REQUIRES TWO-THIRDS MAJORITY VOTE
(§§ 8, 10, 14, 19, 20, 26, 35, 37, 45, 47, 55, 57)

S.B. 39

SENATE BILL NO. 39–COMMITTEE ON JUDICIARY

(ON BEHALF OF THE SECRETARY OF STATE)

PREFILED DECEMBER 20, 2014

Referred to Committee on Judiciary

SUMMARY—Revises provisions relating to business associations. (BDR 7-450)

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

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

AN ACT relating to business; revising various provisions governing the state business license; requiring certain persons who are not required to obtain a state business license to obtain a certificate of exemption from the Secretary of State; revising provisions governing the penalty imposed on a person who conducts a business in this State without obtaining a state business license; revising provisions governing the annual renewal of a state business license; revising provisions governing the duties of a registered agent; authorizing certain business entities to dissolve or surrender their right to transact business in this State without paying certain fees and penalties under certain circumstances; authorizing certain business entities to file a certificate of intent to dissolve or surrender their right to transact business in this State under certain circumstances; authorizing certain business entities to renew or revive their right to transact business in this State under certain circumstances; revising provisions governing the filing of articles of conversion by an entity converting into a domestic entity; revising provisions governing the service of process on business entities; requiring the Secretary of State to assign business identification numbers under certain circumstances; authorizing the Secretary of State to charge fees for filing certain documents; providing penalties; and providing other matters properly relating thereto.

* S B 3 9 *

Legislative Counsel's Digest:

Section 1 of this bill requires that a state business license contain the business identification number as assigned by the Secretary of State pursuant to **section 64** of this act.

Under existing law, certain persons are excluded from the definition of "business" for the purposes of state business licenses and, thus, are not required to obtain a state business license. (NRS 76.020) **Section 2** of this bill requires these persons to obtain annually from the Secretary of State a certificate of exemption from the requirement to obtain a state business license.

Under existing law, a person who conducts a business in this State without obtaining a state business license and a person who fails to renew the person's state business license by paying the annual state business license fee must pay, in addition to the annual state business license fee, a penalty of $100. (NRS 76.110, 76.130) **Section 3** of this bill requires the penalty for conducting a business in this State without obtaining a state business license to be assessed for each year for which business was conducted without obtaining a state business license. **Section 4** of this bill provides that the penalty for failing to renew a state business license applies until the person conducting the business cancels the person's state business license. **Section 4** further authorizes the Secretary of State to waive the annual state business license fee and any related penalty imposed on a natural person or partnership if the natural person or partnership conducted no business in this State during the period for which the fees and penalties would be waived.

Section 5 of this bill prohibits the Secretary of State from issuing a new state business license to a person who is applying for a new state business license for the purpose of avoiding the fees and penalties imposed for conducting business in this State with an expired state business license.

Under existing law, a registered agent for a business entity has certain responsibilities relating to providing certain notices for his or her represented entities. (NRS 77.400) **Section 6** of this bill requires a registered agent to accept any process, notice or demand for any of his or her represented entities and to maintain certain documents for those entities.

Under existing law, the charter or certificate of registration, limited partnership or trust, as applicable, of a business entity organized under the laws of this State is revoked if the business entity fails to file an annual list and pay the fee for filing such an annual list. A business entity whose charter or certificate has been revoked is not authorized to transact business in this State. (NRS 78.175, 82.193, 86.274, 87.520, 87A.305, 88.405, 88A.640, 89.254) **Sections 8, 14, 19, 26, 35, 45 and 55** of this bill provide that: (1) the Secretary of State may authorize a domestic business entity whose charter has been revoked to dissolve without paying certain additional fees and penalties and, thus, use the procedures of existing law to dissolve the entity and wind up its affairs; and (2) a domestic business entity whose charter has been revoked may halt the accrual of additional fees and penalties by filing a certificate of intent to dissolve and paying a fee for the filing of the certificate. **Sections 10, 20, 37, 47, and 57** of this bill apply these provisions to foreign business entities whose right to transact business in this State has been revoked.

Existing law authorizes certain domestic entities to renew their charter, certificate of registration, limited partnership or trust, or articles of association which have expired or revive their charter, certificate or articles which have been revoked by filing a certificate of renewal or revival with the Secretary of State and paying certain fees. (NRS 78.730, 82.546, 86.580) **Sections 11, 12, 15, 16, 21, 22, 27, 28, 31, 32, 36, 38, 40, 41, 46, 48, 50, 51, 56 and 58-61** of this bill: (1) extend the provisions concerning such renewal or revival to additional domestic business entities; and (2) authorize certain foreign entities whose right to transact business in this State has been forfeited to renew or revive their right to transact business in this State by following a similar procedure.

Section 63 of this bill specifies that: (1) service of process on a business entity may be made by serving process on the registered agent listed as the registered agent for the business entity in the records of the Secretary of State; and (2) such service is valid regardless of whether the business entity is in default or revoked status with the Secretary of State and regardless of any debts and disputes between the registered agent and the business entity.

Section 64 of this bill requires the Secretary of State to assign a business identification number to businesses under certain circumstances.

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

Section 1. NRS 76.100 is hereby amended to read as follows:

76.100 1. A person shall not conduct a business in this State unless and until the person obtains a state business license issued by the Secretary of State. If the person is:

(a) An entity required to file an initial or annual list with the Secretary of State pursuant to this title, the person must obtain the state business license at the time of filing the initial or annual list.

(b) Not an entity required to file an initial or annual list with the Secretary of State pursuant to this title, the person must obtain the state business license before conducting a business in this State.

2. An application for a state business license must:

(a) Be made upon a form prescribed by the Secretary of State;

(b) Set forth the name under which the applicant transacts or intends to transact business, or if the applicant is an entity organized pursuant to this title and on file with the Secretary of State, the exact name on file with the Secretary of State, the entity number as assigned by the Secretary of State, if known, and the location in this State of the place or places of business;

(c) Be accompanied by a fee in the amount of $100; and

(d) Include any other information that the Secretary of State deems necessary.

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

3. The application must be signed pursuant to NRS 239.330 by:

(a) The owner of a business that is owned by a natural person.

(b) A member or partner of an association or partnership.

(c) A general partner of a limited partnership.

(d) A managing partner of a limited-liability partnership.

(e) A manager or managing member of a limited-liability company.

(f) An officer of a corporation or some other person specifically authorized by the corporation to sign the application.

4. If the application for a state business license is defective in any respect or the fee required by this section is not paid, the Secretary of State may return the application for correction or payment.

5. ***A state business license issued pursuant to this section must contain the business identification number assigned by the Secretary of State pursuant to section 64 of this act.***

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

~~[6.]~~ ***7.*** For the purposes of this chapter, a person shall be deemed to conduct a business in this State if a business for which the person is responsible:

(a) Is organized pursuant to this title, other than a business organized pursuant to:

(1) Chapter 82 or 84 of NRS; or

(2) Chapter 81 of NRS if the business is a nonprofit religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c).

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

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

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

~~[7.]~~ ***8.*** As used in this section, "registered agent" has the meaning ascribed to it in NRS 77.230.

Sec. 2. NRS 76.105 is hereby amended to read as follows:

76.105 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]~~ ***an application*** for ~~[the]~~ ***a certificate of*** exemption on a form provided by the Secretary of State.

2. ***The application must be signed pursuant to NRS 239.330 by:***

(a) The owner of a business that is owned by a natural person.

(b) A member or partner of an association or partnership.

(c) A general partner of a limited partnership.

(d) A managing partner of a limited-liability partnership.

(e) A manager or managing member of a limited-liability company.

(f) An officer of a corporation or some other person specifically authorized by the corporation to sign the application.

3. If the application for a certificate of exemption is defective in any respect, the Secretary of State may return the application for correction.

4. A certificate of exemption issued pursuant to this section must contain the business identification number assigned by the Secretary of State pursuant to section 64 of this act.

5. A certificate of exemption must be renewed annually. A person who applies for the renewal of a certificate of exemption must submit the application for renewal:

(a) If the person is an entity required to file an annual list with the Secretary of State pursuant to this title, at the time the person submits the annual list to the Secretary of State, unless the person submits a certificate or other form evidencing the dissolution of the entity; or

(b) If the person is not an entity required to file an annual list with the Secretary of State pursuant to this title, on the last day of the month in which the anniversary date of issuance of the certificate of exemption occurs in each year, unless the person submits a written statement to the Secretary of State, at least 10 days before that date, indicating that the person will not be conducting an activity for which a certificate of exemption must be obtained.

6. The provisions of subsection 1 do not apply to a business organized pursuant to ~~[chapter]~~ ***:***

(a) Chapter 82 or 84 of NRS ~~[.]~~ ***; or***

(b) Chapter 81 of NRS if the business is a nonprofit religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c).

Sec. 3. NRS 76.110 is hereby amended to read as follows:

76.110 ***1.*** If a person fails to obtain a state business license and pay the fee required pursuant to NRS 76.100 before conducting a business in this State and the person is:

~~[1.]~~ ***(a)*** An entity required to file an annual list with the Secretary of State pursuant to this title, the person:

~~[(a)]~~ ***(1)*** Shall pay a penalty of $100 in addition to the annual state business license fee ~~[; (b)]~~ ***for each year in which the entity fails to obtain a state business license;***

(2) Shall be deemed to have not complied with the requirement to file an annual list with the Secretary of State; and

~~[(c)]~~ ***(3)*** Is subject to all applicable provisions relating to the failure to file an annual list, including, without limitation, the provisions governing default and revocation of its charter or right to transact business in this State, except that the person is required to pay the penalty set forth in ***subparagraph (1) of*** paragraph (a).

~~[2.]~~ ***(b)*** Not an entity required to file an annual list with the Secretary of State, the person shall pay a penalty in the amount of $100 in addition to the annual state business license fee ~~[.]~~ ***for each year in which the person has conducted business in this State without a state business license.***

2. The Secretary of State may refuse to issue a state business license to a person that has failed to pay the fees and penalties required by this chapter.

Sec. 4. NRS 76.130 is hereby amended to read as follows:

76.130 1. A person who applies for renewal of a state business license shall submit a fee in the amount of $100 to the Secretary of State:

(a) If the person is an entity required to file an annual list with the Secretary of State pursuant to this title, at the time the person submits the annual list to the Secretary of State, unless the person submits a certificate or other form evidencing the dissolution of the entity; or

(b) If the person is not an entity required to file an annual list with the Secretary of State pursuant to this title, on the last day of the month in which the anniversary date of issuance of the state business license occurs in each year, unless the person submits a written statement to the Secretary of State, at least 10 days before that date, indicating that the person will not be conducting a business in this State after that date.

