of this State.

18 4. When the Secretary of State is advised that a foreign limited
19 partnership is subject to the fine described in subsection 1, the
20 Secretary of State may, as soon as practicable, instruct the district
21 attorney of the county where the foreign limited partnership has its
22 principal place of business or the Attorney General, or both, to
23 institute proceedings to recover any applicable fine provided for in
24 this section. If the district attorney or the Attorney General prevails
25 in a proceeding to recover a fine pursuant to this section, the district
26 attorney or the Attorney General is entitled to recover the costs of
27 the proceeding, including, without limitation, the cost of any
28 investigation and reasonable attorney's fees.

29 5. *In the course of an investigation of a violation of this*
30 *section, the Secretary of State may require a foreign limited*
31 *partnership to answer any interrogatory submitted by the*
32 *Secretary of State that will assist in the investigation.*

33 6. A limited partner of a foreign limited partnership is not
34 liable as a general partner of the foreign limited partnership solely
35 by reason of having transacted business in this State without
36 registration.

37 ~~16-1~~ 7. A foreign limited partnership, by transacting business in
38 this State without registering with the Secretary of State, appoints
39 the Secretary of State as its agent for service of process with respect
40 to causes of action arising out of the transaction of business in this
41 State.

42 ~~17-1~~ 8. The Secretary of State may adopt regulations to
43 administer the provisions of this section.



1 **Sec. 58.** NRS 87A.630 is hereby amended to read as follows:

2 87A.630 1. To become a registered limited-liability limited
3 partnership, a limited partnership shall file with the Secretary of
4 State a certificate of registration stating each of the following:

5 (a) The name of the limited partnership.

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

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

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

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

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

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

16 2. The certificate of registration must be signed by the vote
17 necessary to amend the partnership agreement or, in the case of a
18 partnership agreement that expressly considers contribution
19 obligations, the vote necessary to amend those provisions.

20 3. The Secretary of State shall register as a registered limited-
21 liability limited partnership any limited partnership that submits a
22 completed certificate of registration with the required fee. *A limited
23 partnership shall not register as a registered limited-liability
24 limited partnership for any illicit purpose or with the intent to
25 cause another person or a governmental agency to believe that any
26 person has conducted business activity through the registered
27 limited-liability limited partnership during a period in which no
28 such business activity occurred.*

29 4. ~~{A partnership}~~ *Any person* may register as a registered
30 limited-liability limited partnership at the time ~~{it}~~ *the person* files a
31 certificate of limited partnership by filing a ~~{combined}~~ certificate of
32 limited partnership and *a certificate of registration of a* limited-
33 liability limited partnership with the Secretary of State and paying
34 the fees prescribed in subsections 1 and 2 of NRS 87A.315.

35 5. The registration of a registered limited-liability limited
36 partnership is effective at the time of the filing of the certificate of
37 registration with the Secretary of State or upon a later date and time
38 as specified in the certificate of registration, which date must not be
39 more than 90 days after the date on which the certificate of
40 registration is filed. If the certificate of registration specifies a later
41 effective date but does not specify an effective time, the certificate
42 of registration is effective at 12:01 a.m. in the Pacific time zone on
43 the specified later date.



1 **Sec. 59.** NRS 87A.632 is hereby amended to read as follows:

2 87A.632 1. Every person, other than a limited-liability
3 limited partnership formed pursuant to an agreement governed by
4 the laws of another state, who is purporting to do business in this
5 State as a registered limited-liability limited partnership and who
6 willfully fails or neglects to file with the Secretary of State a
7 certificate of registration is subject to a fine of not less than \$1,000
8 but not more than \$10,000, to be recovered in a court of competent
9 jurisdiction.

10 2. When the Secretary of State is advised that a person is
11 subject to the fine described in subsection 1, the Secretary of State
12 may, as soon as practicable, instruct the district attorney of the
13 county in which the person's principal place of business is located
14 or the Attorney General, or both, to institute proceedings to recover
15 the fine. If the district attorney or the Attorney General prevails in a
16 proceeding to recover the fine described in this section, the district
17 attorney or the Attorney General is entitled to recover the costs of
18 the proceeding, including, without limitation, the cost of any
19 investigation and reasonable attorney's fees.

20 3. *In the course of an investigation of a violation of this*
21 *section, the Secretary of State may require a person to answer any*
22 *interrogatory submitted by the Secretary of State that will assist in*
23 *the investigation.*

24 4. The Secretary of State may adopt regulations to administer
25 the provisions of this section.

26 **Sec. 60.** NRS 87A.652 is hereby amended to read as follows:

27 87A.652 1. Every limited-liability limited partnership,
28 formed pursuant to an agreement governed by the laws of another
29 state, which is purporting to transact business in this State as a
30 foreign registered limited-liability limited partnership and which
31 willfully fails or neglects to register with the Secretary of State in
32 accordance with the provisions of NRS 87A.540 or 88.575 is subject
33 to a fine of not less than \$1,000 but not more than \$10,000, to be
34 recovered in a court of competent jurisdiction.

35 2. Every limited-liability limited partnership, formed pursuant
36 to an agreement governed by the laws of another state, which is
37 purporting to transact business in this State as a foreign registered
38 limited-liability limited partnership and which fails or neglects to
39 register with the Secretary of State in accordance with the
40 provisions of NRS 87A.540 or 88.575 may not commence or
41 maintain any action, suit or proceeding in any court of this State
42 until it has registered in this State.

