

SENATE BILL NO. 60—COMMITTEE ON JUDICIARY

(ON BEHALF OF THE SECRETARY OF STATE)

PREFILED DECEMBER 20, 2012

Referred to Committee on Judiciary

SUMMARY—Revises various provisions relating to businesses.  
(BDR 7-380)

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; authorizing the imposition of a fine on businesses failing to comply with the requirement to obtain or renew a state business license; amending various provisions relating to state business licenses; revising provisions governing registered agents; prohibiting the formation or registration of a business entity for certain purposes; requiring certain persons to answer interrogatories from the Secretary of State in the course of certain investigations; revising provisions governing the initial and annual lists filed with the Secretary of State by business entities; amending provisions governing the reinstatement and revival of business entities; revising various provisions relating to business entities and secured transactions; and providing other matters properly relating thereto.

**Legislative Counsel's Digest:**

1 Existing law requires a person conducting a business in this State to obtain a  
2 state business license from the Secretary of State. (NRS 76.100) However, under  
3 existing law, certain entities, organizations, persons and businesses are not deemed  
4 to be businesses and, thus, are not required to obtain a state business license. (NRS  
5 76.020) **Section 3** of this bill requires a person deemed not to be a business to  
6 annually claim an exemption from the requirement to obtain a state business license  
7 by filing with the Secretary of State a form provided by the Secretary of State.  
8 **Section 4** of this bill amends provisions governing the confidentiality of  
9 information concerning state business licenses.



\* S B 6 0 R 1 \*

10 Existing law provides that: (1) a person is subject to a fine of not less than  
11 \$1,000 but not more than \$10,000 if the person is purporting to do business in this  
12 State as a business entity but has willfully failed or neglected to register with the  
13 Secretary of State; and (2) the district attorney or Attorney General may recover the  
14 cost of a proceeding to recover the fine if the district attorney or Attorney General  
15 prevails. (NRS 78.047, 80.055, 82.5234, 86.213, 86.548, 87.445, 87.5405,  
16 87A.237, 87A.610, 87A.632, 87A.652, 88.352, 88.600, 88.6062, 88.6087, 88A.215,  
17 88A.750, 89.215) **Section 2** of this bill authorizes the imposition of this fine on  
18 persons conducting business in this State who have willfully failed or neglected to  
19 comply with the requirement to obtain or renew a state business license. **Sections 2,**  
20 **12, 18, 25, 32, 38, 42, 45, 50, 57, 59, 60, 63, 69, 71, 72, 74, 80 and 83** of this bill  
21 provide that in the course of an investigation into a person who has willfully failed  
22 or neglected to comply with the requirement to obtain or renew a state business  
23 license or to register as an entity with the Secretary of State, the Secretary of State  
24 may require certain persons to answer interrogatories that will assist in the  
25 investigation.

26 Existing law requires foreign and domestic business entities to appoint a  
27 registered agent. (NRS 77.310) **Section 6.3** of this bill authorizes the Secretary of  
28 State to conduct periodic, special or other examinations of the records of a  
29 registered agent. **Section 6.7** of this bill authorizes the Secretary of State to impose  
30 a civil penalty of not more than \$500 on registered agents who violate certain  
31 provisions of law governing registered agents. **Sections 7.2-9** of this bill prohibit an  
32 individual in the business of serving as a registered agent from serving as the  
33 registered agent of a foreign or domestic entity or as a director, officer or managing  
34 agent of a foreign or domestic entity that is in the business of serving as a registered  
35 agent in this State if the individual has been convicted of certain crimes or has been  
36 prohibited from serving as a registered agent in another state. **Section 8** requires an  
37 individual or entity transacting business as a registered agent in this State for 10 or  
38 more business entities to register with the Secretary of State as a commercial  
39 registered agent and authorizes the Secretary of State to deny or revoke such a  
40 registration under certain circumstances. **Section 7.6** of this bill eliminates the fee  
41 for registering as a commercial registered agent or terminating registration as a  
42 commercial registered agent. Under **section 9**, if an individual has been convicted  
43 of certain crimes or has been prohibited from serving as a registered agent in  
44 another state, a court may enjoin the individual from serving as a registered agent  
45 or as a director, officer or managing agent of a registered agent.

