

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 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; revising provisions relating to the location where certain documents of a business entity are maintained; providing penalties; and providing other matters properly relating thereto.



Legislative Counsel's Digest:

Sections 1-1.7 of this bill exempt from the annual state business license fee certain nonprofit unit-owners' associations.

Section 1.7 also requires that a state business license contain the business identification number as assigned by the Secretary of State pursuant to **section 64** of this bill.

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 unless the person conducting the business cancels the person's state business license. **Section 4** further requires 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.

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 maintain certain documents and information 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 the Secretary of State shall 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. **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 if such process is served within 3 years after the entity's date of default.

Sections 8.3, 8.7, 11.5, 15.3, 15.7, 21.3, 21.7, 40.2-40.8, 50.3-50.7, 53.5, 58.5, 61.5 and 62 of this bill amend various provisions of existing law to allow certain documents of certain business entities to be kept at the principal office of the business entity in this State or with a custodian of records whose name and street address are available at the office of the registered agent of the business entity in this State.

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. Chapter 76 of NRS is hereby amended by adding thereto a new section to read as follows:

“Unit-owners’ association” has the meaning ascribed to it in NRS 116.011.

Sec. 1.3. NRS 76.010 is hereby amended to read as follows:

76.010 As used in this chapter, unless the context otherwise requires, the words and terms defined in NRS 76.020, 76.030 and 76.040 ***and section 1 of this act*** have the meanings ascribed to them in those sections.

Sec. 1.5. NRS 76.020 is hereby amended to read as follows:

76.020 1. Except as otherwise provided in subsection 2, “business” means:

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

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

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

2. The term does not include:

(a) A governmental entity.

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



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

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

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

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

(g) A business organized pursuant to chapter 81 of NRS if the business is a nonprofit unit-owners' association.

Sec. 1.7. 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.

~~16.1~~ 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~~ :

(I) Unit-owners' association; or

(II) 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.

~~17.1~~ 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 ~~12.1~~ 6, 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 ~~H~~ ; or

(b) Chapter 81 of NRS if the business is a nonprofit :

(1) Unit-owners' association; or

(2) 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:

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



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

~~3~~ ~~—(b)~~ *for each year in which the entity fails to obtain a state
4 business license;*

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

7 ~~(1)~~ (3) Is subject to all applicable provisions relating to the
8 failure to file an annual list, including, without limitation, the
9 provisions governing default and revocation of its charter or right to
10 transact business in this State, except that the person is required to
11 pay the penalty set forth in *subparagraph (1) of* paragraph (a).

12 ~~(2)~~ (b) Not an entity required to file an annual list with the
13 Secretary of State, the person shall pay a penalty in the amount of
14 \$100 in addition to the annual state business license fee ~~1~~ *for each
15 year in which the person has conducted business in this State
16 without a state business license.*

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

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

21 76.130 1. A person who applies for renewal of a state
22 business license shall submit a fee in the amount of \$100 to the
23 Secretary of State:

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

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

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

43 3. If a person fails to submit the annual state business license
44 fee required pursuant to this section in a timely manner and the
45 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 continues to do business in this State without renewing the person's state business license before its renewal date is subject to the fees and penalties provided for in this section unless the person files a certificate of cancellation of the person's state business license with the Secretary of State.

5. The Secretary of State shall 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. (Deleted by amendment.)

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 *receive and* 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 ~~H~~;

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

6. To maintain the name and street address of a contact person for each represented entity.

Sec. 6.5. NRS 77.443 is hereby amended to read as follows:

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

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

77.447 1. A person who violates a provision of this chapter is subject to a civil penalty of not more than \$500 ~~H~~ *per violation and not more than \$10,000 in the aggregate* 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 shall 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 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. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 8.3. NRS 78.105 is hereby amended to read as follows:

78.105 1. A corporation shall keep a copy of the following records at its *principal office or with its custodian of records whose name and street address are available at the corporation's* registered office:

(a) A copy certified by the Secretary of State of its articles of incorporation, and all amendments thereto;

(b) A copy certified by an officer of the corporation of its bylaws and all amendments thereto; and

(c) A stock ledger or a duplicate stock ledger, revised annually, containing the names, alphabetically arranged, of all persons who are stockholders of the corporation, showing their places of residence, if known, and the number of shares held by them respectively. ~~[In lieu of the stock ledger or duplicate stock ledger, the corporation may keep a statement setting out the name of the custodian of the stock ledger or duplicate stock ledger, and the present and complete mailing or street address where the stock ledger or duplicate stock ledger specified in this section is kept.]~~

~~2. [A stock ledger, duplicate stock ledger or statement setting out the name of the custodian of the stock ledger or duplicate stock ledger described in paragraph (c) of subsection 1 must be maintained by the registered agent of the corporation for 3 years following the resignation or termination of the registered agent or the dissolution of the corporation by the Secretary of State.]~~



1 ~~—3.1~~ Any person who has been a stockholder of record of a
2 corporation for at least 6 months immediately preceding the
3 demand, or any person holding, or thereunto authorized in writing
4 by the holders of, at least 5 percent of all of its outstanding shares,
5 upon at least 5 days' written demand is entitled to inspect in person
6 or by agent or attorney, during usual business hours, the records
7 required by subsection 1 and make copies therefrom. Holders of
8 voting trust certificates representing shares of the corporation must
9 be regarded as stockholders for the purpose of this subsection. *If the*
10 *records required by subsection 1 are kept outside of this State, a*
11 *stockholder or other person entitled to inspect those records may*
12 *serve a demand to inspect the records upon the corporation's*
13 *registered agent. Upon such a request, the corporation shall send*
14 *copies of the requested records, either in paper or electronic form,*
15 *to the stockholder or other person entitled to inspect the requested*
16 *records within 10 business days after service of the request upon*
17 *the registered agent.* Every corporation that neglects or refuses to
18 keep the records required by subsection 1 open for inspection, as
19 required in this subsection, shall forfeit to the State the sum of \$25
20 for every day of such neglect or refusal.