2. The Secretary of State shall, 90 days before the last day for filing an application for renewal of the state business license of a person who holds a state business license, provide to the person a notice of the state business license fee due pursuant to this section and a reminder to file the application for renewal required pursuant to this section. Failure of any person to receive a notice does not excuse the person from the penalty imposed by law.

3. If a person fails to submit the annual state business license fee required pursuant to this section in a timely manner and the person is:

(a) An entity required to file an annual list with the Secretary of State pursuant to this title, the person:

(1) Shall pay a penalty of $100 in addition to the annual state business license fee;

(2) Shall be deemed to have not complied with the requirement to file an annual list with the Secretary of State; and

(3) Is subject to all applicable provisions relating to the failure to file an annual list, including, without limitation, the provisions governing default and revocation of its charter or right to transact business in this State, except that the person is required to pay the penalty set forth in subparagraph (1).

(b) Not an entity required to file an annual list with the Secretary of State, the person shall pay a penalty in the amount of $100 in addition to the annual state business license fee. The Secretary of State shall provide to the person a written notice that:

(1) Must include a statement indicating the amount of the fees and penalties required pursuant to this section and the costs remaining unpaid.

(2) May be provided electronically, if the person has requested to receive communications by electronic transmission, by electronic mail or other electronic communication.

4. A person who fails to cancel his or her state business license before its renewal date is subject to the fees and penalties provided for in this section until the person files a certificate of cancellation of the person's state business license with the Secretary of State and pays any applicable fees and penalties.

5. The Secretary of State may waive the annual state business license fee and any related penalty imposed on a natural person or partnership if the natural person or partnership provides evidence satisfactory to the Secretary of State that the natural person or partnership conducted no business in this State during the period for which the fees and penalties would be waived.

Sec. 5. NRS 76.170 is hereby amended to read as follows:

76.170 1. If a person who holds a state business license fails to comply with a provision of this chapter or a regulation of the Secretary of State adopted pursuant thereto, the Secretary of State may revoke or suspend the state business license of the person.

2. If the license is suspended or revoked, the Secretary of State shall provide written notice of the action to the person who holds the state business license.

3. The Secretary of State shall not issue a new license to the former holder of a revoked state business license unless the Secretary of State is satisfied that the person will comply with the provisions of this chapter and the regulations of the Secretary of State adopted pursuant thereto.

4. The Secretary of State shall not issue a new state business license to a person if the person is applying for a new state business license for the purpose of avoiding any fees or penalties imposed pursuant to this chapter on a person conducting business in this State with an expired state business license.

Sec. 6. 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 in its registration under subsection 2 of NRS 77.320.

5. To accept any process, notice or demand properly served on or delivered to the registered agent for any represented entity of the registered agent;

6. To maintain the documents required to be held by the represented entity with the registered agent pursuant to this title; and

7. To verify and maintain for each represented entity:

(a) The name and physical location of a contact person; and

(b) If the agent is a commercial registered agent, an agency agreement or contract between the commercial registered agent and the represented entity.

Sec. 7. NRS 77.447 is hereby amended to read as follows:

77.447 1. A person who violates a provision of this chapter ***or any other applicable law or regulation of this State relating to the conduct of a registered agent*** 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. 8. Chapter 78 of NRS is hereby amended by adding thereto a new section to read as follows:

1. The Secretary of State may authorize a corporation whose charter has been revoked to dissolve without paying additional fees and penalties, other than the fee for filing a certificate of intent to dissolve pursuant to subsection 2, if such a certificate is filed, and the fee for filing a certificate of dissolution required by NRS 78.780, if the corporation provides evidence satisfactory to the Secretary of State that the corporation did not transact business in this State or as a corporation organized pursuant to the laws of this State:

(a) During the entire period for which its charter was revoked; or

(b) During a portion of the period for which its charter was revoked and paying the fees and penalties for the portion of that period in which the corporation transacted business in this State or as a corporation organized pursuant to the laws of this State.

2. A corporation whose charter has been revoked that is no longer transacting business in this State or as a corporation organized pursuant to the laws of this State may register its intent to dissolve by:

(a) Paying the fee for filing a certificate of dissolution required by NRS 78.780; and

(b) Filing a certificate of intent to dissolve that is approved and signed by the person or persons required to approve and sign a certificate of dissolution for the corporation and that sets forth:

(1) The name of the corporation as filed with the Secretary of State;

(2) The business identification number assigned to the corporation by the Secretary of State;

(3) The date on which the corporation ceased to transact business in this State or as a corporation organized pursuant to the laws of this State;

(4) The reason that the corporation is seeking the relief afforded by the filing of the certificate; and

(5) A statement that the filing of the certificate has been approved by the person or persons required to approve a certificate of dissolution for the corporation.

3. Except as otherwise provided in subsection 4, upon the filing of a certificate of intent to dissolve pursuant to subsection 2, the Secretary of State shall not impose on the corporation any additional fees and penalties relating to the failure of the corporation to file a certificate of dissolution.

4. A corporation that has filed a certificate of intent to dissolve pursuant to subsection 2 and that subsequently fails to file a certificate of dissolution and pay the fee for filing the certificate of dissolution must file the documents and pay the fees and penalties that would have been required pursuant to this chapter if the corporation had not filed the certificate of intent to dissolve.

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

Sec. 9. Chapter 80 of NRS is hereby amended by adding thereto the provisions set forth as sections 10 and 11 of this act.

Sec. 10. ***1. The Secretary of State may authorize a foreign corporation whose right to transact business in this State has been revoked to surrender its right to transact business in this State without paying additional fees and penalties, other than the fee for filing a certificate of intent to surrender its right to transact business in this State pursuant to subsection 2, if such a certificate is filed, and the fee for filing a notice of withdrawal required by NRS 80.050, if the foreign corporation provides evidence satisfactory to the Secretary of State that the foreign corporation did not transact business in this State:***

(a) During the entire period for which its right to transact business in this State was revoked; or

(b) During a portion of the period for which its right to transact business in this State was revoked and paying the fees and penalties for the portion of that period in which the foreign corporation transacted business in this State.

2. A foreign corporation whose right to transact business in this State has been revoked that is no longer transacting business in this State may register its intent to surrender its rights to transact business in this State by:

(a) Paying the fee for filing a notice of withdrawal required by NRS 80.050; and

(b) Filing a certificate of intent to withdraw that is approved and signed by the person or persons required to approve and sign

a notice of withdrawal for the foreign corporation pursuant to NRS 80.200 and that sets forth:

(1) The name of the foreign corporation as filed with the Secretary of State;

(2) The business identification number assigned to the foreign corporation by the Secretary of State;

(3) The date on which the foreign corporation ceased to transact business in this State;

(4) The reason that the foreign corporation is seeking the relief afforded by the filing of the certificate; and

(5) A statement that the filing of the certificate has been approved by the person or persons required to approve a notice of withdrawal for the foreign corporation pursuant to NRS 80.200.

3. Except as otherwise provided in subsection 4, upon the filing of a certificate of intent to dissolve pursuant to subsection 2, the Secretary of State shall not impose on the foreign corporation any additional fees and penalties relating to the failure of the foreign corporation to file a notice of withdrawal pursuant to NRS 80.200.

4. A foreign corporation that has filed a certificate of intent to withdraw pursuant to subsection 2 and that subsequently fails to file a notice of withdrawal and pay the fee for filing the notice of withdrawal must file the documents and pay the fees and penalties that would have been required pursuant to this chapter if the foreign corporation had not filed the certificate of intent to withdraw.

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

Sec. 11. *1. Except as otherwise provided in NRS 80.113, a foreign corporation which was qualified to transact business in this State pursuant to this chapter may, upon complying with the provisions of NRS 80.170, procure a renewal or revival of its right to transact business in this State 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 qualification to transact business in this State and amendments thereto, or existing qualification to transact business in this State, by filing:*

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

(1) The name of the foreign corporation, which must be the name of the foreign corporation at the time of the renewal or revival, or its name at the time its original qualification to transact business in this State expired.

(2) The information required pursuant to NRS 77.310.

(3) The date on which the renewal or revival of the qualification to transact business in this State is to commence or be effective, which may be, in cases of a revival, before the date of the certificate.

(4) The time for which the renewal or revival is to continue.

(5) That the foreign corporation desiring to renew or revive its right to transact business in this State is, or has been, organized and carrying on the business authorized by its existing or original qualification to transact business in this State and amendments thereto, and desires to renew or continue through revival its qualification to transact business in this State 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 foreign corporation or, if the foreign corporation does not have a board of directors, the equivalent of such a board.

2. A foreign corporation whose qualification to transact business in this State 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 of the foreign corporation.

3. A foreign corporation seeking to revive its qualification to transact business in this State shall cause the certificate to be signed by a person or persons designated or appointed by the stockholders of the foreign corporation. The signing and filing of the certificate must be approved by the written consent of the stockholders of the foreign 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 foreign corporation shall pay to the Secretary of State the fee required to qualify a foreign corporation to transact business in this State 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 qualification to transact business in this State of the foreign corporation therein named.

5. Except as otherwise provided in NRS 80.175, a renewal or revival pursuant to this section relates back to the date on which the foreign corporation's qualification to transact business in this State expired or was forfeited and renews or revives the foreign corporation's qualification to transact business in this State as if such right had at all times remained in full force and effect.

Sec. 12. NRS 80.175 is hereby amended to read as follows:

80.175 1. Except as otherwise provided in subsection 2, if a foreign corporation applies to reinstate ***or revive*** its charter but its name has been legally reserved or acquired by another artificial person formed, organized, registered or qualified pursuant to the provisions of this title whose name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the foreign corporation must in its application for reinstatement ***or revival*** submit in writing to the Secretary of State some other name under which it desires its existence to be reinstated ~~[.]~~ ***or revived.*** If that name is distinguishable from all other names reserved or otherwise on file, the Secretary of State shall reinstate ***or revive*** the foreign corporation under that new name.

2. If the applying foreign corporation submits the written, acknowledged consent of the artificial person having a name, or the person who has reserved a name, which is not distinguishable from the old name of the applying foreign corporation or a new name it has submitted, it may be reinstated ***or revived*** under that name.

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

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

Sec. 13. Chapter 82 of NRS is hereby amended by adding thereto the provisions set forth as sections 14 and 15 of this act.

Sec. 14. ***1. The Secretary of State may authorize a nonprofit corporation whose charter has been revoked to dissolve without paying additional fees and penalties, other than the fee for filing a certificate of intent to dissolve pursuant to subsection 2, if such a certificate is filed, and the fee for filing a certificate of dissolution required by NRS 82.531, if the nonprofit corporation provides evidence satisfactory to the Secretary of State that the nonprofit corporation did not transact business in this State or as a nonprofit corporation organized pursuant to the laws of this State:***

(a) During the entire period for which its charter was revoked; or

(b) During a portion of the period for which its charter was revoked and paying the fees and penalties for the portion of that period in which the nonprofit corporation transacted business in this State or as a nonprofit corporation organized pursuant to the laws of this State.

