

ASSEMBLY BILL NO. 245—ASSEMBLYMEN EDWARDS,
WHEELER, ROBERTS, ELLISON; AND LEAVITT

MARCH 11, 2019

JOINT SPONSORS: SENATORS PARKS AND HARDY

Referred to Committee on Government Affairs

SUMMARY—Requires the waiver of certain fees for certain veteran-owned businesses. (BDR 7-124)

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; requiring the Secretary of State to waive the annual fee for a state business license for a certain period for certain veteran-owned businesses, the minimum fee for filing original articles of incorporation, initial lists and annual lists, for a certain period, for certain veteran-owned corporations and the fee for filing original articles of organization, initial lists and annual lists, for a certain period, for certain veteran-owned limited-liability companies; authorizing the Secretary of State to adopt regulations; and providing other matters properly relating thereto.

Legislative Counsel's Digest:

Existing law imposes an annual fee for a state business license. The fee is \$500 for certain corporations and \$200 for certain other businesses. (NRS 76.100, 76.130) **Sections 1-5 and 13** of this bill require the Secretary of State to waive the annual fee for a state business license during the first 4 years of the existence of a business if the business meets certain criteria, is created on or after January 1, 2020, and at least 51 percent of the business is owned by one or more veterans who reside in this State.

Existing law imposes a fee of \$75 or more for a corporation to file its original articles of incorporation, depending on the dollar amount of the total number of shares provided for in the articles of incorporation. (NRS 78.760) Existing law also requires corporations to: (1) file an initial and annual list with the Secretary of State containing certain information about the corporation; and (2) pay a fee of \$150 for



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the initial list and \$150 or more for an annual list, depending on the dollar amount of the total number of shares provided for in the articles of incorporation. (NRS 78.150) **Sections 6-8 and 13** of this bill require the Secretary of State to waive: (1) the first \$75 of the fee for the filing of original articles of incorporation if the corporation is a for-profit corporation organized on or after January 1, 2020, and at least 51 percent of the for-profit corporation is owned by one or more veterans who reside in this State; (2) the fee for the initial list for such a corporation; and (3) if at least 51 percent of the for-profit corporation continues to be owned by one or more veterans who reside in this State, the first \$150 of the fee for the three annual lists filed after the initial list.

Existing law imposes a fee of \$75 for a limited-liability company to file its original articles of organization. (NRS 86.561) Existing law also requires a limited-liability company to: (1) file an initial and annual list with the Secretary of State containing certain information about the company; and (2) pay a fee of \$150 for the filing of the initial list and each annual list. (NRS 86.263) **Sections 9-13** of this bill require the Secretary of State to waive: (1) the fee for the filing of original articles of organization if the limited-liability company is a for-profit limited-liability company organized on or after January 1, 2020, and at least 51 percent of the company is owned by one or more veterans who reside in this State; (2) the fee for the initial list for such a company; and (3) if at least 51 percent of the for-profit limited-liability company continues to be owned by one or more veterans who reside in this State, the fee for the three annual lists filed after the initial list.

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:

"Veteran" has the meaning ascribed to it in NRS 417.005.

Sec. 2. 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 to 76.040, inclusive, ***and section 1 of this act*** have the meanings ascribed to them in those sections.

Sec. 3. 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 business identification number as assigned by the Secretary of State pursuant to NRS 225.082, and the location in this State of the place or places of business;

(c) ~~{Be}~~ *Except as otherwise provided in subsection 3, be* accompanied by a fee in the amount of \$200 ~~{, except that}~~ *or*, if the applicant is a corporation organized pursuant to chapter 78, 78A or 78B of NRS, or a foreign corporation required to file an initial or annual list with the Secretary of State pursuant to chapter 80 of NRS, ~~{the application must be accompanied by}~~ a fee of \$500; 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 Secretary of State shall waive the fee required by this section if the applicant is:*

(a) *A natural person who is a veteran;*

(b) *An entity not required to file an initial or annual list with the Secretary of State pursuant to this title and at least 51 percent of the ownership interest in the entity is held by one or more veterans; or*

(c) *A for-profit corporation organized pursuant to chapter 78, 78A, 78B or 89 of NRS, or a for-profit limited-liability company organized pursuant to chapter 86 of NRS, and at least 51 percent of the ownership interest in the corporation or limited-liability company, as applicable, is held by one or more veterans.*

4. 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.}~~ 5. 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.



~~15.1~~ 6. A state business license issued pursuant to this section must contain the business identification number assigned by the Secretary of State pursuant to NRS 225.082.

~~16.1~~ 7. 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.