43 3. The failure of a limited-liability limited partnership, formed
44 pursuant to an agreement governed by the laws of another state and
45 purporting to do business in this State as a foreign registered



1 limited-liability limited partnership, to register with the Secretary of
2 State in accordance with the provisions of NRS 87A.540 or 88.575
3 does not impair the validity of any contract or act of the limited-
4 liability limited partnership or prevent the limited-liability limited
5 partnership from defending any action, suit or proceeding in any
6 court of this State.

7 4. When the Secretary of State is advised that a limited-liability
8 limited partnership, formed pursuant to an agreement governed by
9 the laws of another state, is subject to the fine described in
10 subsection 1, the Secretary of State may, as soon as practicable,
11 instruct the district attorney of the county where the limited-liability
12 limited partnership has its principal place of business or the
13 Attorney General, or both, to institute proceedings to recover the
14 fine. If the district attorney or the Attorney General prevails in a
15 proceeding to recover the fine described in subsection 1, the district
16 attorney or the Attorney General is entitled to recover the costs of
17 the proceeding, including, without limitation, the cost of any
18 investigation and reasonable attorney's fees.

19 5. *In the course of an investigation of a violation of this*
20 *section, the Secretary of State may require a limited-liability*
21 *limited partnership, formed pursuant to an agreement governed by*
22 *the laws of another state, to answer any interrogatory submitted by*
23 *the Secretary of State that will assist in the investigation.*

24 6. A limited partner of a limited-liability limited partnership,
25 formed pursuant to an agreement governed by the laws of another
26 state, is not liable as a general partner of the limited-liability limited
27 partnership solely by reason of having transacted business in this
28 State without registration.

29 ~~16-1~~ 7. A limited-liability limited partnership, formed pursuant
30 to an agreement governed by the laws of another state, by
31 transacting business in this State without registering with the
32 Secretary of State in accordance with the provisions of NRS
33 87A.540 or 88.575, appoints the Secretary of State as its agent for
34 service of process with respect to causes of action arising out of the
35 transaction of business in this State.

36 ~~17-1~~ 8. The Secretary of State may adopt regulations to
37 administer the provisions of this section.

38 **Sec. 61.** NRS 88.339 is hereby amended to read as follows:

39 88.339 1. A limited partnership may correct a record filed in
40 the Office of the Secretary of State with respect to the limited
41 partnership if the record contains an inaccurate description of a
42 partnership action or if the record was defectively signed, attested,
43 sealed, verified or acknowledged.

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

45 (a) Prepare a certificate of correction that:



- 1 (1) States the name of the limited partnership;
- 2 (2) Describes the record, including, without limitation, its
- 3 filing date;
- 4 (3) Specifies the inaccuracy or defect;
- 5 (4) Sets forth the inaccurate or defective portion of the record
- 6 in an accurate or corrected form; and
- 7 (5) Is signed by a general partner of the limited partnership
- 8 ***H or by some other person specifically authorized by the limited***
- 9 ***partnership to sign the certificate.***
- 10 (b) Deliver the certificate to the Secretary of State for filing.
- 11 (c) Pay a filing fee of \$175 to the Secretary of State.
- 12 3. A certificate of correction is effective on the effective date
- 13 of the record it corrects except as to persons relying on the
- 14 uncorrected record and adversely affected by the correction. As to
- 15 those persons, the certificate is effective when filed.
- 16 4. If a limited partnership has made a filing with the Secretary
- 17 of State and the Secretary of State has not processed the filing and
- 18 placed the filing into the public record, the limited partnership may
- 19 cancel the filing by:
- 20 (a) Filing a statement of cancellation with the Secretary of State;
- 21 and
- 22 (b) Paying a fee of \$50.

23 **Sec. 62.** NRS 88.342 is hereby amended to read as follows:

24 88.342 **1.** A limited partnership may carry on any business

25 that a partnership without limited partners may carry on except

26 banking or insurance.

27 ***2. A person shall not form a limited partnership for any illicit***

28 ***purpose or with the intent to cause another person or a***

29 ***governmental agency to believe that any person has conducted***

30 ***business activity through the limited partnership during a period***

31 ***in which no such business activity occurred.***

32 **Sec. 63.** NRS 88.352 is hereby amended to read as follows:

33 88.352 1. Every person, other than a foreign limited

34 partnership, who is purporting to do business in this State as a

35 limited partnership and who willfully fails or neglects to file with

36 the Secretary of State a certificate of limited partnership is subject to

37 a fine of not less than \$1,000 but not more than \$10,000, to be

38 recovered in a court of competent jurisdiction.

39 2. When the Secretary of State is advised that a person, other

40 than a foreign limited partnership, is subject to the fine described in

41 subsection 1, the Secretary of State may, as soon as practicable,

42 instruct the district attorney of the county in which the person's

43 principal place of business is located or the Attorney General, or

44 both, to institute proceedings to recover the fine. If the district

45 attorney or the Attorney General prevails in a proceeding to recover



1 the fine described in subsection 1, the district attorney or the
2 Attorney General is entitled to recover the costs of the proceeding,
3 including, without limitation, the cost of any investigation and
4 reasonable attorney's fees.