2. A nonprofit corporation whose charter has been revoked that is no longer transacting business in this State or as a nonprofit corporation organized pursuant to the laws of this State may register its intent to dissolve by:

(a) Paying the fee for filing a certificate of dissolution required by NRS 82.531; and

(b) Filing a certificate of intent to dissolve that is approved and signed by the person or persons required to approve and sign a certificate of dissolution for the nonprofit corporation and that sets forth:

(1) The name of the nonprofit corporation as filed with the Secretary of State;

(2) The business identification number assigned to the nonprofit corporation by the Secretary of State;

(3) The date on which the nonprofit corporation ceased to transact business in this State or as a nonprofit corporation organized pursuant to the laws of this State;

(4) The reason that the nonprofit corporation is seeking the relief afforded by the filing of the certificate; and

(5) A statement that the filing of the certificate has been approved by the person or persons required to approve a certificate of dissolution for the nonprofit corporation.

3. Except as otherwise provided in subsection 4, upon the filing of a certificate of intent to dissolve pursuant to subsection 2, the Secretary of State shall not impose on the nonprofit corporation any additional fees and penalties relating to the failure of the nonprofit corporation to file a certificate of dissolution.

4. A nonprofit corporation that has filed a certificate of intent to dissolve pursuant to subsection 2 and that subsequently fails to file a certificate of dissolution and pay the fee for filing the certificate of dissolution must file the documents and pay the fees and penalties that would have been required pursuant to this chapter if the nonprofit corporation had not filed the certificate of intent to dissolve.

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

Sec. 15. ***1. A foreign nonprofit corporation which was qualified to transact business in this State pursuant to this chapter may, upon complying with the provisions of NRS 82.5237, procure***

a renewal or revival of its right to transact business in this State 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 qualification to transact business in this State and amendments thereto, or existing qualification to transact business in this State, by filing:

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

(1) The name of the foreign nonprofit corporation, which must be the name of the foreign nonprofit corporation at the time of the renewal or revival, or its name at the time its original qualification to transact business in this State expired.

(2) The information required pursuant to NRS 77.310.

(3) The date on which the renewal or revival of the qualification to transact business in this State is to commence or be effective, which may be, in cases of a revival, before the date of the certificate.

(4) The time for which the renewal or revival is to continue.

(5) That the foreign nonprofit corporation desiring to renew or revive its right to transact business in this State is, or has been, organized and carrying on the business authorized by its existing or original qualification to transact business in this State and amendments thereto, and desires to renew or continue through revival its qualification to transact business in this State 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 foreign nonprofit corporation or, if the foreign nonprofit corporation does not have a board of directors, the equivalent of such a board.

2. A foreign nonprofit corporation whose qualification to transact business in this State 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 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.

3. A foreign nonprofit corporation seeking to revive its qualification to transact business in this State shall cause the certificate to be signed by a person or persons designated or

appointed by the directors of the foreign nonprofit corporation, or their equivalent. The signing and filing of the certificate must be approved by the written consent of the directors of the foreign nonprofit corporation, or their equivalent, holding at least a majority of the voting power and must contain a recital that this consent was secured. The foreign nonprofit corporation shall pay to the Secretary of State the fee required to qualify a foreign nonprofit corporation to transact business in this State 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 qualification to transact business in this State of the foreign nonprofit corporation therein named.

5. Except as otherwise provided in NRS 82.5239, a renewal or revival pursuant to this section relates back to the date on which the foreign nonprofit corporation's qualification to transact business in this State expired or was forfeited and renews or revives the foreign nonprofit corporation's qualification to transact business in this State as if such right had at all times remained in full force and effect.

Sec. 16. NRS 82.5239 is hereby amended to read as follows:

82.5239 1. Except as otherwise provided in subsection 2, if a foreign nonprofit corporation applies to reinstate ***or revive*** its charter but its name has been legally reserved or acquired by another artificial person formed, organized, registered or qualified pursuant to the provisions of this title and that name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the foreign nonprofit corporation must in its application for reinstatement ***or revival*** submit in writing to the Secretary of State some other name under which it desires its existence to be reinstated **[.]** ***or revived.*** If that name is distinguishable from all other names reserved or otherwise on file, the Secretary of State shall reinstate ***or revive*** the foreign nonprofit corporation under that new name.

2. If the applying foreign nonprofit corporation submits the written, acknowledged consent of the artificial person having a name, or who has reserved a name, which is not distinguishable from the old name of the applying foreign nonprofit corporation or a new name it has submitted, it may be reinstated ***or revived*** under that name.

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

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

Sec. 17. 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 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. 18. Chapter 86 of NRS is hereby amended by adding thereto the provisions set forth as sections 19, 20 and 21 of this act.

Sec. 19. ***1. The Secretary of State may authorize a limited-liability company whose charter has been revoked to dissolve without paying additional fees and penalties, other than the fee for filing a certificate of intent to dissolve pursuant to subsection 2, if such a certificate is filed, and the fee for filing articles of dissolution required by NRS 86.561, if the limited-liability company provides evidence satisfactory to the Secretary of State that the limited-liability company did not transact business in this State or as a limited-liability company organized pursuant to the laws of this State:***

(a) During the entire period for which its charter was revoked; or

(b) During a portion of the period for which its charter was revoked and paying the fees and penalties for the portion of that period in which the limited-liability company transacted business in this State or as a limited-liability company organized pursuant to the laws of this State.

2. A limited-liability company whose charter has been revoked that is no longer transacting business in this State or as a limited-liability company organized pursuant to the laws of this State may register its intent to dissolve by:

(a) Paying the fee for filing articles of dissolution required by NRS 86.561; and

(b) Filing a certificate of intent to dissolve that is approved and signed by the person or persons required to approve and sign articles of dissolution for the limited-liability company and that sets forth:

(1) The name of the limited-liability company as filed with the Secretary of State;

(2) The business identification number assigned to the limited-liability company by the Secretary of State;

(3) The date on which the limited-liability company ceased to transact business in this State or as a limited-liability company organized pursuant to the laws of this State;

(4) The reason that the limited-liability company is seeking the relief afforded by the filing of the certificate; and

(5) A statement that the filing of the certificate has been approved by the person or persons required to approve articles of dissolution for the limited-liability company.

3. Except as otherwise provided in subsection 4, upon the filing of a certificate of intent to dissolve pursuant to subsection 2, the Secretary of State shall not impose on the limited-liability company any additional fees and penalties relating to the failure of the limited-liability company to file articles of dissolution.

4. A limited-liability company that has filed a certificate of intent to dissolve pursuant to subsection 2 and that subsequently fails to file articles of dissolution and pay the fee for filing the articles of dissolution must file the documents and pay the fees and penalties that would have been required pursuant to this chapter if the limited-liability company had not filed the certificate of intent to dissolve.

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

Sec. 20. *1. The Secretary of State may authorize a foreign limited-liability company whose right to transact business in this State has been revoked to cancel its registration without paying additional fees and penalties, other than the fee for filing a certificate of intent to cancel its registration pursuant to subsection 2, if such a certificate is filed, and the fee for filing a certificate of cancellation required by NRS 86.561, if the foreign limited-liability company provides evidence satisfactory to the Secretary of State that the foreign limited-liability company did not transact business in this State:*

(a) During the entire period for which its right to transact business in this State was revoked; or

(b) During a portion of the period for which its right to transact business in this State was revoked and paying the fees and penalties for the portion of that period in which the foreign limited-liability company transacted business in this State.

2. A foreign limited-liability company whose right to transact business in this State has been revoked that is no longer transacting business in this State may register its intent to cancel its registration in this State by:

(a) Paying the fee for filing a certificate of cancellation required by NRS 86.561; and

(b) Filing a certificate of intent to cancel its registration that is approved and signed by the person or persons required to approve and sign a certificate of cancellation for the foreign limited-liability company and that sets forth:

(1) The name of the foreign limited-liability company as filed with the Secretary of State;

(2) The business identification number assigned to the foreign limited-liability company by the Secretary of State;

(3) The date on which the foreign limited-liability company ceased to transact business in this State;

(4) The reason that the foreign limited liability company is seeking the relief afforded by the filing of the certificate; and

(5) A statement that the filing of the certificate has been approved by the person or persons required to approve a certificate of cancellation for the foreign limited-liability company.

3. Except as otherwise provided in subsection 4, upon the filing of a certificate of intent to cancel the registration of a foreign limited-liability company pursuant to subsection 2, the Secretary of State shall not impose on the foreign limited-liability company any additional fees and penalties relating to the failure of the foreign limited-liability company to file a certificate of cancellation.

4. A foreign limited-liability company that has filed a certificate of intent to cancel its registration pursuant to subsection 2 and that subsequently fails to file a certificate of cancellation and pay the fee for filing the certificate of cancellation must file the documents and pay the fees and penalties that would have been required pursuant to this chapter if the foreign limited-liability company had not filed the certificate of intent to cancel its registration.

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

Sec. 21. ***1. Except as otherwise provided in NRS 86.54615, a foreign limited-liability company which was registered to transact business in this State may, upon complying with the provisions of NRS 86.5467, procure a renewal or revival of its registration 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 registration and amendments thereto, or existing registration, by filing:***

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

(1) The name of the foreign limited-liability company, which must be the name of the foreign limited-liability company at the time of the renewal or revival, or its name at the time its registration to transact business in this State was forfeited.

(2) The information required pursuant to NRS 77.310.

(3) The date when the renewal or revival of the registration 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 foreign limited-liability company desiring to renew or revive its registration is, or has been, organized and carrying on the business authorized by its registration, and desires to renew or continue through revival its right to transact business in this State 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 foreign limited-liability company or, if there are no managers, its managing members.

2. A foreign 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 foreign limited-liability company seeking to revive its registration to transact business in this State 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 foreign limited-liability company shall pay to the Secretary of State the fee required to register a foreign limited-liability company pursuant to the provisions of NRS 86.543 to 86.549, inclusive, this section and section 20 of this act.

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 foreign limited-liability company therein named.

5. Except as otherwise provided in NRS 86.5468, a renewal or revival pursuant to this section relates back to the date on which the foreign limited-liability company's registration expired or was revoked and renews or revives the foreign limited-liability company's registration and right to transact business as if such right had at all times remained in full force and effect.