21 ~~{4.}~~ 3. If any corporation willfully neglects or refuses to make
22 any proper entry in the stock ledger or duplicate copy thereof, or
23 neglects or refuses to permit an inspection of the records required by
24 subsection 1 upon demand by a person entitled to inspect them, or
25 refuses to permit copies to be made therefrom, as provided in
26 subsection ~~{3.}~~ 2, the corporation is liable to the person injured for
27 all damages resulting to the person therefrom.

28 ~~{5.—When the corporation keeps a statement in the manner~~
29 ~~provided for in paragraph (c) of subsection 1, the information~~
30 ~~contained thereon must be given to any stockholder of the~~
31 ~~corporation demanding the information, when the demand is made~~
32 ~~during business hours. Every corporation that neglects or refuses to~~
33 ~~keep a statement available, as in this subsection required, shall~~
34 ~~forfeit to the State the sum of \$25 for every day of such neglect or~~
35 ~~refusal.~~

36 ~~—6.}~~ 4. In every instance where an attorney or other agent of the
37 stockholder seeks the right of inspection, the demand must be
38 accompanied by a power of attorney signed by the stockholder
39 authorizing the attorney or other agent to inspect on behalf of the
40 stockholder.

41 ~~{7.}~~ 5. The right to copy records under subsection ~~{3.}~~ 2
42 includes, if reasonable, the right to make copies by photographic,
43 xerographic or other means.



~~18.1~~ 6. The corporation may impose a reasonable charge to recover the costs of labor and materials and the cost of copies of any records provided to the stockholder.

Sec. 8.7. NRS 78.152 is hereby amended to read as follows:

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

~~—(a) A~~ *or with the custodian of records* a current list of its owners of record. ~~:- or~~

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

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

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

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

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

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

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

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

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

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

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

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



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

3 **Sec. 10.** 1. *The Secretary of State shall authorize a foreign*
4 *corporation whose right to transact business in this State has been*
5 *revoked to surrender its right to transact business in this State*
6 *without paying additional fees and penalties, other than the fee for*
7 *filing a notice of withdrawal required by NRS 80.050, if the*
8 *foreign corporation provides evidence satisfactory to the Secretary*
9 *of State that the foreign corporation did not transact business in*
10 *this State:*

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

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

17 2. *The Secretary of State may adopt regulations to administer*
18 *the provisions of this section.*

19 **Sec. 11.** 1. *Except as otherwise provided in NRS 80.113, a*
20 *foreign corporation which was qualified to transact business in*
21 *this State pursuant to this chapter may, upon complying with the*
22 *provisions of NRS 80.170, procure a renewal or revival of its right*
23 *to transact business in this State for any period, together with all*
24 *the rights, franchises, privileges and immunities, and subject to all*
25 *its existing and preexisting debts, duties and liabilities secured or*
26 *imposed by its original qualification to transact business in this*
27 *State and amendments thereto, or existing qualification to transact*
28 *business in this State, by filing:*

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

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

35 (2) *The information required pursuant to NRS 77.310.*

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

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

41 (5) *That the foreign corporation desiring to renew or revive*
42 *its right to transact business in this State is, or has been, organized*
43 *and carrying on the business authorized by its existing or original*
44 *qualification to transact business in this State and amendments*
45 *thereto, and desires to renew or continue through revival its*



1 *qualification to transact business in this State pursuant to and*
2 *subject to the provisions of this chapter.*

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

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

12 *2. A foreign corporation whose qualification to transact*
13 *business in this State has not expired and is being renewed shall*
14 *cause the certificate to be signed by an officer of the corporation.*
15 *The certificate must be approved by a majority of the voting power*
16 *of the shares of the foreign corporation.*

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

30 *4. The filed certificate, or a copy thereof which has been*
31 *certified under the hand and seal of the Secretary of State, must be*
32 *received in all courts and places as prima facie evidence of the*
33 *facts therein stated and of the qualification to transact business in*
34 *this State of the foreign corporation therein named.*

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

41 **Sec. 11.5.** NRS 80.113 is hereby amended to read as follows:

42 80.113 1. A foreign corporation that is not a publicly traded
43 corporation shall maintain at its *principal office in this State or*
44 *with its custodian of records whose name and street address is*



1 ~~available at the foreign corporation's~~ registered office ~~for principal~~
2 ~~place of business in this State;~~

3 ~~—(a) A~~ a current list of its owners of record . ~~for or~~

4 ~~—(b) A statement indicating where such a list is maintained.]~~

5 2. Upon the request of the Secretary of State, the foreign
6 corporation shall:

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

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

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

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

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

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

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

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

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

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

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

38 80.175 1. Except as otherwise provided in subsection 2, if a
39 foreign corporation applies to reinstate **or revive** its charter but its
40 name has been legally reserved or acquired by another artificial
41 person formed, organized, registered or qualified pursuant to the
42 provisions of this title whose name is on file with the Office of the
43 Secretary of State or reserved in the Office of the Secretary of State
44 pursuant to the provisions of this title, the foreign corporation must
45 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 ~~H~~ *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 shall 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 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. *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. 15.3. NRS 82.181 is hereby amended to read as follows:

82.181 1. A corporation shall keep a copy of the following records at its *principal office or with its custodian of records whose name and street address is available at the corporation's* registered office:

(a) A copy, certified by the Secretary of State, of its articles and all amendments thereto;

(b) A copy, certified by an officer of the corporation, of its bylaws and all amendments thereto; *and*

(c) If the corporation has members, a members' ledger or a duplicate members' ledger, revised annually, containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence, if known, and the class of membership held by each. ~~It or~~

~~—(d) In lieu of the members' ledger or duplicate members' ledger specified in paragraph (c), a statement setting out the name of the custodian of the members' ledger or duplicate members' ledger, and the present and complete mailing or street address where the members' ledger or duplicate members' ledger specified in this section is kept.]~~

2. A corporation must maintain the records required by subsection 1 in written form or in another form capable of conversion into written form within a reasonable time.

3. A director or any person who has been a member of record of a corporation for at least 6 months, or at least 5 percent of the members of the corporation, upon at least 5 days' written demand, is entitled to inspect in person or by agent or attorney, during usual business hours, the members' ledger or duplicate ledger ~~It, whether kept in the registered office or elsewhere as provided in paragraph (d) of subsection 1,]~~ and to make copies therefrom. *If the records required by subsection 1 are kept outside of this State, a director*



1 *or other person entitled to inspect those records may serve a*
2 *demand to inspect the records upon the corporation's registered*
3 *agent. Upon such a request, the corporation shall send copies of*
4 *the requested records, either in paper or electronic form, to the*
5 *director or other person entitled to inspect the requested records*
6 *within 10 business days after service of the request upon the*
7 *registered agent.* Every corporation that neglects or refuses to keep
8 the members' ledger or duplicate copy thereof open for inspection,
9 as required in this subsection, shall forfeit to the State the sum of
10 \$25 for every day of such neglect or refusal.

11 4. An inspection authorized by subsection 3 may be denied to a
12 member or other person upon the refusal of the member or other
13 person to furnish to the corporation an affidavit that the inspection is
14 not desired for any purpose not relating to his or her interest as a
15 member, including, but not limited to, those purposes set forth in
16 subsection ~~[6.]~~ 5.

17 5. ~~{When the corporation keeps and maintains a statement in~~
18 ~~the manner provided for in paragraph (d) of subsection 1, the~~
19 ~~information contained thereon must be given to any director or~~
20 ~~member of such corporation as provided in subsection 2 when the~~
21 ~~demand is made during business hours. Every corporation that~~
22 ~~neglects or refuses to keep such statement available, as required in~~
23 ~~this subsection, shall forfeit to the State the sum of \$25 for every~~
24 ~~day of such neglect or refusal.~~

25 ~~—6.]~~ It is a defense to any action to enforce the provisions of this
26 section or for charges, penalties or damages under this section that
27 the person suing has used or intends to use the list for any of the
28 following purposes:

29 (a) To solicit money or property from the members unless the
30 money or property will be used solely to solicit the votes of
31 members;

32 (b) For any commercial purpose or purpose in competition with
33 the corporation;

34 (c) To sell to any person; or

35 (d) For any other purpose not related to his or her interest as a
36 member.

37 ~~[7.]~~ 6. This section does not impair the power or jurisdiction of
38 any court to compel the production for examination of the books of
39 a corporation in any proper case.

40 ~~[8.]~~ 7. In every instance where an attorney or other agent of
41 the director or member seeks the right of inspection, the demand
42 must be accompanied by a power of attorney signed by the director
43 or member authorizing the attorney or other agent to inspect on
44 behalf of the director or member.



~~19.1~~ 8. The right to copy records under subsection 3 includes, if reasonable, the right to make copies by photographic, xerographic or other means.

~~110.1~~ 9. The corporation may impose a reasonable charge, covering costs of labor, materials and copies of any records provided to the member or director.

Sec. 15.7. NRS 82.183 is hereby amended to read as follows:

82.183 1. Upon the request of the Secretary of State, a corporation shall provide the Secretary of State with the name and contact information of the custodian of the members' ledger or duplicate members' ledger kept ~~by the corporation at its registered office~~ pursuant to ~~paragraph (c) of~~ subsection 1 of NRS 82.181. The information required pursuant to this paragraph shall be kept confidential by the Secretary of State.

2. Upon the request of any law enforcement agency in the course of a criminal investigation, the Secretary of State may require a corporation to answer any interrogatory submitted by the Secretary of State that will assist in the criminal investigation.

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

4. The Secretary of State shall not reinstate or revive the right of a corporation to transact business in this State that was revoked or suspended pursuant to subsection 3 unless:

(a) The corporation complies with the requirements of subsection 2; or

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

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

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 ~~H~~ **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 shall authorize a limited-liability company whose charter has been revoked to dissolve without paying additional fees and penalties, other than 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. *The Secretary of State may adopt regulations to administer the provisions of this section.*



Sec. 20. 1. *The Secretary of State shall 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 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. *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. 21.3. NRS 86.241 is hereby amended to read as follows:

86.241 1. Each limited-liability company shall continuously ~~maintain~~ keep at its principal office in this State ~~an~~ or with its custodian of records whose name and street address is available at its registered office, ~~which may but need not be a place of its business in this State, at which it shall keep,~~ unless otherwise provided by an operating agreement ~~it~~, the following:

(a) A current list of the full name and last known business address of each member and manager, separately identifying the members in alphabetical order and the managers, if any, in alphabetical order;



(b) A copy of the filed articles of organization and all amendments thereto, together with signed copies of any powers of attorney pursuant to which any record has been signed; and

(c) Copies of any then effective operating agreement of the company.