46 Existing law requires a foreign or domestic business entity to file with the  
47 Secretary of State an initial list and an annual list of the directors and officers of the  
48 entity or the persons holding the equivalent office. (NRS 78.150, 80.110, 82.523,  
49 86.263, 86.5461, 87.510, 87.541, 87A.290, 87A.560, 88.395, 88.591, 88A.600,  
50 88A.732, 89.250) Existing law also imposes a civil penalty on a person who  
51 willfully files in the Office of the Secretary of State a record which contains a false  
52 statement of material fact. (NRS 225.084) **Sections 13, 19, 24, 33, 36, 43, 46, 52,**  
53 **55, 64, 67, 75, 78 and 84** of this bill: (1) require the initial and annual list filed by a  
54 foreign or domestic business entity to include a declaration, under penalty of  
55 perjury, that none of the officers or directors, or their equivalents, has been  
56 identified in the list with the fraudulent intent of concealing the identity of any  
57 person or persons who exercise the power or authority of the officers or directors,  
58 or their equivalents, in furtherance of any unlawful conduct; and (2) provide that a  
59 person who files an initial or annual list that identifies officers or directors, or their  
60 equivalents, for such a purpose is subject to the civil penalty for filing a false record  
61 with the Secretary of State. **Sections 13, 19, 24, 33, 36, 43, 46, 52, 55, 64, 67, 75,**  
62 **78 and 84** also authorize the Secretary of State to allow a foreign or domestic  
63 business entity to select a different due date for filing its initial list under certain  
64 circumstances.



65 Under existing law, if a foreign or domestic business entity has not filed an  
66 annual list within 1 year after the annual list is due, the entity's right to transact  
67 business in this State is forfeited. (NRS 78.175, 80.150, 82.5235, 86.274, 86.5465,  
68 87.520, 87.5425, 87A.300, 87A.585, 88.400, 88.593, 88A.640, 88A.735, 89.254) A  
69 foreign or domestic business entity whose right to transact business has been  
70 forfeited because the entity has failed to file an annual list may reinstate its right to  
71 transact business if, within 5 years after forfeiting its right to transact business, it  
72 files the annual list and pays certain fees. (NRS 78.180, 80.170, 82.5237, 86.276,  
73 86.5467, 87.530, 87.5435, 87A.310, 87A.595, 88.410, 88.594, 88A.650, 88A.737,  
74 89.256) **Sections 14, 20, 26, 30, 34, 37, 44, 47, 53, 56, 65, 68, 76, 79 and 85** of this  
75 bill require a foreign or domestic business entity seeking to reinstate its right to  
76 transact business to also file with the Secretary of State a declaration under penalty  
77 of perjury that the reinstatement is authorized by a court of competent jurisdiction  
78 in this State or the duly elected board of directors or other governing body of the  
79 entity. **Sections 15, 28 and 40** of this bill require this declaration to be filed with  
80 the Secretary of State by a domestic corporation, a domestic nonprofit corporation or  
81 a domestic limited-liability company seeking to renew or revive its charter.

82 Existing law generally authorizes a business entity to be formed for any lawful  
83 purpose. (NRS 78.030, 82.081, 86.141, 87.440, 87A.155, 87A.630, 88.342, 88.606,  
84 88A.200) **Sections 11, 21, 23, 31, 41, 49, 58, 62, 70, 73 and 82** of this bill prohibit  
85 a person from forming a business entity for an illegal purpose or with the intent to  
86 conceal any business activity, or lack thereof, from another person or a  
87 governmental agency.

88 Existing law requires business entities formed under the laws of another state or  
89 a foreign country to register with the Secretary of State before conducting business  
90 in this State. (NRS 80.010, 86.544, 87A.540, 88.575, 88A.710) **Sections 17, 35, 54,**  
91 **66 and 77** of this bill prohibit a business entity formed under the laws of another  
92 state or a foreign country from registering to do business in this State for an illegal  
93 purpose or with the intent to conceal any business activity, or lack thereof, from  
94 another person or a governmental entity.

