

CHAPTER.....

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 registered agents; 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 governing 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:

Existing law requires a person conducting a business in this State to obtain a state business license from the Secretary of State. (NRS 76.100) However, under existing law, certain entities, organizations, persons and businesses are not deemed to be businesses and, thus, are not required to obtain a state business license. (NRS 76.020) **Section 3** of this bill requires a person deemed not to be a business to annually claim an exemption from the requirement to obtain a state business license by filing with the Secretary of State a form provided by the Secretary of State. **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) **Section 6.3** of this bill authorizes the Secretary of State to conduct periodic, special or other examinations of the records of a registered agent. **Section 6.7** of this bill authorizes the Secretary of State to impose a civil penalty of not more than \$500 on registered agents who violate certain provisions of law governing registered agents. **Sections 7.2-9** 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. **Section 8** requires an individual or entity transacting business as a registered agent in this State for 10 or more business entities to register with the Secretary of State as a commercial registered agent and authorizes the Secretary of State to deny or revoke such a registration under certain circumstances. **Section 7.6** of this bill eliminates the fee for registering as a commercial registered agent or terminating registration as a commercial registered agent. 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 with the fraudulent intent of concealing the identity of any person or persons who exercise the power or authority of the officers or directors, or their equivalents, in furtherance of any unlawful conduct; 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. **Sections 13, 19, 24, 33, 36, 43, 46, 52, 55, 64, 67, 75, 78 and 84** also authorize the Secretary of State to allow a foreign or domestic business entity to select a different due date for filing its initial list under certain circumstances.

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 illegal purpose or with the intent to conceal any business activity, or lack thereof, from another person or a governmental agency.

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 for an illegal purpose or with the intent to conceal any business activity, or lack thereof, from another person or a governmental entity.

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.

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

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, refer the matter to the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, for a determination of whether to institute proceedings to recover the fine. The district attorney of the county in which the person's principal place of business is located or the Attorney General may institute and prosecute the appropriate 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. 3. *1. Except as otherwise provided in subsection 2, a person who claims to be excluded from the requirement to obtain a state business license because the person is an entity, organization, person or business listed in subsection 2 of NRS 76.020 or who conducts a business in this State but claims to be exempt from the requirement to obtain a state business license must submit annually to the Secretary of State a claim for the exemption on a form provided by the Secretary of State.*

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

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

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

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

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

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

(c) Publication of statistics so classified as to prevent the 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 to 7, inclusive, 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 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 an individual or a corporation who is included in the list:*

(a) Requests the amendment; and

(b) Pays a fee of \$50.

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

Sec. 6.3. *The Secretary of State may conduct periodic, special or any other examinations of any records required to be maintained pursuant to this chapter or any other provision of NRS pertaining to the duties of a registered agent as the Secretary of State deems necessary or appropriate to determine whether a violation of this chapter or any other provision of NRS pertaining to the duties of a registered agent has been violated.*

Sec. 6.7. *1. A person who violates a provision of this chapter is subject to a civil penalty of not more than \$500, to be recovered in a civil action brought in the district court in the county in which the person's principal place of business is located or in the district court of Carson City. The court may reduce the amount of the civil penalty imposed by the Secretary of State if the court determines that the amount of the civil penalty is disproportionate to the violation.*

2. Except as otherwise provided in subsection 3, before filing a civil action to recover a civil penalty pursuant to subsection 1, if the person who allegedly violated a provision of this chapter has not been issued a written notice of a violation of this chapter within the immediately preceding 3 years, the Secretary of State must provide to the person written notice of the alleged violation and 10 business days to correct the alleged violation. The Secretary of State may provide a greater period to correct the alleged violation as the Secretary of State deems appropriate.

3. If a person who allegedly violated a provision of this chapter engaged in conduct in the course of acting as a registered agent that was intended to deceive or defraud the public or to promote illegal activities, the Secretary of State may take any or all of the following actions:

(a) File a civil action pursuant to subsection 1 without providing the notice and the opportunity to correct the alleged violation required by subsection 2.



(b) Deny or revoke the person's registration as a commercial registered agent.

(c) Issue an order requiring the person to comply with the provisions of this chapter.

(d) Refuse to accept filings for entities for which the person serves as registered agent.

Sec. 7. (Deleted by amendment.)

Sec. 7.2. NRS 77.040 is hereby amended to read as follows:

77.040 "Commercial registered agent" means an individual or a domestic or foreign entity ~~listed~~ *transacting business as a registered agent for 10 or more entities or any registered agent who elects to be registered* under NRS 77.320.

Sec. 7.4. NRS 77.140 is hereby amended to read as follows:

77.140 "Noncommercial registered agent" means a person that is not ~~listed~~ *registered* as a commercial registered agent under NRS 77.320 and that is:

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

2. The individual who holds the office or other position in an entity that is designated as the agent for service of process pursuant to subparagraph (2) of paragraph (b) of subsection 1 of NRS 77.310.

Sec. 7.6. NRS 77.280 is hereby amended to read as follows:

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

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

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

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

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

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

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

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

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

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

77.320 1. *An individual or a domestic or foreign entity shall not serve as the registered agent in this State of 10 or more domestic or foreign entities unless the individual or domestic or*



foreign entity is registered as a commercial registered agent pursuant to this section.

2. An individual or a domestic or foreign entity may become ~~listed~~ *registered* as a commercial registered agent by filing with the Secretary of State a commercial registered agent ~~listing~~ *registration* statement *on a form prescribed by the Secretary of State* signed *under penalty of perjury* by *the individual* or *by an individual authorized to sign the statement* on behalf of the ~~person~~ *entity*, which states:

(a) The *legal* name of the individual or the *legal* 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~~

~~12.~~ (d) *The name, address and telephone number of the individual who has the authority to act on behalf of the commercial registered agent;*

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

(1) *Has not been convicted of a felony or, if the individual has been convicted of a felony, 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 denied or revoked by the appropriate authority of this State or 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;*

(f) *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, if a director, officer or managing agent has been convicted of a felony, 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 denied or revoked by the appropriate authority of this State or 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; and

(g) Any other information the Secretary of State deems appropriate.

3. If the name of a person filing a commercial registered agent ~~listing~~ *registration* statement is not distinguishable on the records of the Secretary of State from the name of another commercial registered agent ~~listed~~ *registered* 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 trade name or any combination of these. The Secretary of State may adopt regulations that interpret the requirements of this subsection.

~~3-1~~ 4. A commercial registered agent ~~listing~~ *registration* statement takes effect on filing.