~~2. In lieu of keeping at an office in this State the information required in paragraphs (a) and (b) of subsection 1, the limited-liability company may keep a statement with the registered agent setting out the name of the custodian of the information required in paragraphs (a) and (b) of subsection 1, and the present and complete address, including street and number, if any, where the information required in paragraphs (a) and (b) of subsection 1 is kept.~~

~~—3.1~~ Each member of a limited-liability company is entitled to obtain from the company, from time to time upon reasonable demand, for any purpose reasonably related to the interest of the member as a member of the company:

(a) The records required to be maintained pursuant to subsection 1;

(b) True and, in light of the member's stated purpose, complete records regarding the activities and the status of the business and financial condition of the company;

(c) Promptly after becoming available, a copy of the company's federal, state and local income tax returns for each year;

(d) True and complete records regarding the amount of cash and a description and statement of the agreed value of any other property or services contributed by each member and which each member has agreed to contribute in the future, and the date on which each became a member; and

(e) Other records regarding the affairs of the company as is just and reasonable under the circumstances and in light of the member's stated purpose for demanding such records.

↪ The right to obtain records under this subsection includes, if reasonable, the right to make copies or abstracts by photographic, xerographic, electronic or other means.

~~[4.1]~~ **3.** Each manager of a limited-liability company managed by a manager or managers is entitled to examine from time to time upon reasonable demand, for a purpose reasonably related to the manager's rights, powers and duties as such, the records described in subsection ~~[3.1]~~ **2.**

~~[5.1]~~ **4.** Any demand by a member or manager under subsection **2** or **3** ~~for 4~~ is subject to such reasonable standards regarding at what time and location and at whose expense records are to be furnished as may be set forth in the articles of organization or in an operating agreement adopted or amended as provided in subsection ~~[6.1]~~ **7** or, if no such standards are set forth in the articles of



organization or operating agreement, the records must be provided or made available for examination, as the case may be, during ordinary business hours, at the company's *principal office* ~~required to be maintained pursuant to subsection 1~~ *in this State* and at the expense of the demanding member or manager.

~~16.1~~ *If such records are maintained outside of this State, the manager or member may serve a demand for the records upon the limited-liability company's registered agent. Upon receipt of such a demand the limited-liability company shall send copies of the requested records, either in paper or electronic form to the manager or member within 10 business days after the demand is served upon the registered agent.*

5. Any demand by a member or manager under this section must be in writing and must state the purpose of such demand. When a demanding member seeks to obtain or a manager seeks to examine the records described in subsection ~~13.1~~ 2, the demanding member or manager must first establish that:

(a) The demanding member or manager has complied with the provisions of this section respecting the form and manner of making a demand for obtaining or examining such records; and

(b) The records sought by the demanding member or manager are reasonably related to the member's interest as a member or the manager's rights, powers and duties as a manager, as the case may be.

~~17.1~~ 6. In every instance where an attorney or other agent of a member or manager seeks to exercise any right arising under this section on behalf of such member or manager, the demand must be accompanied by a power of attorney signed by the member or manager authorizing the attorney or other agent to exercise such rights on behalf of the member or manager.

~~18.1~~ 7. The rights of a member to obtain or a manager to examine records as provided in this section may be restricted or denied entirely in the articles of organization or in an operating agreement adopted by all of the members or by the sole member or in any subsequent amendment adopted by all of the members at the time of amendment.

Sec. 21.7. NRS 86.54615 is hereby amended to read as follows:

86.54615 1. A foreign limited-liability company shall maintain at its *principal office in this State or with its custodian of records whose name and street address are available at the company's* registered office ~~for principal place of business in this State:~~

~~(a) A~~ *a* current list of each member and manager . ~~for~~

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



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

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

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

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

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

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

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

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

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

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

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

Sec. 22. NRS 86.5468 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 depositories 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 shall 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 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



1 *limited-liability partnership organized pursuant to the laws of this*
2 *State.*

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

5 **Sec. 27.** 1. *Except as otherwise provided in NRS 87.515, a*
6 *registered limited-liability partnership which did exist or is*
7 *existing under the laws of this State may, upon complying with the*
8 *provisions of NRS 87.530, procure a renewal or revival of its*
9 *certificate of registration for any period, together with all the*
10 *rights, franchises, privileges and immunities, and subject to all its*
11 *existing and preexisting debts, duties and liabilities secured or*
12 *imposed by its original certificate of registration and amendments*
13 *thereto, or existing certificate of registration, by filing:*

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

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

20 (2) *The information required pursuant to NRS 77.310.*

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

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

27 (5) *That the registered limited-liability partnership desiring*
28 *to renew or revive its certificate of registration is, or has been,*
29 *organized and carrying on the business authorized by its existing*
30 *or original certificate of registration and amendments thereto, and*
31 *desires to renew or continue through revival its existence pursuant*
32 *to and subject to the provisions of this chapter.*