~~17.1~~ 8. For the purposes of this chapter, a person:

(a) Shall be deemed to conduct a business in this State if a business for which the person is responsible:

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

(I) Chapter 82 or 84 of NRS; or

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

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

(3) Except as otherwise provided in NRS 76.103, has a registered agent in this State; or

(4) 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.

(b) Shall be deemed not to conduct a business in this State if the business for which the person is responsible:

(1) Is not organized pursuant to this title;

(2) Does not have an office or base of operations in this State;

(3) Does not have a registered agent in this State;

(4) Does not pay wages or other remuneration to a natural person who performs in this State any of the duties for which he or she is paid, other than wages or other remuneration paid to a natural person for performing duties in connection with an activity described in subparagraph (5); and

(5) Is conducting activity in this State solely to provide vehicles or equipment on a short-term basis in response to a wildland fire, a flood, an earthquake or another emergency.

~~18.1~~ 9. As used in this section, "registered agent" has the meaning ascribed to it in NRS 77.230.

Sec. 4. NRS 76.103 is hereby amended to read as follows:

76.103 1. A manufacturer who maintains a registered agent in this State solely because of the requirements set forth in NRS 370.680 and who is not otherwise required to obtain a state business license pursuant to NRS 76.100 is not deemed, pursuant to



subparagraph (3) of paragraph (a) of subsection ~~77~~ 8 of NRS 76.100, to conduct a business in this State.

2. As used in this section, "manufacturer" has the meaning ascribed to it in NRS 370.0315.

Sec. 5. NRS 76.130 is hereby amended to read as follows:

76.130 1. Except as otherwise provided in ~~subsection 2,~~ **subsections 2 and 6**, a person who applies for renewal of a state business license shall submit a fee in the amount of \$200 to the Secretary of State:

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

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

2. ~~##~~ **Except as otherwise provided in subsection 6, if** the person applying for the renewal of a state business license pursuant to subsection 1 is a corporation organized pursuant to chapter 78, 78A or 78B of NRS, or a foreign corporation required to file an initial or annual list with the Secretary of State pursuant to chapter 80 of NRS, the fee for the renewal of a state business license is \$500.

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

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

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

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

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



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

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

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

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

5. 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.

6. The Secretary of State shall ~~waive~~ :

(a) 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.

(b) *For the 3 years following the issuance of a state business license on or after January 1, 2020, waive the annual state business license fee if the person applying for renewal of the state business license is:*

(1) *A natural person who is a veteran;*

(2) *An entity not required to file an initial or annual list with the Secretary of State pursuant to this title and at least 51 percent of the ownership interest in the entity is held by one or more veterans; or*

(3) *A for-profit corporation organized pursuant to chapter 78, 78A, 78B or 89 of NRS, or a for-profit limited-liability company organized pursuant to chapter 86 of NRS, and at least 51 percent of the ownership interest in the corporation or limited-liability company, as applicable, is held by one or more veterans.*

Sec. 6. NRS 78.010 is hereby amended to read as follows:

78.010 1. As used in this chapter:



(a) "Approval" and "vote" as describing action by the directors or stockholders mean the vote of directors in person or by written consent or of stockholders in person, by proxy or by written consent.

(b) "Articles," "articles of incorporation" and "certificate of incorporation" are synonymous terms and, unless the context otherwise requires, include all certificates filed pursuant to NRS 78.030, 78.180, 78.185, 78.1955, 78.209, 78.380, 78.385, 78.390, 78.725 and 78.730 and any articles of merger, conversion, exchange or domestication filed pursuant to NRS 92A.200 to 92A.240, inclusive, or 92A.270. Unless the context otherwise requires, these terms include restated articles and certificates of incorporation.

(c) "Directors" and "trustees" are synonymous terms.

(d) "Entity" means a foreign or domestic:

(1) Corporation, whether or not for profit;

(2) Limited-liability company;

(3) Limited partnership; or

(4) Business trust.

(e) "Principal office" means the office, in or out of this State, where the principal executive offices of a domestic or foreign corporation are located.

(f) "Receiver" includes receivers and trustees appointed by a court as provided in this chapter or in chapter 32 of NRS.

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

(h) "Registered office" means the office maintained at the street address of the registered agent.

(i) "Stockholder of record" means a person whose name appears on the stock ledger of the corporation.

(j) "Veteran" has the meaning ascribed to it in NRS 417.005.

2. General terms and powers given in this chapter are not restricted by the use of special terms, or by any grant of special powers contained in this chapter.