5 3. *In the course of an investigation of a violation of this*
6 *section, the Secretary of State may require a person to answer any*
7 *interrogatory submitted by the Secretary of State that will assist in*
8 *the investigation.*

9 4. The Secretary of State may adopt regulations to administer
10 the provisions of this section.

11 **Sec. 64.** NRS 88.395 is hereby amended to read as follows:

12 88.395 1. A limited partnership shall, on or before the last
13 day of the first month after the filing of its certificate of limited
14 partnership with the Secretary of State, and annually thereafter on or
15 before the last day of the month in which the anniversary date of the
16 filing of its certificate of limited partnership occurs, file with the
17 Secretary of State, on a form furnished by the Secretary of State, a
18 list that contains:

19 (a) The name of the limited partnership;
20 (b) The file number of the limited partnership, if known;
21 (c) The names of all of its general partners;
22 (d) The address, either residence or business, of each general
23 partner; *and*

24 ~~(e) The information required pursuant to NRS 77.310; and~~
25 ~~—(f)—~~ The signature of a general partner of the limited partnership
26 *, or some other person specifically authorized by the limited*
27 *partnership to sign the list,* certifying that the list is true, complete
28 and accurate.

29 ➔ Each list filed pursuant to this subsection must be accompanied
30 by a declaration under penalty of perjury that the limited partnership
31 has complied with the provisions of chapter 76 of NRS ~~and which~~
32 *, that the limited partnership* acknowledges that pursuant to NRS
33 239.330, it is a category C felony to knowingly offer any false or
34 forged instrument for filing in the Office of the Secretary of State ~~+~~
35 *, and that none of the general partners identified in the list has*
36 *been identified in the list for the purpose of disguising the actual*
37 *control of the daily operations of the limited partnership, for the*
38 *purpose of evading the creditors of any person or for any illegal*
39 *purpose.*

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

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

44 (b) Each annual list required by subsection 1, pay to the
45 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, 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 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.

9. A person who files with the Secretary of State a list required by subsection 1 which identifies a general partner for the purpose of disguising the person or persons who have actual control over the daily operations of the limited partnership, for the purpose of evading the creditors of any person or for any illegal purpose is subject to the penalty set forth in NRS 225.084.

Sec. 65. NRS 88.410 is hereby amended to read as follows:

88.410 1. Except as otherwise provided in subsections 3 and 4 and NRS 88.3355, the Secretary of State shall reinstate any limited partnership which has forfeited or which forfeits its right to transact business under the provisions of this chapter and restore to the limited partnership its right to carry on business in this State, and to exercise its privileges and immunities if it:

(a) Files with the Secretary of State:

(1) The list required pursuant to NRS 88.395;



* S B 6 0 *

(2) The statement required by NRS 88.397, if applicable;
~~and~~

(3) The information required pursuant to NRS 77.310; and
(4) A declaration under penalty of perjury, on a form provided by the Secretary of State, that the reinstatement is authorized by a court of competent jurisdiction in this State or by the duly selected general partners of the limited partnership; and

(b) Pays to the Secretary of State:

(1) The filing fee and penalty set forth in NRS 88.395 and 88.400 for each year or portion thereof during which the certificate has been revoked;

(2) The fee set forth in NRS 88.397, if applicable; and

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

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

(a) Requests a certificate of reinstatement; and

(b) Pays the required fees pursuant to NRS 88.415.

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

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

5. Except as otherwise provided in NRS 88.327, a reinstatement pursuant to this section relates back to the date on which the limited partnership forfeited its right to transact business under the provisions of this chapter and reinstates the limited partnership's right to transact business as if such right had at all times remained in full force and effect.

Sec. 66. NRS 88.575 is hereby amended to read as follows:

88.575 **1.** Before transacting business in this State, a foreign limited partnership shall register with the Secretary of State. *A foreign limited partnership may not register with the Secretary of State if the foreign limited partnership was formed for any illicit purpose or with the intent to cause another person or a governmental agency to believe that any person has conducted business activity through the foreign limited partnership during a period in which no such business activity occurred.*

2. In order to register, a foreign limited partnership shall submit to the Secretary of State an application for registration as a foreign limited partnership, signed by a general partner. The application for registration must set forth:



~~1-1~~ (a) The name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in this State;

~~1-2~~ (b) The state or jurisdiction under whose law the foreign limited partnership is organized and the date of its organization;

~~1-3~~ (c) The information required pursuant to NRS 77.310;

~~1-4~~ (d) A statement that the Secretary of State is appointed the agent of the foreign limited partnership for service of process if the registered agent's authority has been revoked or if the registered agent cannot be found or served with the exercise of reasonable diligence;

~~1-5~~ (e) The address of the office required to be maintained in the state or jurisdiction of its organization by the laws of that state or jurisdiction or, if not so required, of the principal office of the foreign limited partnership;

~~1-6~~ (f) The name and business address of each general partner; and

~~1-7~~ (g) The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this State is cancelled or withdrawn.