Sec. 22. NRS 86.5468 is hereby amended to read as follows:

86.5468 1. Except as otherwise provided in subsection 2, if a foreign limited-liability company applies to reinstate ***or revive*** its registration but its name has been legally reserved or acquired by another artificial person formed, organized, registered or qualified pursuant to the provisions of this title whose name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the foreign limited-liability company must in its application for reinstatement ***or revival*** submit in writing to the Secretary of State some other name under which it desires its existence to be reinstated ~~[.]~~ ***or revived.*** If that name is distinguishable from all other names reserved or otherwise on file, the Secretary of State shall reinstate ***or revive*** the foreign limited-liability company under that new name.

2. If the applying foreign limited-liability company submits the written, acknowledged consent of the artificial person having a name, or the person who has reserved a name, which is not distinguishable from the old name of the applying foreign limited-liability company or a new name it has submitted, it may be reinstated ***or revived*** under that name.

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

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

Sec. 23. NRS 86.5483 is hereby amended to read as follows:

86.5483 1. For the purposes of NRS 86.543 to 86.549, inclusive, ***and sections 20 and 21 of this act,*** the following activities do not constitute transacting business in this State:

(a) Maintaining, defending or settling any proceeding;

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

(c) Maintaining accounts in banks or credit unions;

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

(e) Making sales through independent contractors;

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

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

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

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

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

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

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

(m) Transacting business in interstate commerce.

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

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

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

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

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

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

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

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

Sec. 24. NRS 86.549 is hereby amended to read as follows:

86.549 The Attorney General may bring an action to restrain a foreign limited-liability company from transacting business in this State in violation of NRS 86.543 to 86.549, inclusive ~~[.]~~ ***, and sections 20 and 21 of this act.***

Sec. 25. Chapter 87 of NRS is hereby amended by adding thereto the provisions set forth as sections 26, 27 and 28 of this act.

Sec. 26. ***1. The Secretary of State may authorize a registered limited-liability partnership whose certificate of registration has been revoked to dissolve without paying additional fees and penalties, other than the fee for filing a certificate of intent to dissolve pursuant to subsection 2, if such a certificate is filed, the fee for filing a statement of dissolution, if such a statement is filed, and the fee for filing a notice of withdrawal required by NRS 87.470, if the registered limited-liability partnership provides evidence satisfactory to the Secretary of State that the registered limited-liability partnership did not transact business in this State or as a registered limited-liability partnership organized pursuant to the laws of this State:***

(a) During the entire period for which its certificate of registration was revoked; or

(b) During a portion of the period for which its certificate of registration was revoked and paying the fees and penalties for the portion of that period in which the registered limited-liability partnership transacted business in this State or as a registered limited-liability partnership organized pursuant to the laws of this State.

2. A registered limited-liability partnership whose certificate of registration has been revoked that is no longer transacting business in this State or as a registered limited-liability partnership organized pursuant to the laws of this State may register its intent to dissolve by:

(a) Paying the fee for filing a notice of withdrawal required by NRS 87.470; and

(b) Filing a certificate of intent to dissolve that is approved by the person or persons required to approve the dissolution of the registered limited-liability partnership and signed by the person or persons required to sign a notice of withdrawal for the registered limited-liability partnership pursuant to NRS 87.470 and that sets forth:

(1) The name of the registered limited-liability partnership as filed with the Secretary of State;

(2) The business identification number assigned to the registered limited-liability partnership by the Secretary of State;

(3) The date on which the registered limited-liability partnership ceased to transact business in this State or as a registered limited-liability partnership organized pursuant to the laws of this State;

(4) The reason that the registered limited-liability partnership is seeking the relief afforded by the filing of the certificate; and

(5) A statement that the filing of the certificate has been approved by the person or persons required to approve the dissolution of the registered limited-liability partnership.

3. Except as otherwise provided in subsection 4, upon the filing of a certificate of intent to dissolve pursuant to subsection 2, the Secretary of State shall not impose on the registered limited-liability partnership any additional fees and penalties relating to the failure of the corporation to file a notice of withdrawal pursuant to NRS 87.470.

4. A registered limited-liability partnership that has filed a certificate of intent to dissolve pursuant to subsection 2, that subsequently fails to dissolve and file a notice of withdrawal and that subsequently fails to pay the fee for filing a statement of dissolution, if filed, and the fee for filing the notice of withdrawal pursuant to NRS 87.470, must file the documents and pay the fees and penalties that would have been required pursuant to this chapter if the registered limited-liability partnership had not filed the certificate of intent to dissolve.

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

Sec. 27. *1. Except as otherwise provided in NRS 87.515, a registered limited-liability partnership which did exist or is existing under the laws of this State may, upon complying with the provisions of NRS 87.530, procure a renewal or revival of its certificate of registration 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 certificate of registration and amendments thereto, or existing certificate of registration, by filing:*

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

(1) The name of the registered limited-liability partnership, which must be the name of the registered limited-liability partnership at the time of the renewal or revival, or its name at the time its original certificate of registration expired.

(2) The information required pursuant to NRS 77.310.

(3) The date on which the renewal or revival of the certificate of registration 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 registered limited-liability partnership desiring to renew or revive its certificate of registration is, or has been, organized and carrying on the business authorized by its existing or original certificate of registration 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 managing partners, or the equivalent thereof, 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 managing partners of the registered limited-liability partnership.

2. A registered limited-liability partnership whose certificate of registration has not expired and is being renewed shall cause the certificate to be signed by a managing partner of the registered limited-liability partnership. The certificate of renewal must be approved by a majority of the managing partners.

3. A registered limited-liability partnership seeking to revive its original or amended certificate of registration shall cause the certificate to be signed by a person or persons designated or appointed by the managing partners of the registered limited-liability partnership. The signing and filing of the certificate of revival must be approved by the written consent of the managing partners of the registered limited-liability partnership holding at least a majority of the voting power and must contain a recital that this consent was secured. The registered limited-liability partnership shall pay to the Secretary of State the fee required to qualify a limited-liability partnership pursuant to the provisions of NRS 87.440 to 87.540, inclusive, this section and sections 26 and 27 of this act.

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 qualification to do business in this State of the registered limited-liability partnership named therein.

5. Except as otherwise provided in NRS 87.455, a renewal or revival pursuant to this section relates back to the date on which the registered limited-liability partnership's certificate of registration expired or was revoked and renews or revives the

registered limited-liability partnership's certificate of registration and right to transact business as if such right had at all times remained in full force.

6. A registered limited-liability partnership that has revived or renewed its certificate of registration pursuant to the provisions of this section:

(a) Is a registered limited-liability partnership and continues to be a registered limited-liability partnership for the time stated in the certificate of revival or renewal;

(b) Possesses the rights, privileges and immunities conferred by the original certificate of registration and by this chapter; and

(c) Is subject to the restrictions and liabilities set forth in this chapter.

Sec. 28. *1. Except as otherwise provided in NRS 87.5413, any foreign registered limited-liability partnership which has forfeited its right to transact business in this State under the provisions of this chapter may, upon complying with the provisions of NRS 87.5435, procure a renewal or revival of its right to transact business in this State 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 certificate authorizing it to transact business in this State and amendments thereto, or existing certificate, by filing:*

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

(1) The name of the foreign registered limited-liability partnership, which must be the name of the foreign registered limited-liability partnership at the time of the renewal or revival, or its name at the time of the expiration of its original certificate authorizing it to transact business in this State.

(2) The information required pursuant to NRS 77.310.

(3) The date on which the renewal or revival of the right to transact business in this State 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 foreign registered limited-liability partnership desiring to renew or revive its right to transact business in this State is, or has been, organized and carrying on the business authorized by its existing or original certificate authorizing it to transact business in this State and amendments thereto, and desires to renew or continue through revival its transaction of

business in this State pursuant to and subject to the provisions of this chapter.

(b) A list of its managing partners, or the equivalent thereof, 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 managing partners of the foreign registered limited-liability partnership.

2. A foreign registered limited-liability partnership whose registration has not expired and is being renewed shall cause the certificate of renewal to be signed by a managing partner of the foreign registered limited-liability partnership. The certificate of renewal must be approved by a majority of the managing partners.

3. A foreign registered limited-liability partnership seeking to revive its original or amended certificate authorizing it to transact business in this State shall cause the certificate of revival to be signed by a person or persons designated or appointed by the managing partners of the foreign registered limited-liability partnership. The signing and filing of the certificate must be approved by the written consent of the managing partners of the foreign registered limited-liability partnership holding at least a majority of the voting power and must contain a recital that this consent was secured. The foreign registered limited-liability partnership shall pay to the Secretary of State the fee required to qualify a foreign registered limited-liability partnership to transact business in this State pursuant to the provisions of NRS 87.5405 to 87.544, inclusive, and this section.

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 qualification to transact business in this State of the foreign registered limited-liability partnership named therein.

5. Except as otherwise provided in NRS 87.544, a renewal or revival pursuant to this section relates back to the date on which the foreign registered limited-liability partnership's right to transact business in this State was forfeited and renews or revives the foreign registered limited-liability partnership's right to transact business as if such right had at all times remained in full force.

Sec. 29. NRS 87.020 is hereby amended to read as follows:

87.020 As used in NRS 87.010 to 87.430, inclusive, unless the context otherwise requires:

1. "Bankrupt" includes bankrupt under the Federal Bankruptcy Act or insolvent under any state insolvent act.

2. "Conveyance" includes every assignment, lease, mortgage or encumbrance.

3. "Court" includes every court and judge having jurisdiction in the case.

4. "Real property" includes land and any interest or estate in land.

5. "Registered limited-liability partnership" means a partnership formed pursuant to an agreement governed by NRS 87.010 to 87.430, inclusive, and registered pursuant to and complying with NRS 87.440 to 87.560, inclusive [.] ***, and sections 26, 27 and 28 of this act.***

Sec. 30. NRS 87.4311 is hereby amended to read as follows:

87.4311 "Registered limited-liability partnership" means a partnership formed pursuant to an agreement governed by NRS 87.4301 to 87.4357, inclusive, and registered pursuant to and complying with NRS 87.440 to 87.560, inclusive [.] ***, and sections 26, 27 and 28 of this act.***

Sec. 31. NRS 87.455 is hereby amended to read as follows:

87.455 1. Except as otherwise provided in subsection 2, if a registered limited-liability partnership applies to reinstate ***or revive*** its right to transact business but its name has been legally acquired by any other artificial person formed, organized, registered or qualified pursuant to the provisions of this title whose name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the applying registered limited-liability partnership shall submit in writing to the Secretary of State some other name under which it desires its right to transact business to be reinstated [.] ***or revived.*** If that name is distinguishable from all other names reserved or otherwise on file, the Secretary of State shall reinstate ***or revive*** the registered limited-liability partnership under that new name.

