

ASSEMBLY BILL NO. 373—ASSEMBLYMEMBER HAFEN

MARCH 6, 2025

Referred to Committee on Judiciary

SUMMARY—Revises provisions governing limited-liability companies. (BDR 7-131)

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

~

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

AN ACT relating to business associations; reducing fees related to creating and dissolving limited-liability companies under certain circumstances; and providing other matters properly relating thereto.

Legislative Counsel's Digest:

Existing law authorizes one or more persons to form and conduct business as a limited-liability company by: (1) filing articles of organization with the Secretary of State and paying a filing fee of \$75; (2) filing an initial list containing certain information about the limited-liability company with the Secretary of State and paying a filing fee of \$150; and (3) obtaining a state business license from the Secretary of State and paying a fee of \$200 for the issuance of the license. (NRS 76.100, 86.151, 86.263, 86.561) **Sections 1-3** of this bill reduce these fees to \$25, respectively, if the articles of organization of the limited-liability company include an initial manager or member who has received unemployment compensation within the 7 days immediately preceding the date of the filing of the articles of organization.

Additionally, existing law authorizes a limited-liability company to dissolve under certain circumstances and imposes a fee of \$100 for the filing of the articles of dissolution with the Secretary of State. (NRS 86.4895-86.541, 86.561) **Section 3** reduces the fee to \$25.

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

Section 1. NRS 76.100 is hereby amended to read as follows:
76.100 1. A person shall not conduct a business in this State unless and until the person obtains a state business license issued by the Secretary of State. If the person is:



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

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

2. An application for a state business license must:

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

(b) Set forth the name under which the applicant transacts or intends to transact business, or if the applicant is an entity organized pursuant to this title and on file with the Secretary of State, the exact name on file with the Secretary of State, the 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 accompanied by a fee in the amount of \$200, except that if the applicant is ~~that~~:

(1) A limited-liability company whose original articles of organization include an initial manager or member who has received unemployment compensation within the 7 days immediately preceding the date of the filing of the articles of organization, a fee of \$25; or

(2) 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 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



1 Secretary of State may return the application for correction or
2 payment.

3 5. A state business license issued pursuant to this section must
4 contain the business identification number assigned by the Secretary
5 of State pursuant to NRS 225.082.

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

10 7. For the purposes of this chapter, a person:

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

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

15 (I) Chapter 82 or 84 of NRS; or

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

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

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

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

26 (b) Shall be deemed not to conduct a business in this State if:

27 (1) The business for which the person is responsible:

28 (I) Is not organized pursuant to this title;

29 (II) Does not have an office or base of operations in this
30 State;

31 (III) Does not have a registered agent in this State; and

32 (IV) Does not pay wages or other remuneration to a
33 natural person who performs in this State any of the duties for which
34 he or she is paid, other than wages or other remuneration paid to a
35 natural person for performing duties in connection with an activity
36 described in subparagraph (2);

37 (2) The business for which the person is responsible is
38 conducting activity in this State solely to provide vehicles or
39 equipment on a short-term basis in response to a wildland fire, a
40 flood, an earthquake or another emergency; or

41 (3) The Secretary of State determines that the person is not
42 conducting a business in this State.

43 8. As used in this section, "registered agent" has the meaning
44 ascribed to it in NRS 77.230.



Sec. 2. 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, on or before that alternative due date, file with the Secretary of State, on a form furnished by the Secretary of State, a list that contains:

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

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

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

(d) The address, either residence or business, of each manager or managing member listed, following the name of the manager or managing member; and

(e) The signature of a manager or managing member of the limited-liability company, or some other person specifically authorized by the limited-liability company to sign the list, certifying that the list is true, complete and accurate.

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

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

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

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

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

4. Upon filing:

(a) The initial list required by subsection 1, the limited-liability company shall pay to the Secretary of State a fee of \$150 **H**, *except that if an initial member or manager included in the original articles of organization has received unemployment compensation*



within the 7 days immediately preceding the date of the filing of the articles of organization, a fee of \$25.

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

5. 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.

6. Except as otherwise provided in subsection 5, if a manager or managing member of a limited-liability company resigns and the resignation is not reflected on the annual or amended list of managers and managing members, the limited-liability company or the resigning manager or managing member shall pay to the Secretary of State a fee of \$75 to file the resignation.

7. 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.

8. 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.

9. 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.

10. 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.

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



Sec. 3. NRS 86.561 is hereby amended to read as follows:

86.561 1. The Secretary of State shall charge and collect for:

(a) Filing the original articles of organization, or for registration of a foreign company, \$75 ~~+~~, *except that if an initial member or manager included in the original articles of organization has received unemployment compensation within the 7 days immediately preceding the date of the filing of the articles of organization, \$25;*

(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;~~ **\$25;**

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

Sec. 4. This act becomes effective on July 1, 2025.