33 (b) *A list of its managing partners, or the equivalent thereof,*
34 *and their addresses, either residence or business.*

35 (c) *A declaration under penalty of perjury, on a form provided*
36 *by the Secretary of State, that the renewal or revival is authorized*
37 *by a court of competent jurisdiction in this State or by the*
38 *managing partners of the registered limited-liability partnership.*

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

44 3. *A registered limited-liability partnership seeking to revive*
45 *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



1 *partnership shall pay to the Secretary of State the fee required to*
2 *qualify a foreign registered limited-liability partnership to transact*
3 *business in this State pursuant to the provisions of NRS 87.5405 to*
4 *87.544, inclusive, and this section.*

5 4. *The filed certificate, or a copy thereof which has been*
6 *certified under the hand and seal of the Secretary of State, must be*
7 *received in all courts and places as prima facie evidence of the*
8 *facts therein stated and of the qualification to transact business in*
9 *this State of the foreign registered limited-liability partnership*
10 *named therein.*

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

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

19 87.020 As used in NRS 87.010 to 87.430, inclusive, unless the
20 context otherwise requires:

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

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

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

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

29 5. "Registered limited-liability partnership" means a
30 partnership formed pursuant to an agreement governed by NRS
31 87.010 to 87.430, inclusive, and registered pursuant to and
32 complying with NRS 87.440 to 87.560, inclusive **H**, *and sections*
33 *26, 27 and 28 of this act.*

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

35 87.4311 "Registered limited-liability partnership" means a
36 partnership formed pursuant to an agreement governed by NRS
37 87.4301 to 87.4357, inclusive, and registered pursuant to and
38 complying with NRS 87.440 to 87.560, inclusive **H**, *and sections*
39 *26, 27 and 28 of this act.*

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

41 87.455 1. Except as otherwise provided in subsection 2, if a
42 registered limited-liability partnership applies to reinstate *or revive*
43 its right to transact business but its name has been legally acquired
44 by any other artificial person formed, organized, registered or
45 qualified pursuant to the provisions of this title whose name is on



1 file with the Office of the Secretary of State or reserved in the
2 Office of the Secretary of State pursuant to the provisions of this
3 title, the applying registered limited-liability partnership shall
4 submit in writing to the Secretary of State some other name under
5 which it desires its right to transact business to be reinstated ~~H~~ **or**
6 **revived**. If that name is distinguishable from all other names
7 reserved or otherwise on file, the Secretary of State shall reinstate **or**
8 **revive** the registered limited-liability partnership under that new
9 name.

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

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

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

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

23 87.544 1. Except as otherwise provided in subsection 2, if a
24 foreign registered limited-liability partnership applies to reinstate **or**
25 **revive** its certificate of registration and its name has been legally
26 reserved or acquired by another artificial person formed, organized,
27 registered or qualified pursuant to the provisions of this title whose
28 name is on file with the Office of the Secretary of State or reserved
29 in the Office of the Secretary of State pursuant to the provisions of
30 this title, the foreign registered limited-liability partnership must
31 submit in writing in its application for reinstatement **or revival** to the
32 Secretary of State some other name under which it desires its
33 existence to be reinstated ~~H~~ **or revived**. If that name is
34 distinguishable from all other names reserved or otherwise on file,
35 the Secretary of State shall reinstate **or revive** the foreign registered
36 limited-liability partnership under that new name.

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

44 3. For the purposes of this section, a proposed name is not
45 distinguishable from a name on file or reserved solely because one



1 or the other contains distinctive lettering, a distinctive mark, a
2 trademark or a trade name, or any combination thereof.

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

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

6 87.550 In addition to any other fees required by NRS 87.440 to
7 87.540, inclusive, and *sections 26 and 27 of this act and NRS*
8 87.560, the Secretary of State shall charge and collect the following
9 fees for services rendered pursuant to those sections:

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

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

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

19 4. For signing, certifying or filing any certificate or record not
20 required by NRS 87.440 to 87.540, inclusive, and *sections 26 and*
21 *27 of this act and NRS* 87.560, \$50.

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

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

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

29 **Sec. 35. 1. *The Secretary of State shall authorize a limited***
30 ***partnership whose certificate of limited partnership has been***
31 ***revoked to dissolve without paying additional fees and penalties,***
32 ***other than the fee for filing a certificate of cancellation required***
33 ***by NRS 87A.315, if the limited partnership provides evidence***
34 ***satisfactory to the Secretary of State that the limited partnership***
35 ***did not transact business in this State or as a limited partnership***
36 ***organized pursuant to the laws of this State:***

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

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

44 **2. *The Secretary of State may adopt regulations to administer***
45 ***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 shall 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 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. 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 **H or revived**. If that name is distinguishable from all



1 other names reserved or otherwise on file, the Secretary of State
2 shall reinstate **or revive** the limited partnership under that new name.

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

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

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

15 **Sec. 40.2.** NRS 87A.195 is hereby amended to read as
16 follows:

17 87A.195 A limited partnership shall maintain at its
18 **~~[designated]~~ principal office in this State or with its custodian of**
19 **~~records whose name and street address are available at the limited~~**
20 **~~partnership's registered~~ office the following information:**

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

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

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

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

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

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

36 7. A copy of the three most recent annual lists filed with the
37 Secretary of State pursuant to NRS 87A.290.