Sec. 67. 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 the Secretary of State, 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; *and*

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

~~—(f)~~ The signature of a general partner of the foreign limited partnership, *or some other person specifically authorized by the foreign limited partnership to sign the list*, 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~~ *The foreign limited partnership has* complied with the provisions of chapter 76 of NRS; ~~and~~

(b) ~~Acknowledges~~ *The foreign limited partnership 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 ~~+~~; and

(c) *None of the general partners identified in the list has been identified in the list for the purpose of disguising the actual control of the daily operations of the foreign limited partnership, for the purpose of evading the creditors of any person or for any illegal purpose.*

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, 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, 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 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.

8. *A person who files with the Secretary of State a list required by this section which identifies a general partner for the purpose of disguising the person or persons who have actual control over the daily operations of the foreign limited partnership, for the purpose of evading the creditors of any person or for any illegal purpose is subject to the penalty set forth in NRS 225.084.*



1 **Sec. 68.** NRS 88.594 is hereby amended to read as follows:

2 88.594 1. Except as otherwise provided in subsections 3 and
3 4 and NRS 88.5927, the Secretary of State shall reinstate a foreign
4 limited partnership which has forfeited or which forfeits its right to
5 transact business under the provisions of this chapter and shall
6 restore to the foreign limited partnership its right to transact
7 business in this State, and to exercise its privileges and immunities,
8 if it:

9 (a) Files with the Secretary of State:

10 (1) The list required by NRS 88.591;

11 (2) The statement required by NRS 88.5915, if applicable;

12 ~~and~~

13 (3) The information required pursuant to NRS 77.310; and

14 (4) *A declaration under penalty of perjury, on a form*
15 *provided by the Secretary of State, that the reinstatement is*
16 *authorized by a court of competent jurisdiction in this State or by*
17 *the duly selected general partners of the foreign limited*
18 *partnership; and*

19 (b) Pays to the Secretary of State:

20 (1) The filing fee and penalty set forth in NRS 88.591 and
21 88.593 for each year or portion thereof that its right to transact
22 business was forfeited;

23 (2) The fee set forth in NRS 88.5915, if applicable; and

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

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

29 (a) Requests a certificate of reinstatement; and

30 (b) Pays the required fees pursuant to NRS 88.415.

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

35 4. If the right of a foreign limited partnership to transact
36 business in this State has been forfeited pursuant to the provisions of
37 this chapter and has remained forfeited for a period of 5 consecutive
38 years, the right is not subject to reinstatement.

39 5. Except as otherwise provided in NRS 88.5945, a
40 reinstatement pursuant to this section relates back to the date on
41 which the foreign limited partnership forfeited its right to transact
42 business under the provisions of this chapter and reinstates the
43 foreign limited partnership's right to transact business as if such
44 right had at all times remained in full force and effect.



1 **Sec. 69.** NRS 88.600 is hereby amended to read as follows:

2 88.600 1. Every foreign limited partnership transacting
3 business in this State which willfully fails or neglects to register
4 with the Secretary of State in accordance with the provisions of
5 NRS 87A.540 or 88.575 is subject to a fine of not less than \$1,000
6 but not more than \$10,000, to be recovered in a court of competent
7 jurisdiction.

8 2. Every foreign limited partnership transacting business in this
9 State which fails or neglects to register with the Secretary of State in
10 accordance with the provisions of NRS 87A.540 or 88.575 may not
11 commence or maintain any action, suit or proceeding in any court of
12 this State until it has registered in this State.

13 3. The failure of a foreign limited partnership to register with
14 the Secretary of State does not impair the validity of any contract or
15 act of the foreign limited partnership or prevent the foreign limited
16 partnership from defending any action, suit or proceeding in any
17 court of this State.

18 4. When the Secretary of State is advised that a foreign limited
19 partnership is subject to the fine described in subsection 1, the
20 Secretary of State may, as soon as practicable, instruct the district
21 attorney of the county where the foreign limited partnership has its
22 principal place of business or the Attorney General, or both, to
23 institute proceedings to recover the fine. If the district attorney or
24 the Attorney General prevails in a proceeding to recover the fine
25 described in subsection 1, the district attorney or the Attorney
26 General is entitled to recover the costs of the proceeding, including,
27 without limitation, the cost of any investigation and reasonable
28 attorney's fees.

29 5. *In the course of an investigation of a violation of this*
30 *section, the Secretary of State may require a foreign limited*
31 *partnership to answer any interrogatory submitted by the*
32 *Secretary of State that will assist in the investigation.*

33 6. A limited partner of a foreign limited partnership is not
34 liable as a general partner of the foreign limited partnership solely
35 by reason of having transacted business in this State without
36 registration.

37 ~~16-1~~ 7. A foreign limited partnership, by transacting business in
38 this State without registering with the Secretary of State, appoints
39 the Secretary of State as its agent for service of process with respect
40 to causes of action arising out of the transaction of business in this
41 State.

42 ~~17-1~~ 8. The Secretary of State may adopt regulations to
43 administer the provisions of this section.



Sec. 70. NRS 88.606 is hereby amended to read as follows:

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

- (a) The name of the limited partnership.
- (b) The street address of its principal office.
- (c) The information required pursuant to NRS 77.310.
- (d) The name and business address of each organizer signing the certificate.

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

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

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

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

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

4. ~~{A partnership}~~ *Any person* may register as a registered limited-liability limited partnership at the time of filing ~~its~~ *a* certificate of limited partnership by filing a ~~combined~~ certificate of limited partnership and *a certificate of registration of a* limited-liability limited partnership with the Secretary of State and paying the fees required pursuant to subsections 1 and 2 of NRS 88.415.