~~4-1~~ 5. The Secretary of State shall note the filing of the commercial registered agent ~~listing~~ *registration* 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.

6. The Secretary of State may deny registration as a commercial registered agent or revoke the registration of a commercial registered agent if the person filing the registration statement or the commercial registered agent is:

(a) An individual who:

(1) Has been convicted of a felony and has not had his or her civil rights restored; or

(2) Has had his or her ability to serve as a registered agent denied or revoked by the appropriate authority of this State or another state, or has 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; or

(b) A domestic or foreign entity, and a director, officer or managing agent of the entity:



(1) Has been convicted of a felony and the individual has not had his or her civil rights restored; or

(2) Has had his or her ability to serve as a registered agent or a director, officer or managing agent of a registered agent denied or revoked by the appropriate authority of this State or 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. 8.3. NRS 77.330 is hereby amended to read as follows:

77.330 1. A commercial registered agent *which serves as the registered agent in this State for less than 10 entities or which ceases to serve as a registered agent in this State* may terminate its ~~listing~~ *registration* as a commercial registered agent by filing with the Secretary of State a commercial registered agent termination statement signed by or on behalf of the agent which states:

(a) The name of the agent as currently ~~listed~~ *registered* under NRS 77.320; and

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

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

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

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

Sec. 8.5. NRS 77.360 is hereby amended to read as follows:

77.360 1. If a commercial registered agent changes its name, its address as currently ~~listed~~ *registered* under subsection ~~2~~ *2* of NRS 77.320 or its type or jurisdiction of organization, the agent shall file with the Secretary of State a statement of change signed by or on behalf of the agent which states:

(a) The name of the agent as currently ~~listed~~ *registered* under subsection ~~2~~ *2* of NRS 77.320;



- (b) If the name of the agent has changed, its new name;
- (c) If the address of the agent has changed, the new address; and
- (d) If the type or jurisdiction of organization of the agent has changed, the new type or jurisdiction of organization.

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

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

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

5. If a commercial registered agent changes its address without filing a statement of change as required by this section, the Secretary of State may cancel the ~~Histing~~ *registration* of the agent under NRS 77.320. A cancellation under this subsection has the same effect as a termination under NRS 77.330. Promptly after cancelling the ~~Histing~~ *registration* of an agent, the Secretary of State shall serve notice in a record on the:

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

(b) Agent, stating that the ~~Histing~~ *registration* of the agent has been cancelled under this section.

Sec. 8.7. NRS 77.400 is hereby amended to read as follows:

77.400 The only duties under this chapter required of a registered agent who has complied with this chapter are:

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

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

3. If the agent is a noncommercial registered agent, to keep current the information required pursuant to NRS 77.310 in the most recent registered agent filing for the entity; and

4. If the agent is a commercial registered agent, to keep current the information ~~Histed for it~~ *in its registration* under subsection ~~HH~~ *2* of NRS 77.320.



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; ~~or~~

(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 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 denied or revoked by the appropriate authority of this State or 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.

2. To correct a record, the corporation must:

(a) Prepare a certificate of correction which:

(1) States the name of the corporation;

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

(3) Specifies the inaccuracy or defect;

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



(5) Is signed by an officer of the corporation or, if no stock has been issued by the corporation, by the incorporator or a director of the corporation ~~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 \$175 to the Secretary of State.

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

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

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

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

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

78.030 1. One or more persons may establish a corporation for the transaction of any lawful business, or to promote or conduct any legitimate object or purpose, pursuant and subject to the requirements of this chapter, by signing and filing in the Office of the Secretary of State articles of incorporation. *A person shall not establish a corporation for any illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.*

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

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

78.047 1. Every person, other than a corporation organized and existing pursuant to the laws of another state, territory, the District of Columbia, a possession of the United States or a foreign country, who is purporting to do business in this State as a corporation and who willfully fails or neglects to file with the Secretary of State articles of incorporation 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~~ *refer the matter to* the district



attorney of the county in which the person's principal place of business is located or the Attorney General, or both, *for a determination of whether* to institute proceedings to recover the fine. *The district attorney of the county in which the person's principal place of business is located or the Attorney General may institute and prosecute the appropriate 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. 12.5. NRS 78.097 is hereby amended to read as follows:

78.097 1. If a registered agent resigns pursuant to NRS 77.370 or if a commercial registered agent terminates its ~~listing~~ *registration* as a commercial registered agent pursuant to NRS 77.330, the corporation, before the effective date of the resignation or termination, shall file with the Secretary of State a statement of change of registered agent pursuant to NRS 77.340.

2. A corporation that fails to comply with subsection 1 shall be deemed in default and is subject to the provisions of NRS 78.170 and 78.175.

3. As used in this section, "commercial registered agent" has the meaning ascribed to it in NRS 77.040.

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

78.150 1. A corporation organized pursuant to the laws of this State shall, on or before the last day of the first month after the filing of its articles of incorporation with the Secretary of State ~~or~~ *or, if the corporation has selected an alternative due date pursuant to subsection 11, on or before that alternative due date,* file with the Secretary of State a list, on a form furnished by the Secretary of State, containing:

- (a) The name of the corporation;
- (b) The file number of the corporation, if known;
- (c) The names and titles of the president, secretary and treasurer, or the equivalent thereof, and of all the directors of the corporation;
- (d) The address, either residence or business, of each officer and director listed, following the name of the officer or director; *and*



(e) ~~The information required pursuant to NRS 77.310; and~~
~~(f)~~ The signature of an officer of the corporation, *or some other person specifically authorized by the corporation to sign the list*, certifying that the list is true, complete and accurate.

2. The corporation shall annually thereafter, on or before the last day of the month in which the anniversary date of incorporation occurs in each year ~~or, if, pursuant to subsection 11, the corporation has selected an alternative due date for filing the list required by subsection 1, on or before the last day of the month in which the anniversary date of the alternative due date occurs in each year~~, 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 subsection 1 or 2 must be accompanied by:

(a) A declaration under penalty of perjury that : ~~the 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 ~~or~~ ; and

(3) *None of the officers or directors identified in the list has been identified in the list with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.*

(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 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 in any respect or the fee required by subsection 4 is not paid, the Secretary of State may return the list for correction or payment.

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

9. A person who files with the Secretary of State a list required by subsection 1 or 2 which identifies an officer or director with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct is subject to the penalty set forth in NRS 225.084.

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



11. The Secretary of State may allow a corporation to select an alternative due date for filing the list required by subsection 1.