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

41 9. Unless contained in a partnership agreement made in a
42 record, a record stating:

43 (a) The amount of cash, and a description and statement of the
44 agreed value of the other benefits, contributed and agreed to be
45 contributed by each partner;



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

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

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

~~[→ In lieu of keeping at the designated office the information required in subsections 1, 4 and 6 to 9, inclusive, the limited partnership may keep a statement with the registered agent setting out the name of the custodian of the information required in subsections 1, 4 and 6 to 9, inclusive, and the present and complete post office address, including street and number, if any, where the information required in subsections 1, 4 and 6 to 9, inclusive, is kept.]~~

Sec. 40.4. NRS 87A.200 is hereby amended to read as follows:

87A.200 1. A limited partnership shall maintain at its registered office or principal ~~[place of business]~~ **office** in this State a statement indicating where the list required pursuant to subsection 1 of NRS 87A.195 is maintained.

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

(a) Provide the Secretary of State with the name and contact information of the custodian of the list described in subsection 1. ~~[if different than the registered agent for such limited partnership.]~~ The information required pursuant to this paragraph shall be kept confidential by the Secretary of State.

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

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

(a) Submit to the Secretary of State, within 3 business days, a copy of the list required to be maintained pursuant to subsection 1 of NRS 87A.195; or

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

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



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

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

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

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

Sec. 40.6. NRS 87A.215 is hereby amended to read as follows:

87A.215 1. Each limited partnership shall designate and continuously maintain : ~~{in this State:}~~

(a) ~~{A}~~ *A principal office { } in this State*, which may but need not be a place of its business in this State, *or a custodian of records*, at which must be kept the records required by NRS 87A.195 to be maintained; and

(b) A registered agent.

2. Within 30 days after changing the location of the office which contains records for a limited partnership, a general partner of the limited partnership shall file a certificate of a change in address with the Secretary of State which sets forth the name of the limited partnership, the previous address of the office which contains records and the new address of the office which contains records.

Sec. 40.8. NRS 87A.580 is hereby amended to read as follows:

87A.580 1. A foreign limited partnership shall maintain at its *principal office in this State or with its custodian of records whose name and street address are available at the foreign limited partnership's registered office* ~~{or principal place of business in this State:~~

~~—(a) A} a current list of each general partner . {; or~~

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

2. Upon the request of the Secretary of State, the foreign limited partnership shall:

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

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



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

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

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

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

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

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

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

6. The Secretary of State may adopt regulations to administer the provisions 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 depositories 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 **H**, 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 shall 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 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. 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



1 limited partnership for any period, together with all the rights,
2 franchises, privileges and immunities, and subject to all its
3 existing and preexisting debts, duties and liabilities secured or
4 imposed by its original certificate of limited partnership and
5 amendments thereto, or existing certificate of limited partnership,
6 by filing:

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

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

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

14 (3) The date on which the renewal or revival of the
15 certificate of limited partnership is to commence or be effective,
16 which may be, in cases of a revival, before the date of the
17 certificate.

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

21 (5) That the limited partnership desiring to renew or revive
22 its certificate of limited partnership is, or has been, organized and
23 carrying on the business authorized by its existing or original
24 certificate of limited partnership and amendments thereto, and
25 desires to renew or continue through revival its existence pursuant
26 to and subject to the provisions of this chapter.

27 (b) A list of its general partners, or the equivalent thereof, and
28 their addresses, either residence or business.

29 (c) A declaration under penalty of perjury, on a form provided
30 by the Secretary of State, that the renewal or revival is authorized
31 by a court of competent jurisdiction in this State or by the general
32 partners of the limited partnership.

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

38 3. A limited partnership seeking to revive its original or
39 amended certificate of limited partnership shall cause the
40 certificate of revival to be signed by a person or persons
41 designated or appointed by the general partners of the limited
42 partnership. The signing and filing of the certificate of revival
43 must be approved by the written consent of the general partners of
44 the limited partnership holding at least a majority of the voting
45 power and must contain a recital that this consent was secured.



1 *The limited partnership shall pay to the Secretary of State the fee*
2 *required to form a new limited partnership pursuant to the*
3 *provisions of this chapter.*

4 *4. The filed certificate of renewal or revival, or a copy thereof*
5 *which has been certified under the hand and seal of the Secretary*
6 *of State, must be received in all courts and places as prima facie*
7 *evidence of the facts therein stated and of the qualification to do*
8 *business in this State of the limited partnership named therein.*

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

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

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

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

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

26 **Sec. 47. 1.** *The Secretary of State shall authorize a foreign*
27 *limited partnership whose right to transact business in this State*
28 *has been revoked to cancel its registration in this State without*
29 *paying additional fees and penalties, other than the fee for filing a*
30 *certificate of cancellation required by NRS 88.415, if the foreign*
31 *limited partnership provides evidence satisfactory to the Secretary*
32 *of State that the foreign limited partnership did not transact*
33 *business in this State:*

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

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

40 **2.** *The Secretary of State may adopt regulations to administer*
41 *the provisions of this section.*

42 **Sec. 48. 1.** *Except as otherwise provided in NRS 88.5927,*
43 *any foreign limited partnership which has forfeited its right to*
44 *transact business in this State under the provisions of this chapter*
45 *may, upon complying with the provisions of NRS 88.594, procure*



1 a renewal or revival of its right to transact business in this State
2 for any period, together with all the rights, franchises, privileges
3 and immunities, and subject to all its existing and preexisting
4 debts, duties and liabilities secured or imposed by its original
5 certificate authorizing it to transact business in this State and
6 amendments thereto, or existing certificate authorizing it to
7 transact business in this State, by filing:

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

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

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

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

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

23 (5) That the foreign limited partnership desiring to renew
24 or revive its right to transact business in this State is, or has been,
25 organized and carrying on the business authorized by its existing
26 or original certificate authorizing it to transact business in this
27 State and amendments thereto, and desires to renew or continue
28 through revival its transaction of business in this State pursuant to
29 and subject to the provisions of this chapter.