Sec. 7. NRS 78.150 is hereby amended to read as follows:

78.150 1. A corporation organized pursuant to the laws of this State shall, at the time of the filing of its articles of incorporation with the Secretary of State or, if the corporation has selected an alternative due date pursuant to subsection ~~12~~, **13**, on or before that alternative due date, file with the Secretary of State a list, on a form furnished by the Secretary of State, containing:

(a) The name of the corporation;

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

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

(d) The address, either residence or business, of each officer and director listed, following the name of the officer or director; and



(e) The signature of an officer of the corporation, or some other person specifically authorized by the corporation to sign the list, certifying that the list is true, complete and accurate.

2. The corporation shall annually thereafter, on or before the last day of the month in which the anniversary date of incorporation occurs in each year, or, if, pursuant to subsection ~~12,~~ 13, the corporation has selected an alternative due date for filing the list required by subsection 1, on or before the last day of the month in which the anniversary date of the alternative due date occurs in each year, file with the Secretary of State, on a form furnished by the Secretary of State, an annual list containing all of the information required in subsection 1.

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

(a) A declaration under penalty of perjury that:

(1) The corporation has complied with the provisions of chapter 76 of NRS;

(2) The corporation acknowledges that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing with the Office of the Secretary of State; and

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

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

4. ~~Upon~~ *Except as otherwise provided in subsection 5, upon* filing the list required by:

(a) Subsection 1, the corporation shall pay to the Secretary of State a fee of \$150.

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

\$75,000 or less.....	\$150
Over \$75,000 and not over \$200,000	200
Over \$200,000 and not over \$500,000	300
Over \$500,000 and not over \$1,000,000	400



Over \$1,000,000:

For the first \$1,000,000\$400

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

➡ The maximum fee which may be charged pursuant to paragraph (b) for filing the annual list is \$11,125.

5. *The Secretary of State shall:*

(a) Waive the fee required by paragraph (a) of subsection 4 if the corporation is a for-profit corporation organized on or after January 1, 2020, and the corporation:

(1) Is owned by a natural person who is a veteran; or

(2) Is a corporation of which at least 51 percent of the ownership interest is held by one or more veterans.

(b) For the 3 years following the filing of the initial list by a for-profit corporation organized on or after January 1, 2020, when filing the annual list required to be filed by the for-profit corporation pursuant to subsection 2, waive an amount equal to the minimum amount of the fee required by paragraph (b) of subsection 4 if the corporation:

(1) Is owned by a natural person who is a veteran; or

(2) Is a corporation of which at least 51 percent of the ownership interest is held by one or more veterans.

6. If a corporation files an amended list of directors and officers with the Secretary of State within 60 days after the date on which the list required by subsection 1 is filed, the corporation or the resigning director or officer is not required to pay a fee for filing the amended list.

~~16.1~~ 7. Except as otherwise provided in subsection ~~15.1~~ 6, if a director or officer of a corporation resigns and the resignation is not reflected on the annual or amended list of directors and officers, the corporation or the resigning director or officer shall pay to the Secretary of State a fee of \$75 to file the resignation.

~~17.1~~ 8. The Secretary of State shall, 90 days before the last day for filing each annual list required by subsection 2, provide to each corporation which is required to comply with the provisions of NRS 78.150 to 78.185, inclusive, and which has not become delinquent, a notice of the fee due pursuant to subsection 4 and a reminder to file the annual list required by subsection 2. Failure of any corporation to receive a notice does not excuse it from the penalty imposed by law.

~~18.1~~ 9. If the list to be filed pursuant to the provisions of subsection 1 or 2 is defective in any respect or the fee required by subsection 4 is not paid, the Secretary of State may return the list for correction or payment.



~~¶9-1~~ 10. An annual list for a corporation not in default which is received by the Secretary of State more than 90 days before its due date shall be deemed an amended list for the previous year and must be accompanied by the appropriate fee as provided in subsection 4 for filing. A payment submitted pursuant to this subsection does not satisfy the requirements of subsection 2 for the year to which the due date is applicable.

~~¶10-1~~ 11. A person who files with the Secretary of State a list required by subsection 1 or 2 which identifies an officer or director with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct is subject to the penalty set forth in NRS 225.084.

~~¶11-1~~ 12. For the purposes of this section, a stockholder is not deemed to exercise actual control of the daily operations of a corporation based solely on the fact that the stockholder has voting control of the corporation.

~~¶12-1~~ 13. The Secretary of State may allow a corporation to select an alternative due date for filing the list required by subsection 1.

~~¶13-1~~ 14. The Secretary of State may adopt regulations to administer the provisions of ~~subsection 12-1~~ *this section*.