12. The Secretary of State may adopt regulations to administer the provisions of subsection 11.

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

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

(a) Files with the Secretary of State:

(1) The list required by NRS 78.150;

(2) The statement required by NRS 78.153, 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 elected board of directors of the corporation or, if the corporation does not have a board of directors, the equivalent of such a board; and

(b) Pays to the Secretary of State:

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

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

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

2. When the Secretary of State reinstates the corporation, 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 charter occurred only by reason of failure to pay the fees and penalties.

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

5. Except as otherwise provided in NRS 78.185, 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. 15. NRS 78.730 is hereby amended to read as follows:

78.730 1. Except as otherwise provided in NRS 78.152, any corporation which did exist or is existing under the laws of this State may, upon complying with the provisions of NRS 78.180, procure a renewal or revival of its charter for any period, together with all the rights, franchises, privileges and immunities, and subject to all its existing and preexisting debts, duties and liabilities secured or imposed by its original charter and amendments thereto, or existing charter, by filing:

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

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

(2) The information required pursuant to NRS 77.310.

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

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

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

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

(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 elected board of directors of the corporation or, if the corporation does not have a board of directors, the equivalent of such a board.

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



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

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

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

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

2. To correct a record, the corporation must:

(a) Prepare a certificate of correction which:

(1) States the name of the corporation;

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

(3) Specifies the inaccuracy or defect;

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

(5) Is signed by an officer of the corporation or, if no stock has been issued by the corporation, by the incorporator or a director of the corporation **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 \$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 governmental acts or other instrument of authority by which the corporation was created; and

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

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



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

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

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

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

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

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

6. The Secretary of State shall not accept for filing the records required by subsection 1 or NRS 80.110 for any foreign corporation if the name of the corporation contains the words “architect,” “architecture,” “registered architect,” “licensed architect,” “registered interior designer,” “registered interior design,” “residential designer,” “registered residential designer,” “licensed residential designer” or “residential design” unless the State Board of Architecture, Interior Design and Residential Design certifies that:

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



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

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

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

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

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

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

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

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

10. A person shall not file the records required by subsection 1 for any illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.

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

80.055 1. Every corporation which willfully fails or neglects to comply with the provisions of NRS 80.010 to 80.040, inclusive, 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 corporation which fails or neglects to comply with the provisions of NRS 80.010 to 80.040, inclusive, may not commence or maintain any action or proceeding in any court of this State until it has fully complied with the provisions of NRS 80.010 to 80.040, inclusive.

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 comply with the provisions of NRS 80.010 to 80.040, inclusive, within 45 days after the action or proceeding is commenced.

4. When the Secretary of State is advised that a corporation is doing business in contravention of NRS 80.010 to 80.040, inclusive, the Secretary of State may, as soon as practicable, ~~instruct~~ *refer the matter to* the district attorney of the county where the corporation has its principal place of business or the Attorney General, or both, *for a determination of whether* to institute proceedings to recover any applicable fine provided for in this section. *The district attorney of the county where the corporation has its principal place of business or the Attorney General may institute and prosecute the appropriate 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 corporation to answer any interrogatory submitted by the Secretary of State that will assist in the investigation.*

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

~~16.1~~ 7. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 18.5. NRS 80.070 is hereby amended to read as follows:

80.070 1. If a registered agent resigns pursuant to NRS 77.370 or if a commercial registered agent terminates its ~~listing~~ *registration* as a commercial registered agent pursuant to NRS 77.330, the corporation, before the effective date of the resignation or termination, shall file with the Secretary of State a statement of change of registered agent pursuant to NRS 77.340.

2. A corporation that fails to comply with subsection 1 shall be deemed in default and is subject to the provisions of NRS 80.150 and 80.160.

3. As used in this section, "commercial registered agent" has the meaning ascribed to it in NRS 77.040.

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

80.110 1. Each foreign corporation doing business in this State shall, on or before the last day of the first month after the filing



~~{of its certificate of corporate existence}~~ with the Secretary of State ~~{}~~ *the information required by NRS 80.010 or, if the foreign corporation has selected an alternative due date pursuant to subsection 9, on or before that alternative due date,* 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 ~~{}~~ *or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date 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 names and addresses, either residence or business, of its president, secretary and treasurer, or the equivalent thereof, and all of its directors; *and*

(b) ~~{The information required pursuant to NRS 77.310; and~~
~~—(c)—~~ *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 ~~{the}~~ :
(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 with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

(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
For each additional \$500,000 or fraction thereof.....	275

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

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

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

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

7. A person who files with the Secretary of State a list required by subsection 1 which identifies an officer or director with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct is subject to the penalty set forth in NRS 225.084.

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



9. The Secretary of State may allow a foreign corporation to select an alternative due date for filing the initial list required by subsection 1.

10. The Secretary of State may adopt regulations to administer the provisions of subsection 9.

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

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

(a) Files with the Secretary of State:

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

(2) The statement required by NRS 80.115, 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 elected board of directors of the foreign corporation or, if the foreign corporation does not have a board of directors, the equivalent of such a board; and

(b) Pays to the Secretary of State:

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

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

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

2. When the Secretary of State reinstates the corporation, 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 illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.

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;

(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 illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.*

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 ~~or~~ *or, if the foreign nonprofit corporation has selected an alternative due date pursuant to subsection 9, on or before that alternative due date,* 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 ~~or~~ *or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date 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 nonprofit corporation;

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

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

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



(e) ~~{The information required pursuant to NRS 77.310; and~~
~~—(f)}~~ The signature of an officer of the foreign nonprofit corporation, *or some other person specifically authorized by the foreign nonprofit corporation 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 nonprofit corporation;}~~

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

(b) ~~{Acknowledges}~~ *The foreign nonprofit 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}~~

(c) None of the officers or directors identified in the list has been identified in the list with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

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

4. The Secretary of State shall, 60 days before the last day for filing each annual list, provide to each foreign nonprofit corporation which is required to comply with the provisions of NRS 82.523 to 82.5239, inclusive, and which has not become delinquent, 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 nonprofit corporation to receive a notice does not excuse it from the penalty imposed by the provisions of NRS 82.523 to 82.5239, inclusive.

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

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

7. A person who files with the Secretary of State a list pursuant to this section which identifies an officer or director with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director



in furtherance of any unlawful conduct 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.

9. The Secretary of State may allow a foreign nonprofit corporation to select an alternative due date for filing the initial list required by this section.