30 (b) A list of its general partners, or the equivalent thereof, and
31 their addresses, either residence or business.

32 (c) A declaration under penalty of perjury, on a form provided
33 by the Secretary of State, that the renewal or revival is authorized
34 by a court of competent jurisdiction in this State or by the general
35 partners of the foreign limited partnership.

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

41 3. A foreign limited partnership seeking to revive its original
42 or amended certificate authorizing it to transact business in this
43 State shall cause the certificate of revival to be signed by a person
44 or persons designated or appointed by the general partners of the
45 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 *H or revived*. If that name is distinguishable from all



1 other names reserved or otherwise on file, the Secretary of State
2 shall reinstate *or revive* the limited partnership under that new name.

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

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

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

15 **Sec. 50.3.** NRS 88.330 is hereby amended to read as follows:

16 88.330 1. Each limited partnership shall continuously
17 maintain : ~~{in this State:}~~

18 (a) ~~{An}~~ *A principal* office ~~{}~~ *in this State*, which may but need
19 not be a place of its business in this State, *or a custodian of records*,
20 at which must be kept the records required by NRS 88.335 to be
21 maintained; and

22 (b) A registered agent.

23 2. Within 30 days after changing the location of the office
24 which contains records for a limited partnership, a general partner of
25 the limited partnership shall file a certificate of a change in address
26 with the Secretary of State which sets forth the name of the limited
27 partnership, the previous address of the office which contains
28 records and the new address of the office which contains records.

29 **Sec. 50.5.** NRS 88.335 is hereby amended to read as follows:

30 88.335 1. A limited partnership shall keep at the *principal*
31 office *, or with its custodian of records as* referred to in paragraph
32 (a) of subsection 1 of NRS 88.330 , the following:

33 (a) A current list of the full name and last known business
34 address of each partner, separately identifying the general partners
35 in alphabetical order and the limited partners in alphabetical order;

36 (b) A copy of the certificate of limited partnership and all
37 certificates of amendment thereto, together with signed copies of
38 any powers of attorney pursuant to which any certificate has been
39 signed;

40 (c) Copies of the limited partnership's federal, state, and local
41 income tax returns and reports, if any, for the 3 most recent years;

42 (d) Copies of any then effective written partnership agreements;

43 (e) Copies of any financial statements of the limited partnership
44 for the 3 most recent years; and



(f) Unless contained in a written partnership agreement, a writing setting out:

(1) The amount of cash and a description and statement of the agreed value of the other property or services contributed by each partner and which each partner has agreed to contribute;

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

(3) Any right of a partner to receive, or of a general partner to make, distributions to a partner which include a return of all or any part of the partner's contribution; and

(4) Any events upon the happening of which the limited partnership is to be dissolved and its affairs wound up.

2. In lieu of keeping at an office in this State the information required in paragraphs (a), (c), (e) and (f) of subsection 1, the limited partnership may keep a statement with the registered agent setting out the name of the custodian of the information required in paragraphs (a), (c), (e) and (f) of subsection 1, and the present and complete post office address, including street and number, if any, where the information required in paragraphs (a), (c), (e) and (f) of subsection 1 is kept.

3. Records kept pursuant to this section are subject to inspection and copying at the reasonable request, and at the expense, of any partner during ordinary business hours.

Sec. 50.7. NRS 88.5927 is hereby amended to read as follows:

88.5927 1. A foreign limited partnership shall maintain at its *principal office in this State or with its custodian of records whose name and street address are kept at the foreign limited partnership's* registered office ~~for principal place of business in this State:~~

~~—(a) A~~ a current list of each general partner . ~~for~~

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

2. Upon the request of the Secretary of State, the foreign limited partnership shall:

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

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

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



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

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

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

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

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

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

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



1 or the other contains distinctive lettering, a distinctive mark, a
2 trademark or a trade name, or any combination thereof.

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

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

6 88.602 1. For the purposes of NRS 88.570 to 88.605,
7 inclusive, *and sections 47 and 48 of this act*, the following
8 activities do not constitute transacting business in this State:

9 (a) Maintaining, defending or settling any proceeding;

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

12 (c) Maintaining accounts in banks or credit unions;

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

16 (e) Making sales through independent contractors;

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

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

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

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

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

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

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

32 (m) Transacting business in interstate commerce.