Sec. 8. NRS 78.760 is hereby amended to read as follows:
78.760 1. ~~¶The~~ *Except as otherwise provided in subsection 5, the* fee for filing articles of incorporation is prescribed in the following schedule:

If the amount represented by the total number of shares provided for in the articles is:

\$75,000 or less.....	\$75
Over \$75,000 and not over \$200,000	175
Over \$200,000 and not over \$500,000	275
Over \$500,000 and not over \$1,000,000	375
Over \$1,000,000:	
For the first \$1,000,000	375
For each additional \$500,000 or fraction thereof	275

2. The maximum fee which may be charged pursuant to this section:

(a) Is \$35,000 for the original filing of the articles of incorporation.

(b) Is \$34,925 for a subsequent filing of any instrument which authorizes an increase in stock.



3. For the purposes of computing the filing fees according to the schedule in subsection 1, the amount represented by the total number of shares provided for in the articles of incorporation is:

(a) The aggregate par value of the shares, if only shares with a par value are therein provided for;

(b) The product of the number of shares multiplied by \$1, regardless of any lesser amount prescribed as the value or consideration for which shares may be issued and disposed of, if only shares without par value are therein provided for; or

(c) The aggregate par value of the shares with a par value plus the product of the number of shares without par value multiplied by \$1, regardless of any lesser amount prescribed as the value or consideration for which the shares without par value may be issued and disposed of, if shares with and without par value are therein provided for.

➤ For the purposes of this subsection, shares with no prescribed par value shall be deemed shares without par value.

4. The Secretary of State shall calculate filing fees pursuant to this section with respect to shares with a par value of less than one-tenth of a cent as if the par value were one-tenth of a cent.

5. The Secretary of State shall waive an amount equal to the minimum amount of the fee for the original filing of articles of incorporation required by this section if the corporation is a for-profit corporation:

(a) Which is owned by a natural person who is a veteran; or

(b) Of which at least 51 percent of the ownership interest is held by one or more veterans.

6. The Secretary of State may adopt regulations to administer the provisions of subsection 5.

Sec. 9. Chapter 86 of NRS is hereby amended by adding thereto a new section to read as follows:

"Veteran" has the meaning ascribed to it in NRS 417.005.

Sec. 10. NRS 86.011 is hereby amended to read as follows:

86.011 As used in this chapter, unless the context otherwise requires, the words and terms defined in NRS 86.022 to 86.1255, inclusive, ***and section 9 of this act*** have the meanings ascribed to them in those sections.

Sec. 11. NRS 86.263 is hereby amended to read as follows:

86.263 1. A limited-liability company shall, at the time of the filing of its articles of organization with the Secretary of State, or, if the limited-liability company has selected an alternative due date pursuant to subsection ~~12.1~~ **13**, on or before that alternative due date, file with the Secretary of State, on a form furnished by the Secretary of State, a list that contains:

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



- 1 (b) The file number of the limited-liability company, if known;
2 (c) The names and titles of all of its managers or, if there is no
3 manager, all of its managing members;
4 (d) The address, either residence or business, of each manager or
5 managing member listed, following the name of the manager or
6 managing member; and
7 (e) The signature of a manager or managing member of the
8 limited-liability company, or some other person specifically
9 authorized by the limited-liability company to sign the list,
10 certifying that the list is true, complete and accurate.

11 2. The limited-liability company shall thereafter, on or before
12 the last day of the month in which the anniversary date of its
13 organization occurs, or, if, pursuant to subsection ~~12.1~~ 13, the
14 limited-liability company has selected an alternative due date for
15 filing the list required by subsection 1, on or before the last day of
16 the month in which the anniversary date of the alternative due date
17 occurs in each year, file with the Secretary of State, on a form
18 furnished by the Secretary of State, an annual list containing all of
19 the information required in subsection 1.

20 3. Each list required by subsections 1 and 2 must be
21 accompanied by a declaration under penalty of perjury that:

22 (a) The limited-liability company has complied with the
23 provisions of chapter 76 of NRS;

24 (b) The limited-liability company acknowledges that pursuant to
25 NRS 239.330, it is a category C felony to knowingly offer any false
26 or forged instrument for filing in the Office of the Secretary of
27 State; and

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

33 4. ~~Upon~~ *Except as otherwise provided in subsection 5, upon*
34 *filing:*

35 (a) The initial list required by subsection 1, the limited-liability
36 company shall pay to the Secretary of State a fee of \$150.

37 (b) Each annual list required by subsection 2, the limited-
38 liability company shall pay to the Secretary of State a fee of \$150.