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

6. A limited partnership shall not register as a registered limited-liability limited partnership for any illicit purpose or with the intent to cause another person or a governmental agency to believe that any person has conducted business activity through the registered limited-liability limited partnership during a period in which no such business activity occurred.

Sec. 71. NRS 88.6062 is hereby amended to read as follows:

88.6062 1. Every person, other than a limited-liability limited partnership formed pursuant to an agreement governed by the laws of another state, who is purporting to do business in this State as a registered limited-liability limited partnership and who willfully fails or neglects to file with the Secretary of State a certificate of registration is subject to a fine of not less than \$1,000 but not more than \$10,000, to be recovered in a court of competent jurisdiction.



2. When the Secretary of State is advised that a person is subject to the fine described in subsection 1, the Secretary of State may, as soon as practicable, instruct the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, to institute proceedings to recover the fine. If the district attorney or the Attorney General prevails in a proceeding to recover the fine described in this section, the district attorney or the Attorney General is entitled to recover the costs of the proceeding, including, without limitation, the cost of any investigation and reasonable attorney's fees.

3. *In the course of an investigation of a violation of this section, the Secretary of State may require a person to answer any interrogatory submitted by the Secretary of State that will assist in the investigation.*

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

Sec. 72. NRS 88.6087 is hereby amended to read as follows:

88.6087 1. Every limited-liability limited partnership, formed pursuant to an agreement governed by the laws of another state, which is purporting to transact business in this State as a foreign registered limited-liability limited partnership and which willfully fails or neglects to register with the Secretary of State in accordance with the provisions of NRS 87A.540 or 88.575 is subject to a fine of not less than \$1,000 but not more than \$10,000, to be recovered in a court of competent jurisdiction.

2. Every limited-liability limited partnership, formed pursuant to an agreement governed by the laws of another state, which is purporting to transact business in this State as a foreign registered limited-liability limited partnership and which fails or neglects to register with the Secretary of State in accordance with the provisions of NRS 87A.540 or 88.575 may not commence or maintain any action, suit or proceeding in any court of this State until it has registered in this State.

3. The failure of a limited-liability limited partnership, formed pursuant to an agreement governed by the laws of another state and purporting to do business in this State as a foreign registered limited-liability limited partnership, to register with the Secretary of State in accordance with the provisions of NRS 87A.540 or 88.575 does not impair the validity of any contract or act of the limited-liability limited partnership or prevent the limited-liability limited partnership from defending any action, suit or proceeding in any court of this State.

4. When the Secretary of State is advised that a limited-liability limited partnership, formed pursuant to an agreement governed by the laws of another state, is subject to the fine described in



1 subsection 1, the Secretary of State may, as soon as practicable,
2 instruct the district attorney of the county where the limited-liability
3 limited partnership has its principal place of business or the
4 Attorney General, or both, to institute proceedings to recover the
5 fine. If the district attorney or the Attorney General prevails in a
6 proceeding to recover the fine described in subsection 1, the district
7 attorney or the Attorney General is entitled to recover the costs of
8 the proceeding, including, without limitation, the cost of any
9 investigation and reasonable attorney's fees.

10 5. *In the course of an investigation of a violation of this*
11 *section, the Secretary of State may require a limited-liability*
12 *limited partnership, formed pursuant to an agreement governed by*
13 *the laws of another state, to answer any interrogatory submitted by*
14 *the Secretary of State that will assist in the investigation.*

15 6. A limited partner of a limited-liability limited partnership,
16 formed pursuant to an agreement governed by the laws of another
17 state, is not liable as a general partner of the limited-liability limited
18 partnership solely by reason of having transacted business in this
19 State without registration.

20 ~~16~~ 7. A limited-liability limited partnership, formed pursuant
21 to an agreement governed by the laws of another state, by
22 transacting business in this State without registering with the
23 Secretary of State in accordance with the provisions of NRS
24 87A.540 or 88.575, appoints the Secretary of State as its agent for
25 service of process with respect to causes of action arising out of the
26 transaction of business in this State.

27 ~~17~~ 8. The Secretary of State may adopt regulations to
28 administer the provisions of this section.

29 **Sec. 73.** NRS 88A.200 is hereby amended to read as follows:

30 88A.200 1. A business trust may be formed to carry on any
31 lawful business or activity.

32 2. *A person shall not form a business trust for any illicit*
33 *purpose or with the intent to cause another person or a*
34 *governmental agency to believe that any person has conducted*
35 *business activity through the business trust during a period in*
36 *which no such business activity occurred.*

37 **Sec. 74.** NRS 88A.215 is hereby amended to read as follows:

38 88A.215 1. Every person, other than a foreign business trust,
39 who is purporting to do business in this State as a business trust and
40 who willfully fails or neglects to file with the Secretary of State a
41 certificate of trust is subject to a fine of not less than \$1,000 but not
42 more than \$10,000, to be recovered in a court of competent
43 jurisdiction.

44 2. When the Secretary of State is advised that a person, other
45 than a foreign business trust, is subject to the fine described in



1 subsection 1, the Secretary of State may, as soon as practicable,
2 instruct the district attorney of the county in which the person's
3 principal place of business is located or the Attorney General, or
4 both, to institute proceedings to recover the fine. If the district
5 attorney or the Attorney General prevails in a proceeding to recover
6 the fine described in subsection 1, the district attorney or the
7 Attorney General is entitled to recover the costs of the proceeding,
8 including, without limitation, the cost of any investigation and
9 reasonable attorney's fees.