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

34 3. A person who is not transacting business in this State within
35 the meaning of this section need not qualify or comply with any
36 provision of this chapter, title 55 or 56 of NRS or chapter 645A,
37 645B or 645E of NRS unless the person:

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

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

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

44 (a) Does not affect the determination of whether any court,
45 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. 53.5. NRS 88.6067 is hereby amended to read as follows:

88.6067 1. A registered limited-liability limited partnership shall maintain at its *principal office in this State or with its custodian of records whose name and street address are available at the* registered office ~~for principal place of business in this State:~~

~~—(a) A of the registered limited-liability limited partnership a current list of each general partner . §-or~~

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

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

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

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

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

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

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



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

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

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

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

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

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 shall 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 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. *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



1 *which the business trust's certificate of trust expired or was*
2 *revoked and renews or revives the business trust's certificate of*
3 *trust and right to transact business as if such right had at all times*
4 *remained in full force.*

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

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

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

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

13 **Sec. 57. 1.** The Secretary of State shall authorize a foreign
14 business trust whose right to transact business in this State has
15 been revoked to cancel its registration in this State without paying
16 additional fees and penalties, other than the fee for filing a
17 certificate of cancellation required by NRS 88A.900, if the foreign
18 business trust provides evidence satisfactory to the Secretary of
19 State that the foreign business trust did not transact business in
20 this State:

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

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

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

29 **Sec. 58. 1.** Except as otherwise provided in NRS 88A.7345,
30 a foreign business trust which has forfeited its right to transact
31 business in this State under the provisions of this chapter may,
32 upon complying with the provisions of NRS 88A.737, procure a
33 renewal or revival of its right to transact business in this State for
34 any period, together with all the rights, franchises, privileges and
35 immunities, and subject to all its existing and preexisting debts,
36 duties and liabilities secured or imposed by its original certificate
37 of registration and amendments thereto, or existing certificate of
38 registration, by filing:

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

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

45 (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. 58.5. NRS 88A.340 is hereby amended to read as follows:

88A.340 1. A business trust shall keep a copy of the following records at its *principal office in this State or with its custodian of records whose name and street address are available at the* registered office ~~H~~ *of the business trust:*

(a) A copy certified by the Secretary of State of its certificate of trust and all amendments thereto or restatements thereof;

(b) A copy certified by one of its trustees of its governing instrument and all amendments thereto; and

(c) A ledger or duplicate ledger, revised annually, containing the names, alphabetically arranged, of all its beneficial owners, showing their places of residence if known. ~~Instead of this ledger, the business trust may keep a statement containing the name of the custodian of the ledger and the present complete address, including street and number, if any, where the ledger is kept.]~~

2. A business trust shall maintain the records required by subsection 1 in written form or in another form capable of conversion into written form within a reasonable time.

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 ~~H~~ *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



1 of the Secretary of State or reserved in the Office of the Secretary of
2 State pursuant to the provisions of this title, the foreign business
3 trust must submit in writing in its application for reinstatement **or**
4 **revival** to the Secretary of State some other name under which it
5 desires its existence to be reinstated **or revived**. If that name is
6 distinguishable from all other names reserved or otherwise on file,
7 the Secretary of State shall reinstate **or revive** the foreign business
8 trust under that new name.

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

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

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

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

22 ***1. Except as otherwise provided in NRS 89.251, a***
23 ***professional association which did exist or is existing under NRS***
24 ***89.200 to 89.270, inclusive, and this section may, upon complying***
25 ***with the provisions of NRS 89.256, procure a renewal or revival of***
26 ***its articles of association for any period, together with all the***
27 ***rights, franchises, privileges and immunities, and subject to all its***
28 ***existing and preexisting debts, duties and liabilities secured or***
29 ***imposed by its original articles of association and amendments***
30 ***thereto, or existing articles of association, by filing:***

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

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

37 ***(2) The information required pursuant to NRS 77.310.***

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

42 ***(4) Whether or not the renewal or revival is to be perpetual***
43 ***and, if not perpetual, the time for which the renewal or revival is***
44 ***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:



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

4 *(b) Possesses the rights, privileges and immunities conferred*
5 *by the original articles of association and by NRS 89.200 to*
6 *89.270, inclusive, and this section; and*

7 *(c) Is subject to the restrictions and liabilities set forth in NRS*
8 *89.200 to 89.270, inclusive, and this section.*

9 **Sec. 61.5.** NRS 92A.200 is hereby amended to read as
10 follows:

11 92A.200 1. After a plan of merger or exchange is approved
12 as required by this chapter, the surviving or acquiring entity shall
13 deliver to the Secretary of State for filing articles of merger or
14 exchange setting forth:

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

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

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

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

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

31 (f) If the entire plan of merger or exchange is not set forth, a
32 statement that the complete signed plan of merger or plan of
33 exchange is on file at the ~~registered~~ *principal* office *or with the*
34 *custodian of records* if a corporation, limited-liability company or
35 business trust, *or at the principal* office *or with the custodian of*
36 *records, as* described in paragraph (a) of subsection 1 of NRS
37 87A.215 or paragraph (a) of subsection 1 of NRS 88.330 , if a
38 limited partnership, or other place of business of the surviving entity
39 or the acquiring entity, respectively.

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



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

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

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

8 (a) Articles of conversion setting forth:

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

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

14 (b) The charter document of the domestic resulting entity
15 required by the applicable provisions of chapter 78, 78A, 78B, 82,
16 86, 87A, 88, 88A or 89 of NRS.

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

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

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

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

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

28 3. If the entire plan of conversion is not set forth in the articles
29 of conversion, the filing party must include in the articles of
30 conversion a statement that the complete signed plan of conversion
31 is on file at the registered office or principal place of business of the
32 resulting entity or, if the resulting entity is a domestic limited
33 partnership, *at the principal office or with the custodian of records,*
34 *as* described in paragraph (a) of subsection 1 of NRS 87A.215 or
35 paragraph (a) of subsection 1 of NRS 88.330.

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

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



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 if such process is served within 3 years after the entity's date of default.*

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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