2. If the applying registered limited-liability partnership submits the written, acknowledged consent of the artificial person having the name, or the person who has reserved the name, that is not distinguishable from the old name of the applying registered limited-liability partnership or a new name it has submitted, it may be reinstated ***or revived*** under that name.

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

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

Sec. 32. NRS 87.544 is hereby amended to read as follows:

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

2. If the applying foreign registered limited-liability partnership submits the written, acknowledged consent of the artificial person having a name, or the person who has reserved a name, which is not distinguishable from the old name of the applying foreign registered limited-liability partnership or a new name it has submitted, it may be reinstated ***or revived*** under that name.

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

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

Sec. 33. NRS 87.550 is hereby amended to read as follows:

87.550 In addition to any other fees required by NRS 87.440 to 87.540, inclusive, and ***sections 26 and 27 of this act and NRS*** 87.560, the Secretary of State shall charge and collect the following fees for services rendered pursuant to those sections:

1. For certifying records required by NRS 87.440 to 87.540, inclusive, and ***sections 26 and 27 of this act and NRS*** 87.560, $30 per certification.

2. For signing a certificate verifying the existence of a registered limited-liability partnership, if the registered limited-liability partnership has not filed a certificate of amendment, $50.

3. For signing a certificate verifying the existence of a registered limited-liability partnership, if the registered limited-liability partnership has filed a certificate of amendment, $50.

4. For signing, certifying or filing any certificate or record not required by NRS 87.440 to 87.540, inclusive, and ***sections 26 and 27 of this act and NRS*** 87.560, $50.

5. For any copies provided by the Office of the Secretary of State, $2 per page.

6. For examining and provisionally approving any record before the record is presented for filing, $125.

Sec. 34. Chapter 87A of NRS is hereby amended by adding thereto the provisions set forth as sections 35 to 38, inclusive, of this act.

Sec. 35. ***1. The Secretary of State may authorize a limited partnership whose certificate of limited partnership has been revoked to dissolve without paying additional fees and penalties, other than the fee for filing a certificate of intent to dissolve pursuant to subsection 2, if such a certificate is filed, and the fee for filing a certificate of cancellation required by NRS 87A.315, if the limited partnership provides evidence satisfactory to the Secretary of State that the limited partnership did not transact business in this State or as a limited partnership organized pursuant to the laws of this State:***

(a) During the entire period for which its certificate of limited partnership was revoked; or

(b) During a portion of the period for which its certificate of limited partnership was revoked and paying the fees and penalties for the portion of that period in which the limited partnership transacted business in this State or as a limited partnership organized pursuant to the laws of this State.

2. A limited partnership whose certificate of limited partnership has been revoked that is no longer transacting business in this State or as a limited partnership organized pursuant to the laws of this State may register its intent to dissolve by:

(a) Paying the fee for filing a certificate of cancellation required by NRS 87A.315; and

(b) Filing a certificate of intent to dissolve that is approved and signed by the person or persons required to approve and sign a certificate of cancellation for the limited partnership and that sets forth:

(1) The name of the limited partnership as filed with the Secretary of State;

(2) The business identification number assigned to the limited partnership by the Secretary of State;

(3) The date on which the limited partnership ceased to transact business in this State or as a limited partnership organized pursuant to the laws of this State;

(4) The reason that the limited partnership is seeking the relief afforded by the filing of the certificate; and

(5) A statement that the filing of the certificate has been approved by the person or persons required to approve a certificate of cancellation for the limited partnership.

3. Except as otherwise provided in subsection 4, upon the filing of a certificate of intent to dissolve pursuant to subsection 2, the Secretary of State shall not impose on the limited partnership any additional fees and penalties relating to the failure of the limited partnership to file a certificate of cancellation.

4. A limited partnership that has filed a certificate of intent to dissolve pursuant to subsection 2 and that subsequently fails to file a certificate of cancellation and pay the fee for filing the certificate of cancellation must file the documents and pay the fees and penalties that would have been required pursuant to this chapter if the limited partnership had not filed the certificate of intent to dissolve.

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

Sec. 36. *1. Except as otherwise provided in NRS 87A.200 and 87A.640, a limited partnership which did exist or is existing under this chapter may, upon complying with the provisions of NRS 87A.310, procure a renewal or revival of its certificate of limited partnership 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 certificate of limited partnership and amendments thereto, or existing certificate of limited partnership, by filing:*

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

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

(2) The information required pursuant to NRS 77.310.

(3) The date on which the renewal or revival of the certificate of limited partnership 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 partnership desiring to renew or revive its certificate of limited partnership is, or has been, organized and

carrying on the business authorized by its existing or original certificate of limited partnership 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 general partners, or the equivalent thereof, 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 general partners of the limited partnership.

2. A limited partnership whose certificate of limited partnership has not expired and is being renewed shall cause the certificate to be signed by a general partner of the limited partnership. The certificate of renewal must be approved by a majority of the general partners.

3. A limited partnership seeking to revive its original or amended certificate of limited partnership shall cause the certificate of revival to be signed by a person or persons designated or appointed by the general partners of the limited partnership. The signing and filing of the certificate of revival must be approved by the written consent of the general partners of the limited partnership holding at least a majority of the voting power and must contain a recital that this consent was secured. The limited partnership shall pay to the Secretary of State the fee required to form a new limited partnership pursuant to the provisions of this chapter.

4. The filed certificate of renewal or revival, 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 qualification to do business in this State of the limited partnership named therein.

5. Except as otherwise provided in NRS 87A.185, a renewal or revival pursuant to this section relates back to the date on which the limited partnership's certificate of limited partnership expired or was revoked and renews or revives the limited partnership's certificate of limited partnership and right to transact business as if such right had at all times remained in full force.

6. A limited partnership that has revived or renewed its certificate of limited partnership pursuant to the provisions of this section:

(a) Is a limited partnership and continues to be a limited partnership for the time stated in the certificate of revival or renewal;

(b) Possesses the rights, privileges and immunities conferred by the original certificate of limited partnership and by this chapter; and

(c) Is subject to the restrictions and liabilities set forth in this chapter.

Sec. 37. *1. The Secretary of State may authorize a foreign limited partnership whose right to transact business in this State has been revoked to cancel its registration in this State without paying additional fees and penalties, other than the fee for filing a certificate of intent to cancel its registration pursuant to subsection 2, if such a certificate is filed, and the fee for filing a certificate of cancellation required by NRS 87A.315, if the foreign limited partnership provides evidence satisfactory to the Secretary of State that the foreign limited partnership did not transact business in this State:*

(a) During the entire period for which its registration in this State was revoked; or

(b) During a portion of the period for which its registration in this State was revoked and paying the fees and penalties for the portion of that period in which the foreign limited partnership transacted business in this State.

2. A foreign limited partnership whose registration in this State has been revoked that is no longer transacting business in this State may register its intent to cancel its registration in this State by:

(a) Paying the fee for filing a certificate of cancellation required by NRS 87A.315; and

(b) Filing a certificate of intent to cancel its registration that is approved and signed by the person or persons required to approve and sign a certificate of cancellation for the foreign limited partnership and that sets forth:

(1) The name of the foreign limited partnership as filed with the Secretary of State;

(2) The business identification number assigned to the foreign limited partnership by the Secretary of State;

(3) The date on which the foreign limited partnership ceased to transact business in this State;

(4) The reason that the foreign limited partnership is seeking the relief afforded by the filing of the certificate; and

(5) A statement that the filing of the certificate has been approved by the person or persons required to approve a certificate of cancellation for the foreign limited partnership.

3. Except as otherwise provided in subsection 4, upon the filing of a certificate of intent to cancel the registration of limited partnership pursuant to subsection 2, the Secretary of State shall

not impose on the foreign limited partnership any additional fees and penalties relating to the failure of the foreign limited partnership to file a certificate of cancellation.

4. A foreign limited partnership that has filed a certificate of intent to cancel its registration pursuant to subsection 2 and that subsequently fails to file a certificate of cancellation and pay the fee for filing the certificate of cancellation must file the documents and pay the fees and penalties that would have been required pursuant to this chapter if the foreign limited partnership had not filed the certificate of intent to cancel its registration.

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

Sec. 38. ***1. Except as otherwise provided in NRS 87A.580, any foreign limited partnership which has forfeited its right to transact business in this State under the provisions of this chapter may, upon complying with the provisions of NRS 87A.595, procure a renewal or revival of its right to transact business in this State 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 certificate authorizing it to transact business in this State and amendments thereto, or existing certificate authorizing it to transact business in this State, by filing:***

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

(1) The name of the foreign limited partnership, which must be the name of the foreign limited partnership at the time of the renewal or revival, or its name at the time of the expiration of its original certificate authorizing it to transact business in this State.

(2) The information required pursuant to NRS 77.310.

(3) The date on which the renewal or revival of the right to transact business in this State 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 foreign limited partnership desiring to renew or revive its right to transact business in this State is, or has been, organized and carrying on the business authorized by its existing or original certificate authorizing it to transact business in this State and amendments thereto, and desires to renew or continue through revival its transaction of business in this State pursuant to and subject to the provisions of this chapter.

(b) A list of its general partners, or the equivalent thereof, 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 general partners of the foreign limited partnership.

2. A foreign limited partnership whose registration has not expired and is being renewed shall cause the certificate of renewal to be signed by a general partner of the foreign limited partnership. The certificate of renewal must be approved by a majority of the general partners.

3. A foreign limited partnership seeking to revive its original or amended certificate authorizing it to transact business in this State shall cause the certificate of revival to be signed by a person or persons designated or appointed by the general partners of the foreign limited partnership. The signing and filing of the certificate must be approved by the written consent of the general partners of the foreign limited partnership holding at least a majority of the voting power and must contain a recital that this consent was secured. The foreign limited partnership shall pay to the Secretary of State the fee required to qualify a foreign limited partnership to transact business in this State pursuant to the provisions of this chapter.

4. The filed certificate of renewal or revival, 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 qualification to transact business in this State of the foreign limited partnership named therein.

5. Except as otherwise provided in NRS 87A.600, a renewal or revival pursuant to this section relates back to the date on which the foreign limited partnership's right to transact business in this State was forfeited and renews or revives the foreign limited partnership's right to transact business as if such right had at all times remained in full force.

Sec. 39. NRS 87A.045 is hereby amended to read as follows:

87A.045 "Foreign registered limited-liability limited partnership" means a foreign limited-liability limited partnership:

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

2. Registered pursuant to and complying with NRS 87A.535 to 87A.625, inclusive, and ***sections 37 and 38 of this act and NRS*** 87A.655.