10 3. *In the course of an investigation of a violation of this*
11 *section, the Secretary of State may require a person to answer any*
12 *interrogatory submitted by the Secretary of State that will assist in*
13 *the investigation.*

14 4. The Secretary of State may adopt regulations to administer
15 the provisions of this section.

16 **Sec. 75.** NRS 88A.600 is hereby amended to read as follows:

17 88A.600 1. A business trust formed pursuant to this chapter
18 shall, on or before the last day of the first month after the filing of
19 its certificate of trust with the Secretary of State, and annually
20 thereafter on or before the last day of the month in which the
21 anniversary date of the filing of its certificate of trust with the
22 Secretary of State occurs, file with the Secretary of State, on a form
23 furnished by the Secretary of State, a list signed by at least one
24 trustee , *or by some other person specifically authorized by the*
25 *business trust to sign the list*, that contains the name and street
26 address of at least one trustee . ~~and the information required~~
27 ~~pursuant to NRS 77.310.~~ Each list filed pursuant to this subsection
28 must be accompanied by a declaration under penalty of perjury that
29 : ~~the business trust.~~

30 (a) ~~Has~~ *The business trust has* complied with the provisions
31 of chapter 76 of NRS; ~~and~~

32 (b) ~~Acknowledges~~ *The business trust acknowledges* that
33 pursuant to NRS 239.330, it is a category C felony to knowingly
34 offer any false or forged instrument for filing in the Office of the
35 Secretary of State ~~It~~ ; *and*

36 (c) *None of the trustees identified in the list has been identified*
37 *in the list for the purpose of disguising the actual control of the*
38 *daily operations of the business trust, for the purpose of evading*
39 *the creditors of any person or for any illegal purpose.*

40 2. Upon filing:

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

43 (b) Each annual list required by subsection 1, the business trust
44 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, 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, 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 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.

6. A person who files with the Secretary of State an initial list or annual list pursuant to subsection 1 which identifies a trustee for the purpose of disguising the person or persons who have actual control over the daily operations of the business trust, for the purpose of evading the creditors of any person or for any illegal purpose is subject to the penalty set forth in NRS 225.084.

7. For the purposes of this section, a person who is a beneficial owner is not deemed to exercise actual control of the daily operations of a business trust based solely on the fact that the person is a beneficial owner.

Sec. 76. NRS 88A.650 is hereby amended to read as follows:

88A.650 1. Except as otherwise provided in subsections 3 and 4 and NRS 88A.345, the Secretary of State shall reinstate a business trust which has forfeited or which forfeits its right to transact business pursuant to the provisions of this chapter and shall restore to the business trust its right to carry on business in this State, and to exercise its privileges and immunities, if it:

(a) Files with the Secretary of State:

(1) The list required by NRS 88A.600; ~~and~~

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

(3) A declaration under penalty of perjury, on a form provided by the Secretary of State, that the reinstatement is authorized by a court of competent jurisdiction in this State or by the duly selected trustees of the business trust; and

(b) Pays to the Secretary of State:

(1) The filing fee and penalty set forth in NRS 88A.600 and 88A.630 for each year or portion thereof during which its certificate of trust was revoked; and

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



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

- (a) Requests a certificate of reinstatement; and
- (b) Pays the required fees pursuant to NRS 88A.900.

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

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

5. Except as otherwise provided in NRS 88A.660, a reinstatement pursuant to this section relates back to the date on which the business trust forfeited its right to transact business under the provisions of this chapter and reinstates the business trust's right to transact business as if such right had at all times remained in full force and effect.

Sec. 77. NRS 88A.710 is hereby amended to read as follows:

88A.710 **1.** Before transacting business in this State, a foreign business trust shall register with the Secretary of State. *A foreign business trust may not register with the Secretary of State if the foreign business trust was formed for any illicit purpose or with the intent to cause another person or a governmental agency to believe that any person has conducted business activity through the foreign business trust during a period in which no such business activity occurred.*

2. In order to register, a foreign business trust shall submit to the Secretary of State an application for registration as a foreign business trust, signed by a trustee. The application for registration must set forth:

~~1-1~~ **(a)** The name of the foreign business trust and, if different, the name under which it proposes to register and transact business in this State;

~~1-2~~ **(b)** The state and date of its formation;

~~1-3~~ **(c)** The information required pursuant to NRS 77.310;

~~1-4~~ **(d)** The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign business trust; and

~~1-5~~ **(e)** The name and address, either residence or business, of one trustee.