95 Existing law requires a foreign corporation seeking to register with the  
96 Secretary of State to do business in this State to file a certificate of existence issued  
97 by the authorized officer of the jurisdiction in which the corporation was  
98 incorporated. (NRS 80.010) **Section 17** of this bill requires a foreign corporation to  
99 file a declaration of the existence of the corporation and that the foreign corporation  
100 is in good standing in the jurisdiction in which it was incorporated rather than a  
101 certificate of existence. **Section 35** of this bill requires a foreign limited-liability  
102 company seeking to register with the Secretary of State before commencing  
103 business in this State to file such a declaration.

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

1 **Section 1.** Chapter 76 of NRS is hereby amended by adding  
2 thereto the provisions set forth as sections 2 and 3 of this act.

3 **Sec. 2. 1. *Every person who conducts a business in this***  
4 ***State and who willfully fails or neglects to obtain or renew a state***  
5 ***business license as required by this chapter and to pay the fees***  
6 ***required by NRS 76.100 and 76.130 is subject to a fine of not less***  
7 ***than \$1,000 but not more than \$10,000, to be recovered in a court***  
8 ***of competent jurisdiction.***



1       2. *When the Secretary of State is advised that a person is*  
2 *subject to the fine described in subsection 1, the Secretary of State*  
3 *may, as soon as practicable, refer the matter to the district attorney*  
4 *of the county in which the person's principal place of business is*  
5 *located or the Attorney General, or both, for a determination of*  
6 *whether to institute proceedings to recover the fine. The district*  
7 *attorney of the county in which the person's principal place of*  
8 *business is located or the Attorney General may institute and*  
9 *prosecute the appropriate proceedings to recover the fine. If the*  
10 *district attorney or the Attorney General prevails in a proceeding*  
11 *to recover the fine described in subsection 1, the district attorney*  
12 *or the Attorney General is entitled to recover the costs of the*  
13 *proceeding, including, without limitation, the cost of any*  
14 *investigation and reasonable attorney's fees.*

15       3. *In the course of an investigation of a violation of this*  
16 *section, the Secretary of State may require a person to answer any*  
17 *interrogatory submitted by the Secretary of State that will assist in*  
18 *the investigation.*

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

21       **Sec. 3.** *1. Except as otherwise provided in subsection 2, a*  
22 *person who claims to be excluded from the requirement to obtain*  
23 *a state business license because the person is an entity,*  
24 *organization, person or business listed in subsection 2 of NRS*  
25 *76.020 or who conducts a business in this State but claims to be*  
26 *exempt from the requirement to obtain a state business license*  
27 *must submit annually to the Secretary of State a claim for the*  
28 *exemption on a form provided by the Secretary of State.*

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

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

32       76.160 1. Except as otherwise provided in this chapter and  
33 NRS 239.0115, the records and files of the Secretary of State  
34 concerning the administration of this chapter are confidential and  
35 privileged. The Secretary of State, and any employee of the  
36 Secretary of State engaged in the administration of this chapter or  
37 charged with the custody of any such records or files, shall not  
38 disclose any information obtained from those records or files.  
39 Neither the Secretary of State nor any employee of the Secretary of  
40 State may be required to produce any of the records, files and  
41 information for the inspection of any person or for use in any action  
42 or proceeding.

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



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

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

10 (c) Publication of statistics so classified as to prevent the  
11 identification of a particular business or document.

12 (d) Exchanges of information with the Internal Revenue Service  
13 in accordance with compacts made and provided for in such cases.

14 (e) Disclosure in confidence to any person authorized to audit  
15 the accounts of the Secretary of State in pursuance of an audit, or to  
16 the Attorney General or other legal representative of the State in  
17 connection with an action or proceeding pursuant to this chapter, or  
18 to any agency of this or any other state charged with the  
19 administration or enforcement of laws relating to workers'  
20 compensation, unemployment compensation, public assistance,  
21 taxation, labor or gaming.