10. The Secretary of State may adopt regulations to administer the provisions of subsection 9.

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~~ *refer the matter to* the district attorney of the county where the foreign nonprofit corporation has its principal place of business or the Attorney General, or both, *for a determination of whether to institute proceedings to recover the fine. The district attorney of the county where the foreign nonprofit corporation has its principal place of business or the Attorney General may institute and prosecute the appropriate 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 nonprofit corporation to answer any interrogatory submitted by the Secretary of State that will assist in the investigation.*

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

~~16-1~~ 7. The Secretary of State may adopt regulations to administer the provisions of this section.

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

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

(a) Files with the Secretary of State ~~1a1~~ :

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

(2) *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 elected board of directors of the foreign nonprofit corporation or, if the foreign nonprofit corporation does not have a board of directors, the equivalent of such a board; and*

(b) Pays to the Secretary of State:

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

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

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

(a) Requests a certificate of reinstatement; and

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

3. The Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid and the revocation



of the right to transact business occurred only by reason of failure to pay the fees and penalties.

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

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

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

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

(2) The information required pursuant to NRS 77.310.

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

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

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

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

(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 elected board of directors of the corporation or, if the corporation does not have a board of directors, the equivalent of such a board.

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

3. A corporation seeking to revive its original or amended charter shall cause the certificate to be signed by its president or vice president and secretary or assistant secretary. The signing and filing of the certificate must be approved unanimously by the last-appointed surviving directors of the corporation and must contain a



recital that unanimous consent was secured. The corporation shall pay to the Secretary of State the fee required to establish a new corporation pursuant to the provisions of this chapter.

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

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

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

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

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

(a) Prepare a certificate of correction which:

(1) States the name of the corporation sole;

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

(3) Specifies the inaccuracy or defect;

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

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

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

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

3. A certificate of correction is effective on the effective date of the record it corrects except as to persons relying on the



uncorrected record and adversely affected by the correction. As to those persons, the certificate is effective when filed.

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

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

(b) Paying a fee of \$50.

Sec. 29.5. NRS 84.120 is hereby amended to read as follows:

84.120 1. If a registered agent resigns pursuant to NRS 77.370 or if a commercial registered agent terminates its ~~filing~~ *registration* as a commercial registered agent pursuant to NRS 77.330, the corporation sole, before the effective date of the resignation or termination, shall file with the Secretary of State a statement of change of registered agent pursuant to NRS 77.340.

2. A corporation sole that fails to comply with subsection 1 shall be deemed in default and is subject to the provisions of NRS 84.130 and 84.140.

3. As used in this section, “commercial registered agent” has the meaning ascribed to it in NRS 77.040.

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

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

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

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

(2) *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 archbishop, bishop, president, trustee in trust, president of stake, president of congregation, overseer, presiding elder, district superintendent, other presiding officer or member of the clergy of a church or religious society or denomination, who has been chosen, elected or appointed in conformity with the constitution, canons, rites, regulations or discipline of the church or religious society or denomination, and in whom is vested the legal title to property held for the purposes, use or benefit of the church or religious society or denomination; and*

(b) Pays to the Secretary of State:



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

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

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

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

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

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

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

5. 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. 31. NRS 86.141 is hereby amended to read as follows:

86.141 1. Except as otherwise provided in subsection 2, a limited-liability company may be organized under this chapter for any lawful purpose. *A person shall not organize a limited-liability company for any illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.*

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

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

86.213 1. Every person, other than a foreign limited-liability company, who is purporting to do business in this State as a limited-liability company and who willfully fails or neglects to file with the Secretary of State articles of organization 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~~ *refer the matter to* the district



attorney of the county in which the person's principal place of business is located or the Attorney General, or both, *for a determination of whether* to institute proceedings to recover the fine. *The district attorney of the county in which the person's principal place of business is located or the Attorney General may institute and prosecute the appropriate 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. 32.5. NRS 86.251 is hereby amended to read as follows:

86.251 1. If a registered agent resigns pursuant to NRS 77.370 or if a commercial registered agent terminates its ~~Histing~~ *registration* as a commercial registered agent pursuant to NRS 77.330, the limited-liability company, before the effective date of the resignation or termination, shall file with the Secretary of State a statement of change of registered agent pursuant to NRS 77.340.

2. Each limited-liability company which fails to comply with subsection 1 shall be deemed in default and is subject to the provisions of NRS 86.272 and 86.274.

3. As used in this section, "commercial registered agent" has the meaning ascribed to it in NRS 77.040.

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

86.263 1. A limited-liability company shall, on or before the last day of the first month after the filing of its articles of organization with the Secretary of State ~~H~~ *or, if the limited-liability company has selected an alternative due date pursuant to subsection 11, on or before that alternative due date,* 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-liability company;
- (b) The file number of the limited-liability company, if known;
- (c) The names and titles of all of its managers or, if there is no manager, all of its managing members;



(d) The address, either residence or business, of each manager or managing member listed, following the name of the manager or managing member; *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 ~~it~~ *or, if, pursuant to subsection 11, the limited-liability company has selected an alternative due date for filing the list required by subsection 1, on or before the last day of the month in which the anniversary date of the alternative due date occurs in each year*, 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 ~~it~~ ; *and*

(c) None of the managers or managing members identified in the list has been identified in the list with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a manager or managing member in furtherance of any unlawful conduct.

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 with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a manager or managing member in furtherance of any unlawful conduct 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.

11. The Secretary of State may allow a limited-liability company to select an alternative due date for filing the list required by subsection 1.

12. The Secretary of State may adopt regulations to administer the provisions of subsection 11.

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 person shall not register a foreign limited-liability company with the Secretary of State for any illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.*

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 **H**, *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 ~~1state1~~ *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;*

~~14-1~~ (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 required, of the principal office of the foreign limited-liability company;

~~16-1~~ (g) The name and business address of each manager or, if management is not vested in a manager, each member;

~~17-1~~ (h) The address of the office at which is kept a list of the names and addresses of the members and their capital contributions, together with an undertaking by the foreign limited-liability company to keep those records until the registration in this State of the foreign limited-liability company is cancelled or withdrawn; and

~~18-1~~ (i) If the foreign limited-liability company has one or more series of members and if the debts or liabilities of a series are enforceable against the assets of that series only and not against the assets of the company generally or another series, a statement to that effect.