Sec. 78. 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



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

- 6 (a) The name of the foreign business trust;
- 7 (b) The file number of the foreign business trust, if known;
- 8 (c) The name of at least one of its trustees;
- 9 (d) The address, either residence or business, of the trustee listed
10 pursuant to paragraph (c); *and*

11 ~~(e) [The information required pursuant to NRS 77.310; and~~
12 ~~—(f)]~~ *The signature of a trustee of the foreign business trust, or*
13 *some other person specifically authorized by the foreign business*
14 *trust to sign the list, certifying that the list is true, complete and*
15 *accurate.*

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

19 (a) ~~Has~~ *The foreign business trust has* complied with the
20 provisions of chapter 76 of NRS; ~~and~~

21 (b) ~~Acknowledges~~ *The foreign business trust acknowledges*
22 that pursuant to NRS 239.330, it is a category C felony to
23 knowingly offer any false or forged instrument for filing in the
24 Office of the Secretary of State ~~it~~ ; *and*

25 *(c) None of the trustees identified in the list has been identified*
26 *in the list for the purpose of disguising the actual control of the*
27 *daily operations of the foreign business trust, for the purpose of*
28 *evading the creditors of any person or for any illegal purpose.*

29 3. Upon filing:

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

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

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

38 5. The Secretary of State shall, 90 days before the last day for
39 filing each annual list required by subsection 1, provide to each
40 foreign business trust which is required to comply with the
41 provisions of NRS 88A.732 to 88A.738, inclusive, and which has
42 not become delinquent, a notice of the fee due pursuant to
43 subsection 3 and a reminder to file the list required pursuant to
44 subsection 1. Failure of any foreign business trust to receive a notice



1 does not excuse it from the penalty imposed by the provisions of
2 NRS 88A.732 to 88A.738, inclusive.

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

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

11 *8. A person who files with the Secretary of State a list*
12 *required by this section which identifies a trustee for the purpose*
13 *of disguising the person or persons who have actual control over*
14 *the daily operations of the foreign business trust, for the purpose*
15 *of evading the creditors of any person or for any illegal purpose is*
16 *subject to the penalty set forth in NRS 225.084.*

17 *9. For the purposes of this section, a person who is a*
18 *beneficial owner is not deemed to exercise actual control of the*
19 *daily operations of a foreign business trust based solely on the fact*
20 *that the person is a beneficial owner.*

21 **Sec. 79.** NRS 88A.737 is hereby amended to read as follows:

22 88A.737 1. Except as otherwise provided in subsections 3
23 and 4 and NRS 88A.7345, the Secretary of State shall reinstate a
24 foreign business trust which has forfeited or which forfeits its right
25 to transact business under the provisions of this chapter and shall
26 restore to the foreign business trust its right to transact business in
27 this State, and to exercise its privileges and immunities, if it:

28 (a) Files with the Secretary of State:

29 (1) The list required by NRS 88A.732; ~~and~~

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

31 *(3) A declaration under penalty of perjury, on a form*
32 *provided by the Secretary of State, that the reinstatement is*
33 *authorized by a court of competent jurisdiction in this State or by*
34 *the duly selected trustees of the foreign business trust; and*

35 (b) Pays to the Secretary of State:

36 (1) The filing fee and penalty set forth in NRS 88A.732 and
37 88A.735 for each year or portion thereof that its right to transact
38 business was forfeited; and

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

40 2. When the Secretary of State reinstates the foreign business
41 trust, the Secretary of State shall issue to the foreign business trust a
42 certificate of reinstatement if the foreign business trust:

43 (a) Requests a certificate of reinstatement; and

44 (b) Pays the required fees pursuant to NRS 88A.900.



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

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

5. Except as otherwise provided in NRS 88A.738, a reinstatement pursuant to this section relates back to the date the foreign business trust forfeited its right to transact business under the provisions of this chapter and reinstates the foreign business trust's right to transact business as if such right had at all times remained in full force and effect.

Sec. 80. NRS 88A.750 is hereby amended to read as follows:

88A.750 1. Every foreign business trust transacting business in this State which willfully fails or neglects to register with the Secretary of State pursuant to the provisions of NRS 88A.710 is subject to a fine of not less than \$1,000 but not more than \$10,000, to be recovered in a court of competent jurisdiction.

2. Every foreign business trust transacting business in this State which fails or neglects to register with the Secretary of State pursuant to the provisions of NRS 88A.710 may not commence or maintain any action, suit or proceeding in any court of this State until it has registered with the Secretary of State.

3. The failure of a foreign business trust to register with the Secretary of State does not impair the validity of any contract or act of the foreign business trust or prevent the foreign business trust from defending any action, suit or proceeding in any court of this State.

4. When the Secretary of State is advised that a foreign business trust is subject to the fine described in subsection 1, the Secretary of State may, as soon as practicable, instruct the district attorney of the county where the foreign business trust has its principal place of business or the Attorney General, or both, to institute proceedings to recover the fine. If the district attorney or the Attorney General prevails in a proceeding to recover the fine described in subsection 1, the district attorney or the Attorney General is entitled to recover the costs of the proceeding, including, without limitation, the cost of any investigation and reasonable attorney's fees.

5. *In the course of an investigation of a violation of this section, the Secretary of State may require a foreign business trust to answer any interrogatory submitted by the Secretary of State that will assist in the investigation.*



6. A foreign business trust, by transacting business in this State without registering with the Secretary of State, appoints the Secretary of State as its agent for service of process with respect to causes of action arising out of the transaction of business in this State.

~~6+~~ 7. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 81. 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 ~~H~~ *or by some other person specifically authorized by the business trust to sign the certificate.*

(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. 82. Chapter 89 of NRS is hereby amended by adding thereto a new section to read as follows:

A person shall not form an entity pursuant to this chapter for any illicit purpose or with the intent to cause another person or a governmental agency to believe that any person has conducted business activity through the entity during a period in which no such business activity occurred.