22 (f) Exchanges of information pursuant to subsection 3.

23 (g) Disclosure of information concerning whether or not a  
24 person conducting a business in this State has a state business  
25 license **H** *and, if the person is conducting a business in this State,*  
26 *the street address in this State at which the person is conducting*  
27 *that business.*

28 3. The Secretary of State may agree with any county fair and  
29 recreation board or the governing body of any county, city or town  
30 for the continuing exchange of information concerning taxpayers.

31 4. *Upon the request of any law enforcement agency in the*  
32 *course of a criminal investigation or upon the request of any*  
33 *agency or political subdivision of this State, another state or the*  
34 *United States in the course of an enforcement action, the*  
35 *Secretary of State may provide to the requesting law enforcement*  
36 *agency, agency or political subdivision information contained in*  
37 *its records and files relating to a state business license.*

38 5. The Secretary of State shall periodically, as he or she deems  
39 appropriate, but not less often than annually, transmit to the  
40 Administrator of the Division of Industrial Relations of the  
41 Department of Business and Industry a list of the businesses of  
42 which the Secretary of State has a record. The list must include the  
43 mailing address of the business as reported to the Secretary of State.



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1     **Sec. 5.** Chapter 77 of NRS is hereby amended by adding  
2 thereto the provisions set forth as sections 6 to 7, inclusive, of this  
3 act.

4     **Sec. 6. 1.** *Any individual residing or corporation located in*  
5 *this State may register for that calendar year a willingness to serve*  
6 *as the registered agent of a domestic or foreign corporation,*  
7 *limited-liability company or limited partnership with the Secretary*  
8 *of State. The registration must state the full, legal name of the*  
9 *individual or corporation willing to serve as the registered agent*  
10 *and be accompanied by a fee of \$500 per office location of the*  
11 *registered agent.*

12     **2.** *The Secretary of State shall maintain a list of those*  
13 *individuals and corporations who are registered pursuant to*  
14 *subsection 1 and make the list available to persons seeking to do*  
15 *business in this State.*

16     **3.** *The Secretary of State may amend any information*  
17 *provided in the list if an individual or a corporation who is*  
18 *included in the list:*

19         **(a)** *Requests the amendment; and*

20         **(b)** *Pays a fee of \$50.*

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

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

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

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



1 *Secretary of State may provide a greater period to correct the*  
2 *alleged violation as the Secretary of State deems appropriate.*

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

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

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

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

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

17 **Sec. 7.** (Deleted by amendment.)

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

19 77.040 "Commercial registered agent" means an individual or  
20 a domestic or foreign entity ~~Histed~~ *transacting business as a*  
21 *registered agent for 10 or more entities or any registered agent*  
22 *who elects to be registered* under NRS 77.320.

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

24 77.140 "Noncommercial registered agent" means a person that  
25 is not ~~Histed~~ *registered* as a commercial registered agent under  
26 NRS 77.320 and that is:

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

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

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

33 77.280 1. The Secretary of State shall collect the following  
34 fees when a filing is made under this chapter:

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

36 ~~(b) For a commercial registered agent termination statement,~~  
37 ~~\$100.~~

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

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

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



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

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

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

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

7 77.320 1. *An individual or a domestic or foreign entity shall*  
8 *not serve as the registered agent in this State of 10 or more*  
9 *domestic or foreign entities unless the individual or domestic or*  
10 *foreign entity is registered as a commercial registered agent*  
11 *pursuant to this section.*

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

19 (a) The *legal* name of the individual or the *legal* name, type and  
20 jurisdiction of organization of the entity;

21 (b) That the person is in the business of serving as a commercial  
22 registered agent in this State; ~~and~~

23 (c) The address of a place of business of the person in this State  
24 to which service of process and other notice and documents being  
25 served on or sent to entities represented by it may be delivered ; ~~;~~

26 ~~2-~~ (d) *The name, address and telephone number of the*  
27 *individual who has the authority to act on behalf of the*  
28 *commercial registered agent;*