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

86.5461 1. Each foreign limited-liability company doing business in this State shall, on or before the last day of the first month after the filing of its application for registration as a foreign limited-liability company with the Secretary of State ~~11~~ *or, if the foreign limited-liability company has selected an alternative due date pursuant to subsection 10, on or before that alternative due date*, 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 ~~11~~ *or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date 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-liability company;
- (b) The file number of the foreign limited-liability company, if known;
- (c) The names and titles of all its managers or, if there is no manager, all its managing members;
- (d) The address, either residence or business, of each manager or managing member listed pursuant to paragraph (c); *and*
- (e) ~~The information required pursuant to NRS 77.310; and~~
~~(f)~~ *The signature of a manager or managing member of the foreign limited-liability company, or some other person specifically authorized by the foreign limited-liability company 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-liability company;~~

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

(b) ~~Acknowledges~~ *The foreign 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 with 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 with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a manager or managing member in furtherance of any unlawful conduct.

3. Upon filing:

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

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

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

5. The Secretary of State shall, 90 days before the last day for filing each annual list required by this section, provide to each foreign limited-liability company which is required to comply with the provisions of NRS 86.5461 to 86.5468, inclusive, and which has not become delinquent, a notice of the fee due pursuant to subsection 3 and a reminder to file the list required pursuant



to subsection 1. Failure of any foreign limited-liability company to receive a notice does not excuse it from the penalty imposed by the provisions of NRS 86.5461 to 86.5468, inclusive.

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

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

8. A person who files with the Secretary of State a list required by this section which identifies a manager or managing member with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a manager or managing members in furtherance of any unlawful conduct is subject to the penalty set forth in NRS 225.084.

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

10. The Secretary of State may allow a foreign limited-liability company to select an alternative due date for filing the initial list required by this section.

11. The Secretary of State may adopt regulations to administer the provisions of subsection 10.

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

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

(a) Files with the Secretary of State:

(1) The list required by NRS 86.5461;

(2) The statement required by NRS 86.5462, 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 foreign 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 86.5461 and 86.5465 for each year or portion thereof that its right to transact business was forfeited;

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

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

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

(a) Requests a certificate of reinstatement; and

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

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

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

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

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

86.548 1. Every foreign limited-liability company transacting business in this State which willfully fails or neglects to register with the Secretary of State in accordance with the provisions of NRS 86.544 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 limited-liability company transacting business in this State which fails or neglects to register with the Secretary of State in accordance with the provisions of NRS 86.544 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 limited-liability company to register with the Secretary of State does not impair the validity of any contract or act of the foreign limited-liability company, or prevent



the foreign limited-liability company from defending any action, suit or proceeding in any court of this State.

4. When the Secretary of State is advised that a foreign limited-liability company is subject to the fine described in subsection 1, the Secretary of State may, as soon as practicable, ~~instruct~~ *refer the matter to* the district attorney of the county where the foreign limited-liability company has its principal place of business or the Attorney General, or both, *for a determination of whether* to institute proceedings to recover the fine. *The district attorney of the county where the foreign limited-liability company has its principal place of business or the Attorney General may institute and prosecute the appropriate 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 limited-liability company to answer any interrogatory submitted by the Secretary of State that will assist in the investigation.*

6. A foreign limited-liability company, 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 by the foreign limited-liability company.

~~16.1~~ 7. The Secretary of State may adopt regulations to administer the provisions of this section.

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

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

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

(a) Prepare a certificate of correction that:

(1) States the name of the limited-liability company;

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

(3) Specifies the inaccuracy or defect;

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



(5) Is signed by a manager of the company or, if management is not vested in a manager, by a member of the company **H**, *or by some other person specifically authorized by the company 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 limited-liability company has made a filing with the Secretary of State and the Secretary of State has not processed the filing and placed the filing into the public record, the limited-liability company may cancel the filing by:

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

(b) Paying a fee of \$50.

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

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

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

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

(2) The information required pursuant to NRS 77.310.

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

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

(5) That the 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.

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.
- (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 person shall not register a registered limited-liability partnership for any illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.*

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~~ *refer the matter to* the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, *for a determination of whether* to institute proceedings to recover the fine. *The district attorney of the county in which the person's principal place of business is located or the Attorney General may institute and prosecute the appropriate 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.*



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

Sec. 42.5. NRS 87.500 is hereby amended to read as follows:

87.500 1. If a registered agent resigns pursuant to NRS 77.370 or if a commercial registered agent terminates its ~~filing~~ *registration* as a commercial registered agent pursuant to NRS 77.330, the registered limited-liability partnership shall, before the effective date of the resignation or termination, file with the Secretary of State a statement of change of registered agent pursuant to NRS 77.340.

2. If a registered limited-liability partnership fails to comply with subsection 1, it is in default and is subject to the provisions of NRS 87.520.

3. As used in this section, “commercial registered agent” has the meaning ascribed to it in NRS 77.040.

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

87.510 1. A registered limited-liability partnership shall, on or before the last day of the first month after the filing of its certificate of registration with the Secretary of State ~~or~~ *or, if the registered limited-liability partnership has selected an alternative due date pursuant to subsection 8, on or before that alternative due date*, and annually thereafter on or before the last day of the month in which the anniversary date of the filing of its certificate of registration with the Secretary of State occurs ~~or~~ *or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date occurs in each year*, file with the Secretary of State, on a form furnished by the Secretary of State, a list that contains:

- (a) The name of the registered limited-liability partnership;
- (b) The file number of the registered limited-liability partnership, if known;
- (c) The names of all of its managing partners;
- (d) The address, either residence or business, of each managing partner; *and*
- (e) ~~The information required pursuant to NRS 77.340; and~~ ~~(f)~~ *The signature of a managing partner of the registered limited-liability partnership, or some other person specifically authorized by the registered limited-liability 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 registered limited-liability partnership has complied with the provisions of chapter 76 of NRS ~~and which~~ *, that the 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 ~~H~~ *and that none of the managing partners identified in the list has been identified in the list with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a managing partner in furtherance of any unlawful conduct.*

2. Upon filing:

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

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

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

4. The Secretary of State shall, at least 90 days before the last day for filing each annual list required by subsection 1, 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 required by subsection 1 which identifies a managing partner with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a managing partner in furtherance of any unlawful conduct is subject to the penalty set forth in NRS 225.084.

8. The Secretary of State may allow a registered limited-liability partnership to select an alternative due date for filing the initial list required by subsection 1.



9. The Secretary of State may adopt regulations to administer the provisions of subsection 8.

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:

(a) Requests a certificate of reinstatement; and

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

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

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

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

87.5405 1. Every foreign registered limited-liability partnership which is doing business in this State and which willfully fails or neglects to register with the Secretary of State pursuant to NRS 87.440 to 87.500, inclusive, and 87.541 to 87.544, inclusive, 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 registered limited-liability partnership which is doing business in this State and which fails or neglects to register with the Secretary of State pursuant to NRS 87.440 to 87.500, inclusive, and 87.541 to 87.544, inclusive, 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 pursuant to NRS 87.440 to 87.500, inclusive, and 87.541 to 87.544, inclusive.