Sec. 40. NRS 87A.185 is hereby amended to read as follows:

87A.185 1. Except as otherwise provided in subsection 2, if a limited partnership applies to reinstate ***or revive*** its right to transact business but its name has been legally reserved or acquired by any other artificial person formed, organized, registered or qualified pursuant to the provisions of this title whose name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the applying limited partnership shall submit in writing to the Secretary of State some other name under which it desires its right to be reinstated ~~[.]~~ ***or revived.*** If that name is distinguishable from all other names reserved or otherwise on file, the Secretary of State shall reinstate ***or revive*** the limited partnership under that new name.

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

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

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

Sec. 41. NRS 87A.600 is hereby amended to read as follows:

87A.600 1. Except as otherwise provided in subsection 2, if a foreign limited partnership applies to reinstate ***or revive*** its certificate of registration and its name has been legally reserved or acquired by another artificial person formed, organized, registered or qualified pursuant to the provisions of this title whose name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the foreign limited partnership must in its application for reinstatement ***or revival*** submit in writing to the Secretary of State some other name under which it desires its existence to be reinstated ~~[.]~~ ***or revived.*** If that name is distinguishable from all other names reserved or otherwise on file, the Secretary of State shall reinstate ***or revive*** the foreign limited partnership under that new name.

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

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

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

Sec. 42. NRS 87A.615 is hereby amended to read as follows:

87A.615 1. For the purposes of NRS 87A.535 to 87A.625, inclusive, ***and sections 37 and 38 of this act,*** the following activities do not constitute transacting business in this State:

(a) Maintaining, defending or settling any proceeding;

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

(c) Maintaining accounts in banks or credit unions;

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

(e) Making sales through independent contractors;

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

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

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

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

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

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

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

(m) Transacting business in interstate commerce.

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

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

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

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

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

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

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

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

Sec. 43. NRS 87A.625 is hereby amended to read as follows:

87A.625 The Attorney General may bring an action to restrain a foreign limited partnership from transacting business in this State in violation of NRS 87A.535 to 87A.625, inclusive [.] ***, and sections 37 and 38 of this act.***

Sec. 44. Chapter 88 of NRS is hereby amended by adding thereto the provisions set forth as sections 45 to 48, inclusive, of this act.

Sec. 45. ***1. The Secretary of State may authorize a limited partnership whose certificate of limited partnership has been revoked to dissolve without paying additional fees and penalties, other than the fee for filing a certificate of intent to dissolve pursuant to subsection 2, if such a certificate is filed, and the fee for filing a certificate of cancellation required by NRS 88.415, if the limited partnership provides evidence satisfactory to the Secretary of State that the limited partnership did not transact business in this State or as a limited partnership organized pursuant to the laws of this State:***

(a) During the entire period for which its certificate of limited partnership was revoked; or

(b) During a portion of the period for which its certificate of limited partnership was revoked and paying the fees and penalties for the portion of that period in which the limited partnership transacted business in this State or as a limited partnership organized pursuant to the laws of this State.

2. A limited partnership whose certificate of limited partnership has been revoked that is no longer transacting business in this State or as a limited partnership organized

pursuant to the laws of this State may register its intent to dissolve by:

(a) Paying the fee for filing a certificate of cancellation required by NRS 88.415; and

(b) Filing a certificate of intent to dissolve that is approved and signed by the person or persons required to approve and sign a certificate of cancellation for the limited partnership and that sets forth:

(1) The name of the limited partnership as filed with the Secretary of State;

(2) The business identification number assigned to the limited partnership by the Secretary of State;

(3) The date on which the limited partnership ceased to transact business in this State or as a limited partnership organized pursuant to the laws of this State;

(4) The reason that the limited partnership is seeking the relief afforded by the filing of the certificate; and

(5) A statement that the filing of the certificate has been approved by the person or persons required to approve a certificate of cancellation for the limited partnership.

3. Except as otherwise provided in subsection 4, upon the filing of a certificate of intent to dissolve pursuant to subsection 2, the Secretary of State shall not impose on the limited partnership any additional fees and penalties relating to the failure of the limited partnership to file a certificate of cancellation.

4. A limited partnership that has filed a certificate of intent to dissolve pursuant to subsection 2 and that subsequently fails to file a certificate of cancellation and pay the fee for filing the certificate of cancellation must file the documents and pay the fees and penalties that would have been required pursuant to this chapter if the limited partnership had not filed the certificate of intent to dissolve.

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

Sec. 46. ***1. Except as otherwise provided in NRS 88.3355 and 88.6067, a limited partnership which did exist or is existing under this chapter may, upon complying with the provisions of NRS 88.410, procure a renewal or revival of its certificate of limited partnership 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 certificate of limited partnership and amendments thereto, or existing certificate of limited partnership, by filing:***

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

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

(2) The information required pursuant to NRS 77.310.

(3) The date on which the renewal or revival of the certificate of limited partnership 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 partnership desiring to renew or revive its certificate of limited partnership is, or has been, organized and carrying on the business authorized by its existing or original certificate of limited partnership 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 general partners, or the equivalent thereof, 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 general partners of the limited partnership.

2. A limited partnership whose certificate of limited partnership has not expired and is being renewed shall cause the certificate to be signed by a general partner of the limited partnership. The certificate of renewal must be approved by a majority of the general partners.

3. A limited partnership seeking to revive its original or amended certificate of limited partnership shall cause the certificate of revival to be signed by a person or persons designated or appointed by the general partners of the limited partnership. The signing and filing of the certificate of revival must be approved by the written consent of the general partners of the limited partnership holding at least a majority of the voting power and must contain a recital that this consent was secured. The limited partnership shall pay to the Secretary of State the fee required to form a new limited partnership pursuant to the provisions of this chapter.

4. The filed certificate of renewal or revival, 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 qualification to do business in this State of the limited partnership named therein.

5. Except as otherwise provided in NRS 88.327, a renewal or revival pursuant to this section relates back to the date on which the limited partnership's certificate of limited partnership expired or was revoked and renews or revives the limited partnership's certificate of limited partnership and right to transact business as if such right had at all times remained in full force.

6. A limited partnership that has revived or renewed its certificate of limited partnership pursuant to the provisions of this section:

(a) Is a limited partnership and continues to be a limited partnership for the time stated in the certificate of revival or renewal;

(b) Possesses the rights, privileges and immunities conferred by the original certificate of limited partnership and by this chapter; and

(c) Is subject to the restrictions and liabilities set forth in this chapter.

Sec. 47. ***1. The Secretary of State may authorize a foreign limited partnership whose right to transact business in this State has been revoked to cancel its registration in this State without paying additional fees and penalties, other than the fee for filing a certificate of intent to cancel its registration pursuant to subsection 2, if such a certificate is filed, and the fee for filing a certificate of cancellation required by NRS 88.415, if the foreign limited partnership provides evidence satisfactory to the Secretary of State that the foreign limited partnership did not transact business in this State:***

(a) During the entire period for which its registration in this State was revoked; or

(b) During a portion of the period for which its registration in this State was revoked and paying the fees and penalties for the portion of that period in which the foreign limited partnership transacted business in this State.

2. A foreign limited partnership whose registration in this State has been revoked that is no longer transacting business in this State may register its intent to cancel its registration in this State by:

(a) Paying the fee for filing a certificate of cancellation required by NRS 88.415; and

(b) Filing a certificate of intent to cancel its registration that is approved and signed by the person or persons required to approve and sign a certificate of cancellation for the foreign limited partnership and that sets forth:

(1) The name of the foreign limited partnership as filed with the Secretary of State;

(2) The business identification number assigned to the foreign limited partnership by the Secretary of State;

(3) The date on which the foreign limited partnership ceased to transact business in this State;

(4) The reason that the foreign limited partnership is seeking the relief afforded by the filing of the certificate; and

(5) A statement that the filing of the certificate has been approved by the person or persons required to approve a certificate of cancellation for the foreign limited partnership.

3. Except as otherwise provided in subsection 4, upon the filing of a certificate of intent to cancel the registration of the foreign limited partnership pursuant to subsection 2, the Secretary of State shall not impose on the foreign limited partnership any additional fees and penalties relating to the failure of the foreign limited partnership to file a certificate of cancellation.

4. A foreign limited partnership that has filed a certificate of intent to cancel its registration pursuant to subsection 2 and that subsequently fails to file a certificate of cancellation and pay the fee for filing the certificate of cancellation must file the documents and pay the fees and penalties that would have been required pursuant to this chapter if the foreign limited partnership had not filed the certificate of intent to cancel its registration.

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

Sec. 48. *1. Except as otherwise provided in NRS 88.5927, any foreign limited partnership which has forfeited its right to transact business in this State under the provisions of this chapter may, upon complying with the provisions of NRS 88.594, procure a renewal or revival of its right to transact business in this State 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 certificate authorizing it to transact business in this State and amendments thereto, or existing certificate authorizing it to transact business in this State, by filing:*

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

(1) The name of the foreign limited partnership, which must be the name of the foreign limited partnership at the time of the renewal or revival, or its name at the time of the expiration of its original certificate authorizing it to transact business in this State.

(2) The information required pursuant to NRS 77.310.

(3) The date on which the renewal or revival of the right to transact business in this State 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 foreign limited partnership desiring to renew or revive its right to transact business in this State is, or has been, organized and carrying on the business authorized by its existing or original certificate authorizing it to transact business in this State and amendments thereto, and desires to renew or continue through revival its transaction of business in this State pursuant to and subject to the provisions of this chapter.

(b) A list of its general partners, or the equivalent thereof, 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 general partners of the foreign limited partnership.

2. A foreign limited partnership whose registration has not expired and is being renewed shall cause the certificate of renewal to be signed by a general partner of the foreign limited partnership. The certificate of renewal must be approved by a majority of the general partners.

3. A foreign limited partnership seeking to revive its original or amended certificate authorizing it to transact business in this State shall cause the certificate of revival to be signed by a person or persons designated or appointed by the general partners of the foreign limited partnership. The signing and filing of the certificate must be approved by the written consent of the general partners of the foreign limited partnership holding at least a majority of the voting power and must contain a recital that this consent was secured. The foreign limited partnership shall pay to the Secretary of State the fee required to qualify a foreign limited partnership to transact business in this State pursuant to the provisions of this chapter.

4. The filed certificate of renewal or revival, 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 qualification to transact business in this State of the foreign limited partnership named therein.

5. Except as otherwise provided in NRS 88.5945, a renewal or revival pursuant to this section relates back to the date on which

the foreign limited partnership's right to transact business in this State was forfeited and renews or revives the foreign limited partnership's right to transact business as if such right had at all times remained in full force.

Sec. 49. NRS 88.315 is hereby amended to read as follows:

88.315 As used in this chapter, unless the context otherwise requires:

1. "Certificate of limited partnership" means the certificate referred to in NRS 88.350, and the certificate as amended or restated.