Sec. 83. NRS 89.215 is hereby amended to read as follows:

1. Every person who is purporting to do business in this State as a professional association and who willfully fails or neglects to file with the Secretary of State articles of association is subject to a fine of not less than \$1,000 but not more than \$10,000, to be recovered in a court of competent jurisdiction.

2. When the Secretary of State is advised that a person is subject to the fine described in subsection 1, the Secretary of State may, as soon as practicable, instruct the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, to institute proceedings to recover the fine. If the district attorney or the Attorney General prevails in a proceeding to recover the fine described in subsection 1, the district attorney or the Attorney General is entitled to recover the costs of the proceeding, including, without limitation, the cost of any investigation and reasonable attorney's fees.

3. *In the course of an investigation of a violation of this section, the Secretary of State may require a person to answer any interrogatory submitted by the Secretary of State that will assist in the investigation.*

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

Sec. 84. NRS 89.250 is hereby amended to read as follows:

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

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

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



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

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

3. Each list filed pursuant to this section must be:

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

(b) Signed by the chief executive officer of the professional association ~~It~~ *or by some other person specifically authorized by the chief executive officer to sign the list.*

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

(1) ~~Has~~ *The professional association has* complied with the provisions of chapter 76 of NRS; ~~and~~

(2) ~~Acknowledges~~ *The professional association 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 ~~It~~ ; and

(3) *None of the members or employees identified in the list has been identified in the list for the purpose of disguising the actual control of the daily operations of the professional association, for the purpose of evading the creditors of any person or for any illegal purpose.*

4. Upon filing:

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

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

5. A person who files with the Secretary of State an initial list or annual list required by this section which identifies a member or an employee of a professional association for the purpose of disguising the person or persons who have actual control over the daily operations of the professional association, for the purpose of evading the creditors of any person or for any illegal purpose is subject to the penalty set forth in NRS 225.084.

6. For the purposes of this section, a person is not deemed to exercise actual control of the daily operations of a professional association based solely on the fact that the person holds an ownership interest in the professional association.



Sec. 85. NRS 89.256 is hereby amended to read as follows:

89.256 1. Except as otherwise provided in subsections 3 and 4 and NRS 89.251, the Secretary of State shall reinstate any professional association which has forfeited its right to transact business under the provisions of this chapter and restore the right to carry on business in this State and exercise its privileges and immunities if it:

(a) Files with the Secretary of State:

(1) The list and certification required by NRS 89.250; ~~and~~

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

(3) A declaration under penalty of perjury, on a form provided by the Secretary of State, that the reinstatement is authorized by a court of competent jurisdiction in this State or by the duly selected chief executive officer of the professional association; and

(b) Pays to the Secretary of State:

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

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

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

(a) Requests a certificate of reinstatement; and

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

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

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

5. A reinstatement pursuant to this section relates back to the date on which the professional association forfeited its right to transact business under the provisions of this chapter and reinstates the professional association's right to transact business as if such right had at all times remained in full force and effect.

Sec. 86. NRS 104.9526 is hereby amended to read as follows:

104.9526 1. The Secretary of State shall adopt and publish rules to effectuate this article. The filing-office rules must be:

(a) Consistent with this article; and



(b) Adopted in accordance with the provisions of chapter 233B of NRS.

2. To keep the filing-office rules and the practices of the filing office in harmony with the rules and practices of filing offices in other jurisdictions that enact substantially this part, and to keep the technology used by the filing office compatible with the technology used by filing offices in other jurisdictions that enact substantially this part, the Secretary of State, so far as is consistent with the purposes, policies, and provisions of this article, in adopting, amending, and repealing filing-office rules, shall:

(a) Consult with filing offices in other jurisdictions that enact substantially this part;

(b) Consult the most recent version of the Model Rules promulgated by the International Association of ~~Corporation~~ **Commercial** Administrators or any successor organization; and

(c) Take into consideration the rules and practices of, and the technology used by, filing offices in other jurisdictions that enact substantially this part.

Sec. 87. NRS 104.9527 is hereby amended to read as follows:

104.9527 The Secretary of State shall report biennially on or before the first Monday of February in each odd-numbered year to the Governor and Legislature on the operation of the filing office. The report must contain a statement of the extent to which:

1. The filing-office rules are not in harmony with the rules of filing offices in other jurisdictions that enact substantially this part and the reasons for these variations; and

2. The filing-office rules are not in harmony with the most recent version of the Model Rules promulgated by the International Association of ~~Corporation~~ **Commercial** Administrators, or any successor organization, and the reasons for these variations.

Sec. 88. NRS 78.795 is hereby repealed.

TEXT OF REPEALED SECTION

78.795 Registration of natural person or corporation willing to serve as registered agent for corporation, limited-liability company or limited partnership.

1. Any natural person or corporation residing or located in this State may register for that calendar year a willingness to serve as the registered agent of a domestic or foreign corporation, limited-liability company or limited partnership with the Secretary of State. The registration must state the full, legal name of the person or



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corporation willing to serve as the registered agent and be accompanied by a fee of \$500 per office location of the registered agent.

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

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

- (a) Requests the amendment; and
- (b) Pays a fee of \$50.

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

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