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

4. When the Secretary of State is advised that a foreign registered limited-liability partnership is subject to the fine described in subsection 1, the Secretary of State may, as soon as practicable, ~~instruct~~ *refer the matter to* the district attorney of the county in which the foreign registered limited-liability partnership's principal place of business is located or the Attorney General, or both, *for a determination of whether* to institute proceedings to recover the fine. *The district attorney of the county in which the foreign registered limited-liability partnership's principal place of business is located or the Attorney General may institute and prosecute the appropriate 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 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.

~~16-~~ 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 ~~It~~ *or, if the foreign registered limited-liability partnership has selected an alternative due date pursuant to subsection 9, on or before that alternative due date*, 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 ~~It~~ *or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date 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 77.340; 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 ~~It~~; *and*

(c) *None of the managing partners identified in the list has been identified in the list with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a managing partner in furtherance of any unlawful conduct.*

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 required by subsection 1 which identifies a managing partner with the fraudulent intent of concealing the identity of any person or persons exercising the power and authority of a managing partner in furtherance of any unlawful conduct is subject to the penalty set forth in NRS 225.084.

9. The Secretary of State may allow a foreign registered limited-liability partnership to select an alternative due date for filing the initial list required by this section.

10. The Secretary of State may adopt regulations to administer the provisions of subsection 9.

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

(a) Files with the Secretary of State:

(1) The list required by NRS 87.541; ~~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 foreign registered limited-liability partnership; and

(b) Pays to the Secretary of State:

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

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

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

(a) Requests a certificate of reinstatement; and

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

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

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

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

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

87.547 1. A registered limited-liability partnership may correct a record filed in the Office of the Secretary of State with respect to the registered limited-liability partnership if the record



contains an inaccurate description of a partnership action or if the record was defectively signed, attested, sealed, verified or acknowledged.

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

(a) Prepare a certificate of correction that:

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

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

(3) Specifies the inaccuracy or defect;

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

(5) Is signed by a managing partner of the registered limited-liability partnership **H 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 illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.***

3. A limited partnership has a perpetual duration.



Sec. 49.5. NRS 87A.225 is hereby amended to read as follows:

87A.225 1. If a registered agent resigns pursuant to NRS 77.370 or if a commercial registered agent terminates its ~~listing~~ **registration** as a commercial registered agent pursuant to NRS 77.330, the limited partnership, before the effective date of the resignation or termination, shall file with the Secretary of State a statement of change of registered agent pursuant to NRS 77.340.

2. Each limited partnership which fails to comply with subsection 1 shall be deemed in default and is subject to the provisions of NRS 87A.300 and 87A.305.

3. As used in this section "commercial registered agent" has the meaning ascribed to it in NRS 77.040.

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 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, other than a foreign limited partnership, is subject to the fine described in subsection 1, the Secretary of State may, as soon as practicable, ~~instruct~~ **refer the matter to** the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, **for a determination of whether** to institute proceedings to recover the fine. **The district attorney of the county in which the person's principal place of business is located or the Attorney General may institute and prosecute the appropriate 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 limited partnership 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. 51. NRS 87A.275 is hereby amended to read as follows:

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

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

(a) Prepare a certificate of correction that:

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

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

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

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

(5) Is signed by a general partner of the limited partnership or foreign limited partnership **H or by some other person specifically authorized by the limited partnership or foreign limited 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 must not state a delayed effective date and is effective on the effective date of the record it corrects, except that the certificate is effective when filed:

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

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

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

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

(b) Paying a fee of \$50.

Sec. 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 **H or, if the limited partnership has selected an alternative due date pursuant to**



subsection 10, on or before that alternative due date, 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 ~~or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date occurs in each year~~, 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 ~~or, and that none of the general partners identified in the list has been identified in the list with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a general partner in furtherance of any unlawful conduct.~~

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 which identifies a general partner with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a general partner in furtherance of any unlawful conduct is subject to the penalty set forth in NRS 225.084.

10. The Secretary of State may allow a limited partnership to select an alternative due date for filing the initial list required by subsection 1.

11. The Secretary of State may adopt regulations to administer the provisions of subsection 10.

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 person shall not register a foreign limited partnership with the Secretary of State for any illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.*

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;



~~13-1~~ (c) The information required pursuant to NRS 77.310;

~~14-1~~ (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;

~~15-1~~ (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;

~~16-1~~ (f) The name and business address of each general partner; and

~~17-1~~ (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 ~~H~~ *or, if the foreign limited partnership has selected an alternative due date pursuant to subsection 9, on or before that alternative due date*, 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 ~~H~~ *or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date 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 with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a general partner in furtherance of any unlawful conduct.*

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 with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a general partner in furtherance of any unlawful conduct is subject to the penalty set forth in NRS 225.084.



9. The Secretary of State may allow a foreign limited partnership to select an alternative due date for filing the initial list required by this section.

10. The Secretary of State may adopt regulations to administer the provisions of subsection 9.

Sec. 56. NRS 87A.595 is hereby amended to read as follows:

87A.595 1. Except as otherwise provided in subsections 3 and 4 and NRS 87A.580, the Secretary of State shall reinstate a foreign limited partnership which has forfeited or which forfeits its right to transact business under the provisions of this chapter and shall restore to the foreign limited partnership its right to transact business in this State, and to exercise its privileges and immunities, if it:

(a) Files with the Secretary of State:

- (1) The list required by NRS 87A.560;
- (2) The statement required by NRS 87A.565, 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 foreign limited partnership; and

(b) Pays to the Secretary of State:

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

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

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

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

(a) Requests a certificate of reinstatement; and

(b) Pays the required fees pursuant to 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 of the right to transact business occurred only by reason of failure to pay the fees and penalties.

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



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

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

87A.610 1. Every foreign limited partnership transacting business in this State 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 foreign limited partnership transacting business in this State 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 with the Secretary of State.