2. "Contribution" means any cash, property, services rendered, or a promissory note or other binding obligation to contribute cash or property or to perform services, which a partner contributes to a limited partnership in his or her capacity as a partner.

3. "Event of withdrawal of a general partner" means an event that causes a person to cease to be a general partner as provided in NRS 88.450.

4. "Foreign limited partnership" means a partnership formed under the laws of a jurisdiction other than this State and having as partners one or more general partners and one or more limited partners.

5. "Foreign registered limited-liability limited partnership" means a foreign limited-liability limited partnership:

(a) Formed pursuant to an agreement governed by the laws of another state; and

(b) Registered pursuant to and complying with NRS 88.570 to 88.605, inclusive, and ***sections 47 and 48 of this act and NRS*** 88.609.

6. "General partner" means a person who has been admitted to a limited partnership as a general partner in accordance with the partnership agreement and named in the certificate of limited partnership as a general partner.

7. "Limited partner" means a person who has been admitted to a limited partnership as a limited partner in accordance with the partnership agreement.

8. "Limited partnership" and "domestic limited partnership" mean a partnership formed by two or more persons under the laws of this State and having one or more general partners and one or more limited partners, including a restricted limited partnership.

9. "Partner" means a limited or general partner.

10. "Partnership agreement" means any valid agreement, written or oral, of the partners as to the affairs of a limited partnership and the conduct of its business.

11. "Partnership interest" means a partner's share of the profits and losses of a limited partnership and the right to receive distributions of partnership assets.

12. "Registered limited-liability limited partnership" means a limited partnership:

(a) Formed pursuant to an agreement governed by this chapter; and

(b) Registered pursuant to and complying with NRS 88.350 to 88.415, inclusive, ***and sections 45 and 46 of this act and NRS*** 88.606, 88.6065 and 88.607.

13. "Registered agent" has the meaning ascribed to it in NRS 77.230.

14. "Registered office" means the office maintained at the street address of the registered agent.

15. "Restricted limited partnership" means a limited partnership organized and existing under this chapter that elects to include the optional provisions permitted by NRS 88.350.

16. "State" means a state, territory or possession of the United States, the District of Columbia or the Commonwealth of Puerto Rico.

Sec. 50. NRS 88.327 is hereby amended to read as follows:

88.327 1. Except as otherwise provided in subsection 2, if a limited partnership applies to reinstate ***or revive*** its right to transact business but its name has been legally reserved or acquired by any other artificial person formed, organized, registered or qualified pursuant to the provisions of this title whose name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the applying limited partnership shall submit in writing to the Secretary of State some other name under which it desires its right to be reinstated [.] ***or revived.*** If that name is distinguishable from all other names reserved or otherwise on file, the Secretary of State shall reinstate ***or revive*** the limited partnership under that new name.

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

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

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

Sec. 51. NRS 88.5945 is hereby amended to read as follows:

88.5945 1. Except as otherwise provided in subsection 2, if a foreign limited partnership applies to reinstate ***or revive*** its certificate of registration and its name has been legally reserved or acquired by another artificial person formed, organized, registered or qualified pursuant to the provisions of this title whose name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the foreign limited partnership must in its application for reinstatement ***or revival*** submit in writing to the Secretary of State some other name under which it desires its existence to be reinstated ~~[.]~~ ***or revived.*** If that name is distinguishable from all other names reserved or otherwise on file, the Secretary of State shall reinstate ***or revive*** the foreign limited partnership under that new name.

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

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

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

Sec. 52. NRS 88.602 is hereby amended to read as follows:

88.602 1. For the purposes of NRS 88.570 to 88.605, inclusive, ***and sections 47 and 48 of this act,*** the following activities do not constitute transacting business in this State:

(a) Maintaining, defending or settling any proceeding;

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

(c) Maintaining accounts in banks or credit unions;

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

(e) Making sales through independent contractors;

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

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

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

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

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

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

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

(m) Transacting business in interstate commerce.

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

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

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

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

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

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

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

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

Sec. 53. NRS 88.605 is hereby amended to read as follows:

88.605 The Attorney General may bring an action to restrain a foreign limited partnership from transacting business in this State in violation of NRS 88.570 to 88.605, inclusive ~~[.]~~ ***, and sections 47 and 48 of this act.***

Sec. 54. Chapter 88A of NRS is hereby amended by adding thereto the provisions set forth as sections 55 to 58, inclusive, of this act.

Sec. 55. ***1. The Secretary of State may authorize a business trust whose certificate of trust has been revoked to cancel its certificate of trust without paying additional fees and penalties, other than the fee for filing a certificate of intent to dissolve pursuant to subsection 2, if such a certificate is filed, and the fee for filing a certificate of cancellation required by NRS 88A.900, if the business trust provides evidence satisfactory to the Secretary of State that the business trust did not transact business in this State or as a business trust organized pursuant to the laws of this State:***

(a) During the entire period for which its certificate of trust was revoked; or

(b) During a portion of the period for which its certificate of trust was revoked and paying the fees and penalties for the portion of that period in which the business trust transacted business in this State or as a business trust organized pursuant to the laws of this State.

2. A business trust whose certificate of trust has been revoked that is no longer transacting business in this State may register its intent to cancel its certificate of trust by:

(a) Paying the fee for filing a certificate of cancellation required by NRS 88A.900; and

(b) Filing a certificate of intent to cancel its certificate of trust that is approved and signed by the person or persons required to approve and sign a certificate of cancellation for the business trust and that sets forth:

(1) The name of the business trust as filed with the Secretary of State;

(2) The business identification number assigned to the business trust by the Secretary of State;

(3) The date on which the business trust ceased to transact business in this State or as a business trust organized pursuant to the laws of this State;

(4) The reason that the business trust is seeking the relief afforded by the filing of the certificate; and

(5) A statement that the filing of the certificate has been approved by the person or persons required to approve a certificate of cancellation for the business trust.

3. Except as otherwise provided in subsection 4, upon the filing of a certificate of intent to cancel the certificate of trust of a business trust, the Secretary of State shall not impose on the business trust any additional fees and penalties relating to the failure of the business trust to file a certificate of cancellation.

4. A business trust that has filed a certificate of intent to cancel its certificate of trust pursuant to subsection 2 and that subsequently fails to file a certificate of cancellation and pay the fee for filing the certificate of cancellation must file the documents and pay the fees and penalties that would have been required pursuant to this chapter if the business trust had not filed the certificate of intent to cancel its certificate of trust.

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

Sec. 56. *1. Except as otherwise provided in NRS 88A.345, a business trust which did exist or is existing under this chapter may, upon complying with the provisions of NRS 88A.650, procure a renewal or revival of its certificate of trust 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 certificate of trust and amendments thereto, or existing certificate of trust, by filing:*

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

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

(2) The information required pursuant to NRS 77.310.

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

(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 business trust desiring to renew or revive its certificate of trust is, or has been, organized and carrying on the business authorized by its existing or original certificate of trust 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 trustees, or the equivalent thereof, 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 trustees of the business trust.

2. A business trust whose certificate of trust has not expired and is being renewed shall cause the certificate to be signed by a

trustee of the business trust. The certificate of renewal must be approved by a majority of the trustees.

3. A business trust seeking to revive its original or amended certificate of trust shall cause the certificate of revival to be signed by a person or persons designated or appointed by the trustees of the business trust. The signing and filing of the certificate of revival must be approved by the written consent of the trustees of the business trust holding at least a majority of the voting power and must contain a recital that this consent was secured. The business trust shall pay to the Secretary of State the fee required to form a new business trust pursuant to the provisions of this chapter.

4. The filed certificate of renewal or revival, 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 qualification to do business in this State of the business trust named therein.

5. Except as otherwise provided in NRS 88A.660, a renewal or revival pursuant to this section relates back to the date on which the business trust's certificate of trust expired or was revoked and renews or revives the business trust's certificate of trust and right to transact business as if such right had at all times remained in full force.

6. A business trust that has revived or renewed its certificate of trust pursuant to the provisions of this section:

(a) Is a business trust and continues to be a business trust for the time stated in the certificate of revival or renewal;

(b) Possesses the rights, privileges and immunities conferred by the original certificate of trust and by this chapter; and

(c) Is subject to the restrictions and liabilities set forth in this chapter.

Sec. 57. ***1. The Secretary of State may authorize a foreign business trust whose right to transact business in this State has been revoked to cancel its registration in this State without paying additional fees and penalties, other than the fee for filing a certificate of intent to cancel its registration pursuant to subsection 2, if such a certificate is filed, and the fee for filing a certificate of cancellation required by NRS 88A.900, if the foreign business trust provides evidence satisfactory to the Secretary of State that the foreign business trust did not transact business in this State:***

(a) During the entire period for which its right to transact business in this State was revoked; or

(b) During a portion of the period for which its right to transact business in this State was revoked and paying the fees

and penalties for the portion of that period in which the foreign business trust transacted business in this State.

2. A foreign business trust whose right to transact business in this State has been revoked that is no longer transacting business in this State may register its intent to cancel its certificate of registration in this State by:

(a) Paying the fee for filing a certificate of cancellation required by NRS 88A.900; and

(b) Filing a certificate of intent to cancel its registration that is approved and signed by the person or persons required to approve and sign a certificate of cancellation for the foreign business trust and that sets forth:

(1) The name of the foreign business trust as filed with the Secretary of State;

(2) The business identification number assigned to the foreign business trust by the Secretary of State;

(3) The date on which the foreign business trust ceased to transact business in this State;

(4) The reason that the foreign business trust is seeking the relief afforded by the filing of the certificate; and

(5) A statement that the filing of the certificate has been approved by the person or persons required to approve a certificate of cancellation for the foreign business trust.

3. Except as otherwise provided in subsection 4, upon the filing of a certificate of intent to cancel the registration of a foreign business trust pursuant to subsection 2, the Secretary of State shall not impose on the foreign business trust any additional fees and penalties relating to the failure of the foreign business trust to file a certificate of cancellation.

4. A foreign business trust that has filed a certificate of intent to cancel its registration pursuant to subsection 2 and that subsequently fails to file a certificate of cancellation and pay the fee for filing the certificate of cancellation must file the documents and pay the fees and penalties that would have been required pursuant to this chapter if the foreign business trust had not filed the certificate of intent to cancel its registration.

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

Sec. 58. ***1. Except as otherwise provided in NRS 88A.7345, a foreign business trust which has forfeited its right to transact business in this State under the provisions of this chapter may, upon complying with the provisions of NRS 88A.737, procure a renewal or revival of its right to transact business in this State 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 certificate of registration and amendments thereto, or existing certificate of registration, by filing:

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

(1) The name of the foreign business trust, which must be the name of the foreign business trust at the time of the renewal or revival, or its name at the time of the expiration of its original certificate of registration.