39 5. *The Secretary of State shall:*

40 (a) *Waive the fee required by paragraph (a) of subsection 4 if*
41 *the limited-liability company is a for-profit limited-liability*
42 *company organized on or after January 1, 2020, and the company:*

43 (1) *Is owned by a natural person who is a veteran; or*



(2) Is a limited-liability company of which at least 51 percent of the ownership interest is held by one or more veterans.

(b) For the 3 years following the filing of the initial list by a for-profit limited-liability company organized on or after January 1, 2020, when filing the annual list required to be filed by the for-profit limited-liability company pursuant to subsection 2, waive the fee required by paragraph (b) of subsection 4 if the for-profit limited-liability company:

(1) Is owned by a natural person who is a veteran; or

(2) Is a company of which at least 51 percent of the ownership interest is held by one or more veterans.

6. If a limited-liability company files an amended list of managers and managing members with the Secretary of State within 60 days after the date on which the initial list required by subsection 1 is filed, the limited-liability company or the resigning manager or managing member is not required to pay a fee for filing the amended list.

~~16.7~~ 7. Except as otherwise provided in subsection ~~15.7~~ 6, if a manager or managing member of a limited-liability company resigns and the resignation is not reflected on the annual or amended list of managers and managing members, the limited-liability company or the resigning manager or managing member shall pay to the Secretary of State a fee of \$75 to file the resignation.

~~17.7~~ 8. The Secretary of State shall, 90 days before the last day for filing each list required by subsection 2, provide to each limited-liability company which is required to comply with the provisions of this section, and which has not become delinquent, a notice of the fee due under subsection 4 and a reminder to file the list required by subsection 2. Failure of any company to receive a notice does not excuse it from the penalty imposed by law.

~~18.7~~ 9. If the list to be filed pursuant to the provisions of subsection 1 or 2 is defective or the fee required by subsection 4 is not paid, the Secretary of State may return the list for correction or payment.

~~19.7~~ 10. An annual list for a limited-liability company not in default received by the Secretary of State more than 90 days before its due date shall be deemed an amended list for the previous year.

~~110.7~~ 11. A person who files with the Secretary of State a list required by subsection 1 or 2 which identifies a manager or managing member with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a manager or managing member in furtherance of any unlawful conduct is subject to the penalty set forth in NRS 225.084.

~~111.7~~ 12. For the purposes of this section, a member is not deemed to exercise actual control of the daily operations of a



limited-liability company based solely on the fact that the member has voting control of the limited-liability company.

~~{12.}~~ **13.** The Secretary of State may allow a limited-liability company to select an alternative due date for filing the list required by subsection 1.

~~{13.}~~ **14.** The Secretary of State may adopt regulations to administer the provisions of ~~{subsection 12.}~~ **this section.**

Sec. 12. NRS 86.561 is hereby amended to read as follows:

86.561 1. ~~{The}~~ ***Except as otherwise provided in subsection 3, the*** Secretary of State shall charge and collect for:

(a) Filing the original articles of organization, or for registration of a foreign company, \$75;

(b) Amending or restating the articles of organization, amending the registration of a foreign company or filing a certificate of correction, \$175;

(c) Filing the articles of dissolution of a domestic or foreign company, \$100;

(d) Certifying a copy of articles of organization or an amendment to the articles, \$30;

(e) Certifying an authorized printed copy of this chapter, \$30;

(f) Reserving a name for a limited-liability company, \$25;

(g) Filing a certificate of cancellation, \$100;

(h) Signing, filing or certifying any other record, \$50; and

(i) Copies provided by the Office of the Secretary of State, \$2 per page.

2. The Secretary of State shall charge and collect, at the time of any service of process on the Secretary of State as agent for service of process of a limited-liability company, \$100 which may be recovered as taxable costs by the party to the action causing the service to be made if the party prevails in the action.

3. ***The Secretary of State shall waive the fee for filing the original articles of organization set forth in paragraph (a) of subsection 1 if the limited-liability company is a for-profit limited-liability company and:***

(a) Is owned by a natural person who is a veteran; or

(b) Is a limited-liability company of which at least 51 percent of the ownership interest is held by one or more veterans.

4. Except as otherwise provided in this section, the fees set forth in NRS 78.785 apply to this chapter.

5. ***The Secretary of State may adopt regulations to administer the provisions of subsection 3.***

Sec. 13. This act becomes effective:

1. Upon passage and approval for the purpose of adopting any regulations and performing any other preparatory administrative tasks that are necessary to carry out the provisions of this act; and



- 1 2. On January 1, 2020, for all other purposes.

③



* A B 2 4 5 *