3. The failure of a foreign limited partnership to register with the Secretary of State does not impair the validity of any contract or act of the foreign limited partnership or prevent the foreign 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 foreign limited partnership is subject to the fine described in subsection 1, the Secretary of State may, as soon as practicable, ~~{instruct}~~ *refer the matter to* the district attorney of the county where the foreign limited partnership has its principal place of business or the Attorney General, or both, *for a determination of whether* to institute proceedings to recover any applicable fine provided for in this section. *The district attorney of the county where the foreign limited partnership has its principal place of business or the Attorney General may institute and prosecute the appropriate proceedings to recover the fine.* If the district attorney or the Attorney General prevails in a proceeding to recover a fine pursuant to 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.

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



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

~~16-1~~ 7. A foreign limited partnership, 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.

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

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

87A.630 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. *A person shall not register a registered limited-liability limited partnership for any illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.*

4. ~~1A-partnership~~ *Any person* may register as a registered limited-liability limited partnership at the time ~~1A-1~~ *the person* files a certificate of limited partnership by filing a ~~1A-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 prescribed in subsections 1 and 2 of NRS 87A.315.



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

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

87A.632 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~~ *refer the matter to* the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, *for a determination of whether* to institute proceedings to recover the fine. *The district attorney of the county in which the person's principal place of business is located or the Attorney General may institute and prosecute the appropriate 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. 60. NRS 87A.652 is hereby amended to read as follows:

87A.652 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 subsection 1, the Secretary of State may, as soon as practicable, ~~instruct~~ *refer the matter to* the district attorney of the county where the limited-liability limited partnership has its principal place of business or the Attorney General, or both, *for a determination of whether* to institute proceedings to recover the fine. *The district attorney of the county where the limited-liability limited partnership has its principal place of business or the Attorney General may institute and prosecute the appropriate 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 limited-liability limited partnership, formed pursuant to an agreement governed by the laws of another state, to answer any interrogatory submitted by the Secretary of State that will assist in the investigation.*



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

~~161~~ 7. A limited-liability limited partnership, formed pursuant to an agreement governed by the laws of another state, by transacting business in this State without registering with the Secretary of State in accordance with the provisions of NRS 87A.540 or 88.575, 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.

~~171~~ 8. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 60.5. NRS 88.332 is hereby amended to read as follows:

88.332 1. If a registered agent resigns pursuant to NRS 77.370 or if a commercial registered agent terminates its ~~listing~~ *registration* as a commercial registered agent pursuant to NRS 77.330, the limited partnership, before the effective date of the resignation or termination, shall file with the Secretary of State a statement of change of registered agent pursuant to NRS 77.340.

2. Each limited partnership which fails to comply with subsection 1 shall be deemed in default and is subject to the provisions of NRS 88.400 and 88.405.

3. As used in this section, "commercial registered agent" has the meaning ascribed to it in NRS 77.040.

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

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

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

(a) Prepare a certificate of correction that:

(1) States the name of the limited partnership;

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

(3) Specifies the inaccuracy or defect;

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

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

~~11~~ *or by some other person specifically authorized by the limited 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 limited partnership has made a filing with the Secretary of State and the Secretary of State has not processed the filing and placed the filing into the public record, the limited partnership may cancel the filing by:

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

(b) Paying a fee of \$50.

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

88.342 **1.** A limited partnership may carry on any business that a partnership without limited partners may carry on except banking or insurance.

2. *A person shall not form a limited partnership for any illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.*

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

88.352 **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 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, other than a foreign limited partnership, is subject to the fine described in subsection 1, the Secretary of State may, as soon as practicable, ~~instruct~~ *refer the matter to* the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, *for a determination of whether* to institute proceedings to recover the fine. *The district attorney of the county in which the person's principal place of business is located or the Attorney General may institute and prosecute the appropriate 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. 64. NRS 88.395 is hereby amended to read as follows:

88.395 1. A limited partnership shall, on or before the last day of the first month after the filing of its certificate of limited partnership with the Secretary of State ~~or~~ *or, if the limited partnership has selected an alternative due date pursuant to subsection 10, on or before that alternative due date*, 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 ~~or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date occurs in each year~~, 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 ~~or~~ *, and that none of the general partners identified in the list has been identified in the list with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a general partner in furtherance of any unlawful conduct.*

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

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



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

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

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

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

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

5. The Secretary of State shall, 90 days before the last day for filing each annual list required by subsection 1, 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 with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a general partner in furtherance of any unlawful conduct is subject to the penalty set forth in NRS 225.084.

10. The Secretary of State may allow a limited partnership to select an alternative due date for filing the initial list required by subsection 1.

11. The Secretary of State may adopt regulations to administer the provisions of subsection 10.



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;

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

(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 person shall not register a foreign limited partnership with the*



Secretary of State for any illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.

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 ~~H~~ *or, if the foreign limited partnership has selected an alternative due date pursuant to subsection 9, on or before that alternative due date*, 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 ~~H~~ *or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date 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 with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a general partner in furtherance of any unlawful conduct.

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 with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a general partner in furtherance of any unlawful conduct is subject to the penalty set forth in NRS 225.084.

9. The Secretary of State may allow a foreign limited partnership to select an alternative due date for filing the initial list required by this section.

10. The Secretary of State may adopt regulations to administer the provisions of subsection 9.

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

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

(a) Files with the Secretary of State:

(1) The list required by NRS 88.591;

(2) The statement required by NRS 88.5915, 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 foreign limited partnership; and

(b) Pays to the Secretary of State:

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

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

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



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

(a) Requests a certificate of reinstatement; and

(b) Pays the required fees pursuant to 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 of the right to transact business occurred only by reason of failure to pay the fees and penalties.

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

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

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

88.600 1. Every foreign limited partnership transacting business in this State 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 foreign limited partnership transacting business in this State 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 foreign limited partnership to register with the Secretary of State does not impair the validity of any contract or act of the foreign limited partnership or prevent the foreign 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 foreign limited partnership is subject to the fine described in subsection 1, the Secretary of State may, as soon as practicable, ~~instruct~~ *refer the matter to* the district attorney of the county where the foreign limited partnership has its principal place of business or the Attorney General, or both, *for a determination of whether* to



institute proceedings to recover the fine. *The district attorney of the county where the foreign limited partnership has its principal place of business or the Attorney General may institute and prosecute the appropriate 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 limited partnership to answer any interrogatory submitted by the Secretary of State that will assist in the investigation.*

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

~~16-1~~ 7. A foreign limited partnership, 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.