(2) The information required pursuant to NRS 77.310.

(3) The date on which the renewal or revival of the right to transact business in this State 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 foreign business trust desiring to renew or revive its right to transact business in this State is, or has been, organized and carrying on the business authorized by its existing or original certificate of registration and amendments thereto, and desires to renew or continue through revival its transaction of business in this State pursuant to and subject to the provisions of this chapter.

(b) A list of its trustees, or the equivalent thereof, 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 trustees of the foreign business trust.

2. A foreign business trust whose registration has not expired and is being renewed shall cause the certificate of renewal to be signed by a trustee of the foreign business trust. The certificate of renewal must be approved by a majority of the beneficial owners.

3. A foreign business trust seeking to revive its original or amended certificate authorizing it to transact business in this State shall cause the certificate of revival to be signed by a person or persons designated or appointed by the trustees of the foreign business trust. The signing and filing of the certificate must be approved by the written consent of the trustees of the foreign business trust holding at least a majority of the voting power and must contain a recital that this consent was secured. The foreign business trust shall pay to the Secretary of State the fee required to register a foreign business trust to transact business in this State pursuant to the provisions of this chapter.

4. The filed certificate of renewal or revival, 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 qualification to transact business in this State of the foreign business trust named therein.

5. Except as otherwise provided in NRS 88A.738, a renewal or revival pursuant to this section relates back to the date on which the foreign business trust's right to transact business in this State was forfeited and renews or revives the foreign business trust's right to transact business as if such right had at all times remained in full force.

Sec. 59. NRS 88A.660 is hereby amended to read as follows:

88A.660 1. Except as otherwise provided in subsection 2, if a certificate of trust is revoked pursuant to the provisions of this chapter and the name of the business trust has been legally reserved or acquired by another artificial person formed, organized, registered or qualified pursuant to the provisions of this title whose name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the business trust shall submit in writing to the Secretary of State some other name under which it desires to be reinstated ~~[,]~~ ***or revived.*** If that name is distinguishable from all other names reserved or otherwise on file, the Secretary of State shall reinstate ***or revive*** the business trust under that new name.

2. If the defaulting business trust submits the written, acknowledged consent of the artificial person using a name, or the person who has reserved a name, which is not distinguishable from the old name of the business trust or a new name it has submitted, it may be reinstated ***or revived*** under that name.

Sec. 60. NRS 88A.738 is hereby amended to read as follows:

88A.738 1. Except as otherwise provided in subsection 2, if a foreign business trust applies to reinstate ***or revive*** its certificate of trust and its name has been legally reserved or acquired by another artificial person formed, organized, registered or qualified pursuant to the provisions of this title whose name is on file with the Office of the Secretary of State or reserved in the Office of the Secretary of State pursuant to the provisions of this title, the foreign business trust must submit in writing in its application for reinstatement ***or revival*** to the Secretary of State some other name under which it desires its existence to be reinstated ~~[,]~~ ***or revived.*** If that name is distinguishable from all other names reserved or otherwise on file, the Secretary of State shall reinstate ***or revive*** the foreign business trust under that new name.

2. If the applying foreign business trust submits the written, acknowledged consent of the artificial person having a name, or the person who has reserved a name, which is not distinguishable from the old name of the applying foreign business trust or a new name it has submitted, it may be reinstated ***or revived*** under that name.

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

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

Sec. 61. Chapter 89 of NRS is hereby amended by adding thereto a new section to read as follows:

1. Except as otherwise provided in NRS 89.251, a professional association which did exist or is existing under NRS 89.200 to 89.270, inclusive, and this section may, upon complying with the provisions of NRS 89.256, procure a renewal or revival of its articles of association 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 articles of association and amendments thereto, or existing articles of association, by filing:

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

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

(2) The information required pursuant to NRS 77.310.

(3) The date on which the renewal or revival of the professional association's articles of association is to commence or be effective, which may be, in cases of a revival, before the date of the certificate of revival.

(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 professional association desiring to renew or revive its articles of association is, or has been, organized and carrying on the business authorized by its existing or original articles of association 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 members and employees who are licensed or otherwise authorized by law to render professional services in this State 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 owners of the membership interests in the professional association.

2. A professional association whose articles of association have expired and are being renewed shall cause the certificate to be signed by a member of the professional association. The certificate of renewal must be approved by a majority of the members who hold a membership interest in the professional association.

3. A professional association seeking to revive its original or amended articles of association shall cause the certificate of revival to be signed by a person or persons designated or appointed by the members of the professional association. The signing and filing of the certificate of revival must be approved by the written consent of the holders of a membership interest in the professional association holding at least a majority of the voting power and must contain a recital that this consent was secured. The professional association shall pay to the Secretary of State the fee required to form a new professional association pursuant to the provisions of NRS 89.200 to 89.270, inclusive, and this section.

4. The filed certificate of renewal or revival, 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 qualification to do business in this State of the professional association named therein.

5. A renewal or revival pursuant to this section relates back to the date on which the professional association's articles of association expired or was revoked and renews or revives the professional association's articles of association and right to transact business as if such right had at all times remained in full force.

6. A professional association that has revived or renewed its articles of association pursuant to the provisions of this section:

(a) Is a professional association and continues to be a professional association for the time stated in the certificate of revival or renewal;

(b) Possesses the rights, privileges and immunities conferred by the original articles of association and by NRS 89.200 to 89.270, inclusive, and this section; and

(c) Is subject to the restrictions and liabilities set forth in NRS 89.200 to 89.270, inclusive, and this section.

Sec. 62. NRS 92A.205 is hereby amended to read as follows:

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

(a) Articles of conversion setting forth:

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

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

(b) The charter document of the domestic resulting entity required by the applicable provisions of chapter 78, 78A, 78B, 82, 86, 87A, 88, 88A or 89 of NRS.

(c) The information required pursuant to NRS 77.310.

2. After a plan of conversion is approved as required by this chapter, if the resulting entity is a foreign entity, the constituent entity shall deliver to the Secretary of State for filing articles of conversion setting forth:

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

(b) That a plan of conversion has been adopted by the constituent entity in compliance with the laws of this State; and

(c) The address of the resulting entity where copies of process may be sent by the Secretary of State.

3. If the entire plan of conversion is not set forth in the articles of conversion, the filing party must include in the articles of conversion a statement that the complete signed plan of conversion is on file at the registered office or principal place of business of the resulting entity or, if the resulting entity is a domestic limited partnership, the office described in paragraph (a) of subsection 1 of NRS 87A.215 or paragraph (a) of subsection 1 of NRS 88.330.

4. If the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the charter document to be filed with the Secretary of State pursuant to paragraph (b) of subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date.

5. Any records filed with the Secretary of State pursuant to this section must be accompanied by the fees required pursuant to this title for filing the charter document.

Sec. 63. NRS 14.020 is hereby amended to read as follows:

14.020 1. Every corporation, miscellaneous organization described in chapter 81 of NRS, limited-liability company, limited-liability partnership, limited partnership, limited-liability limited partnership, business trust and municipal corporation created and existing under the laws of this State, any other state, territory or foreign government, or the Government of the United States, doing business in this State shall appoint and keep in this State a registered agent who resides or is located in this State, upon whom all legal process and any demand or notice authorized by law to be served upon it may be served in the manner provided in subsection 2. A statement of change of registered agent must be filed in the manner provided in NRS 77.340 if the corporation, miscellaneous organization, limited-liability company, limited-liability partnership, limited partnership, limited-liability limited partnership, business trust or municipal corporation desires to change its registered agent. A registered agent must file a statement of change in the manner provided in NRS 77.350 or 77.360 if the registered agent changes its name or address.

2. All legal process and any demand or notice authorized by law to be served upon the corporation, miscellaneous organization, limited-liability company, limited-liability partnership, limited partnership, limited-liability limited partnership, business trust or municipal corporation may be served upon the registered agent ***listed as the registered agent of the entity in the records of the Secretary of State,*** personally or by leaving a true copy thereof with a person of suitable age and discretion at the most recent street address of the registered agent shown on the information filed with the Secretary of State pursuant to chapter 77 of NRS. ***Service of legal process or any demand or notice pursuant to this subsection is valid regardless of whether the status of the entity in the records of the Secretary of State is in default or is revoked and regardless of any debts or disputes between the entity and its registered agent.***

3. Unless the street address of the registered agent is the home residence of the registered agent, the street address of the registered agent of a corporation, miscellaneous organization, limited-liability company, limited-liability partnership, limited partnership, limited-liability limited partnership, business trust or municipal corporation must be staffed during normal business hours by:

(a) The registered agent; or

(b) One or more natural persons who are:

(1) Of suitable age and discretion to receive service of legal process and any demand or notice authorized by law to be served upon the corporation, miscellaneous organization, limited-liability company, limited-liability partnership, limited partnership, limited-liability limited partnership, business trust or municipal corporation; and

(2) Authorized by the registered agent to receive service of legal process and any demand or notice authorized by law to be

served upon the corporation, miscellaneous organization, limited-liability company, limited-liability partnership, limited partnership, limited-liability limited partnership, business trust or municipal corporation.

4. A corporation, miscellaneous organization, limited-liability company, limited-liability partnership, limited partnership, limited-liability limited partnership, business trust or municipal corporation that fails or refuses to comply with the requirements of subsection 3 is subject to a fine of not less than $100 nor more than $500 for each day of such failure or refusal to comply with the requirements of subsection 3, to be recovered with costs by the State, before any court of competent jurisdiction, by action at law prosecuted by the Attorney General or by the district attorney of the county in which the action or proceeding to recover the fine is prosecuted.

5. Subsection 2 provides an additional mode and manner of serving process, demand or notice and does not affect the validity of any other service authorized by law.

6. As used in this section:

(a) "Registered agent" has the meaning ascribed to it in NRS 77.230.

(b) "Street address" means the actual physical location in this State at which a registered agent is available for service of process.

Sec. 64. Chapter 225 of NRS is hereby amended by adding thereto a new section to read as follows:

For the purpose of establishing the identity of an entity organized pursuant to title 7 of NRS or a person who is issued a state business license pursuant to chapter 76 of NRS or a certificate of exemption pursuant to NRS 76.105, the Secretary of State shall assign a unique business identification number to each such entity or person.

Sec. 65. NRS 84.130 is hereby repealed.

TEXT OF REPEALED SECTION

84.130 Defaulting corporations: Identification; penalty.

1. Each corporation sole that is required to make the filings and pay the fees prescribed in this chapter but refuses or neglects to do so within the time provided is in default.

2. For default, there must be added to the amount of the fee a penalty of $5. The fee and penalty must be collected as provided in this chapter.

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