~~17-1~~ 8. The Secretary of State may adopt regulations to 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 person shall not register a registered limited-liability limited partnership for any illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.*

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~~ *refer the matter to* the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, *for a determination of whether* to institute proceedings to recover the fine. *The district attorney of the county in which the person's principal place of business is located or the Attorney General may institute and prosecute the appropriate 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 subsection 1, the Secretary of State may, as soon as practicable, ~~instruct~~ *refer the matter to* the district attorney of the county where the limited-liability limited partnership has its principal place of business or the Attorney General, or both, *for a determination of whether* to institute proceedings to recover the fine. *The district attorney of the county where the limited-liability limited partnership has its principal place of business or the Attorney General may institute and prosecute the appropriate 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 limited-liability limited partnership, formed pursuant to an agreement governed by the laws of another state, to answer any interrogatory submitted by the Secretary of State that will assist in the investigation.*

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

~~161~~ 7. A limited-liability limited partnership, formed pursuant to an agreement governed by the laws of another state, by transacting business in this State without registering with the Secretary of State in accordance with the provisions of NRS 87A.540 or 88.575, 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.

~~171~~ 8. The Secretary of State may adopt regulations to administer the provisions of this section.

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

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

2. *A person shall not form a business trust for any illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.*

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

88A.215 1. Every person, other than a foreign business trust, who is purporting to do business in this State as a business trust and who willfully fails or neglects to file with the Secretary of State a certificate of trust 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, other than a foreign business trust, is subject to the fine described in subsection 1, the Secretary of State may, as soon as practicable, ~~instruct~~ *refer the matter to* the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, *for a determination of whether* to institute proceedings to recover the fine. *The district attorney of the county in which the person's principal place of business is located*



or the Attorney General may institute and prosecute the appropriate 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. 74.5. NRS 88A.530 is hereby amended to read as follows:

88A.530 1. If its registered agent resigns pursuant to NRS 77.370 or if its commercial registered agent terminates its ~~listing~~ *registration* as a commercial registered agent pursuant to NRS 77.330, a business trust, before the effective date of the resignation or termination, shall file with the Secretary of State a statement of change of registered agent pursuant to NRS 77.340.

2. A business trust that fails to comply with subsection 1 shall be deemed in default and is subject to the provisions of NRS 88A.630 to 88A.660, inclusive.

3. As used in this section, "commercial registered agent" has the meaning ascribed to it in NRS 77.040.

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

88A.600 1. A business trust formed pursuant to this chapter shall, on or before the last day of the first month after the filing of its certificate of trust with the Secretary of State ~~or, if the business trust has selected an alternative due date pursuant to subsection 8, on or before that alternative due date,~~ and annually thereafter on or before the last day of the month in which the anniversary date of the filing of its certificate of trust with the Secretary of State occurs, file with the Secretary of State ~~or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date occurs in each year,~~ on a form furnished by the Secretary of State, a list signed by at least one trustee *, or by some other person specifically authorized by the business trust to sign the list,* that contains the name and street address of at least one trustee ~~. and the information required pursuant to NRS 77.310.~~ Each list filed pursuant to this subsection



must be accompanied by a declaration under penalty of perjury that
: ~~{the business trust:}~~

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

(b) ~~{Acknowledges}~~ *The business trust 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 trustees identified in the list has been identified in the list with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a trustee in furtherance of any unlawful conduct.

2. Upon filing:

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

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

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

4. The Secretary of State shall, 90 days before the last day for filing each annual list required by subsection 1, 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 required by subsection 1 which identifies a trustee with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a trustee in furtherance of any unlawful conduct 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.



8. The Secretary of State may allow a business trust to select an alternative due date for filing the initial list required by subsection 1.

9. The Secretary of State may adopt regulations to administer the provisions of subsection 8.

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 person shall not register a foreign business trust with the Secretary of State for any illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.*

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 Secretary of State ~~1-1~~ *or, if the foreign business trust has selected an alternative due date pursuant to subsection 10, on or before that alternative due date*, 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 ~~1-1~~ *or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date 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 business trust;

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

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

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

(e) ~~1-1~~ *The information required pursuant to NRS 77.310; and*

~~1-1~~ *The signature of a trustee of the foreign business trust, or some other person specifically authorized by the foreign business*



trust to sign the list, certifying that the list is true, complete and accurate.

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

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

(b) ~~Acknowledges~~ *The foreign business trust 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

(c) *None of the trustees identified in the list has been identified in the list with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a trustee in furtherance of any unlawful conduct.*

3. Upon filing:

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

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

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

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

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

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

8. A person who files with the Secretary of State a list required by this section which identifies a trustee with the



fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a trustee in furtherance of any unlawful conduct is subject to the penalty set forth in NRS 225.084.

9. 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 foreign business trust based solely on the fact that the person is a beneficial owner.

10. The Secretary of State may allow a foreign business trust to select an alternative due date for filing the initial list required by this section.

11. The Secretary of State may adopt regulations to administer the provisions of subsection 10.

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

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

(a) Files with the Secretary of State:

(1) The list required by NRS 88A.732; ~~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 foreign business trust; and

(b) Pays to the Secretary of State:

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

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

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

(a) Requests a certificate of reinstatement; and

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

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

4. If the right of a foreign business trust to transact business in this State has been forfeited pursuant to the provisions of this



chapter and has remained forfeited for a period of 5 consecutive years, the right to transact business must not be reinstated.

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~~ *refer the matter to* the district attorney of the county where the foreign business trust has its principal place of business or the Attorney General, or both, *for a determination of whether* to institute proceedings to recover the fine. *The district attorney of the county where the foreign business trust has its principal place of business or the Attorney General may institute and prosecute the appropriate 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 ~~or~~ *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 illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.



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

89.215 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~~ *refer the matter to* the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, *for a determination of whether* to institute proceedings to recover the fine. *The district attorney of the county in which the person's principal place of business is located or the Attorney General may institute and prosecute the appropriate 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 ~~or~~ *or, if the professional association has selected an alternative due date pursuant to subsection 7, on or before that alternative due date,* and annually thereafter on or before the last day of the month in which the anniversary date of its organization occurs in each year ~~or~~ *or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date 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 ~~§~~ *or, if the professional association has selected an alternative due date pursuant to subsection 7, on or before that alternative due date*, and annually thereafter on or before the last day of the month in which the anniversary date of its organization occurs in each year ~~§~~ *or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date 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 ~~§~~ *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 ~~§~~ ; and

(3) *None of the members or employees identified in the list has been identified in the list with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a member or employee in furtherance of any unlawful conduct.*

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 with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a member or employee in furtherance of any unlawful conduct 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.

7. The Secretary of State may allow a professional association to select an alternative due date for filing the initial list required by this section.

8. The Secretary of State may adopt regulations to administer the provisions of subsection 7.

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.