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

31 (1) *Has not been convicted of a felony or, if the individual*  
32 *has been convicted of a felony, a statement that the individual has*  
33 *had his or her civil rights restored; and*

34 (2) *Has not had his or her ability to serve as a registered*  
35 *agent denied or revoked by the appropriate authority of this State*  
36 *or another state, or has not been enjoined by a court of competent*  
37 *jurisdiction from serving as a registered agent, because the*  
38 *individual has engaged in conduct in his or her capacity as a*  
39 *registered agent that was intended to or likely to deceive or*  
40 *defraud the public;*

41 (f) *If the person filing the statement is a domestic or foreign*  
42 *entity, that each director, officer or managing agent of the entity:*

43 (1) *Has not been convicted of a felony or, if a director,*  
44 *officer or managing agent has been convicted of a felony, a*





1 *statement that the individual has had his or her civil rights*  
2 *restored; and*

3 *(2) Has not had his or her ability to serve as a registered*  
4 *agent or a director, officer or managing agent of a registered*  
5 *agent denied or revoked by the appropriate authority of this State*  
6 *or another state, or has not been enjoined by a court of competent*  
7 *jurisdiction from serving as a registered agent or a director,*  
8 *officer or managing agent of a registered agent, because the*  
9 *individual has engaged in conduct in his or her capacity as a*  
10 *registered agent, or as a director, officer or managing agent of a*  
11 *registered agent, that was intended to or likely to deceive or*  
12 *defraud the public; and*

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

15 **3.** If the name of a person filing a commercial registered agent  
16 ~~Listing~~ **registration** statement is not distinguishable on the records  
17 of the Secretary of State from the name of another commercial  
18 registered agent ~~listed~~ **registered** under this section, the person  
19 must adopt a fictitious name that is distinguishable and use that  
20 name in its statement and when it does business in this State as a  
21 commercial registered agent. For the purposes of this subsection, a  
22 proposed name is not distinguishable from another name solely  
23 because one or the other contains distinctive lettering, a distinctive  
24 mark, a trademark or a trade name or any combination of these. The  
25 Secretary of State may adopt regulations that interpret the  
26 requirements of this subsection.

27 ~~3-~~ **4.** A commercial registered agent ~~Listing~~ **registration**  
28 statement takes effect on filing.

29 ~~4-~~ **5.** The Secretary of State shall note the filing of the  
30 commercial registered agent ~~Listing~~ **registration** statement in the  
31 index of filings maintained by the Secretary of State for each entity  
32 represented by the registered agent at the time of the filing. The  
33 statement has the effect of deleting the address of the registered  
34 agent from the registered agent filing of each of those entities.

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

39 *(a) An individual who:*

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

42 *(2) Has had his or her ability to serve as a registered agent*  
43 *denied or revoked by the appropriate authority of this State or*  
44 *another state, or has been enjoined by a court of competent*  
45 *jurisdiction from serving as a registered agent, because the*



1 *individual has engaged in conduct in his or her capacity as a*  
2 *registered agent that was intended to or likely to deceive or*  
3 *defraud the public; or*

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

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

8 *(2) Has had his or her ability to serve as a registered agent*  
9 *or a director, officer or managing agent of a registered agent*  
10 *denied or revoked by the appropriate authority of this State or*  
11 *another state, or has been enjoined by a court of competent*  
12 *jurisdiction from serving as a registered agent or a director,*  
13 *officer or managing agent of a registered agent, because the*  
14 *individual has engaged in conduct in his or her capacity as a*  
15 *registered agent, or as a director, officer or managing agent of a*  
16 *registered agent, that was intended to or likely to deceive or*  
17 *defraud the public.*

18 **Sec. 8.3.** NRS 77.330 is hereby amended to read as follows:

19 77.330 1. A commercial registered agent *which serves as the*  
20 *registered agent in this State for less than 10 entities or which*  
21 *ceases to serve as a registered agent in this State* may terminate its  
22 ~~listing~~ *registration* as a commercial registered agent by filing with  
23 the Secretary of State a commercial registered agent termination  
24 statement signed by or on behalf of the agent which states:

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

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

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

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

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

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

42 77.360 1. If a commercial registered agent changes its name,  
43 its address as currently ~~listed~~ *registered* under subsection ~~1~~ **2** of  
44 NRS 77.320 or its type or jurisdiction of organization, the agent



1 shall file with the Secretary of State a statement of change signed by  
2 or on behalf of the agent which states:

3 (a) The name of the agent as currently ~~Histed~~ *registered* under  
4 subsection ~~H~~ 2 of NRS 77.320;

5 (b) If the name of the agent has changed, its new name;

6 (c) If the address of the agent has changed, the new address; and

7 (d) If the type or jurisdiction of organization of the agent has  
8 changed, the new type or jurisdiction of organization.

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

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

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

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

25 (a) Governors of each entity represented by the agent, stating  
26 that the agent has ceased to be an agent for service of process on the  
27 entity and that, until the entity appoints a new registered agent,  
28 service of process may be made in the manner provided by NRS  
29 14.030; and

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

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

33 77.400 The only duties under this chapter required of a  
34 registered agent who has complied with this chapter are:

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

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

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

43 4. If the agent is a commercial registered agent, to keep current  
44 the information ~~Histed for it~~ *in its registration* under subsection ~~H~~  
45 2 of NRS 77.320.



1       **Sec. 9.** NRS 77.430 is hereby amended to read as follows:

2       77.430 1. The Secretary of State may adopt such regulations  
3 as he or she deems necessary to carry out and ensure compliance  
4 with the provisions of this chapter and any other provision of law  
5 which governs the conduct of registered agents.

6       2. Upon application of the Secretary of State, the district court  
7 may enjoin any person from serving as a registered agent or as an  
8 officer, director or managing agent of a registered agent if the court  
9 finds that:

10      (a) The registered agent failed to comply with any provision of  
11 law governing the conduct of registered agents after reasonable  
12 notice and an opportunity to correct the failure; ~~to~~

13      (b) The registered agent engaged in conduct in his or her  
14 capacity as registered agent that was intended to deceive or defraud  
15 the public or to promote illegal activities ~~H~~;

16      (c) *The registered agent or the officer, director or managing*  
17 *agent has been convicted of a felony and has not been restored to*  
18 *his or her civil rights; or*

19      (d) *The registered agent or the officer, director or managing*  
20 *agent has had his or her ability to serve as a registered agent or a*  
21 *director, officer or managing agent of a registered agent denied or*  
22 *revoked by the appropriate authority of this State or another state,*  
23 *or has been enjoined by a court of competent jurisdiction from*  
24 *serving as a registered agent or a director, officer or managing*  
25 *agent of a registered agent, because the individual has engaged in*  
26 *conduct in his or her capacity as a registered agent, or as a*  
27 *director, officer or managing agent of a registered agent, that was*  
28 *intended to or likely to deceive or defraud the public.*

29       **Sec. 10.** NRS 78.0295 is hereby amended to read as follows:

30       78.0295 1. A corporation may correct a record filed in the  
31 Office of the Secretary of State with respect to the corporation if the  
32 record contains an inaccurate description of a corporate action or if  
33 the record was defectively signed, attested, sealed, verified or  
34 acknowledged.

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

36      (a) Prepare a certificate of correction which:

37          (1) States the name of the corporation;

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

40          (3) Specifies the inaccuracy or defect;

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

43          (5) Is signed by an officer of the corporation or, if no stock  
44 has been issued by the corporation, by the incorporator or a director



1 of the corporation ~~H~~ , or by some other person specifically  
2 *authorized by the corporation to sign the certificate.*

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

4 (c) Pay a filing fee of \$175 to the Secretary of State.

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

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

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

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

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

18 78.030 1. One or more persons may establish a corporation  
19 for the transaction of any lawful business, or to promote or conduct  
20 any legitimate object or purpose, pursuant and subject to the  
21 requirements of this chapter, by signing and filing in the Office of  
22 the Secretary of State articles of incorporation. *A person shall not*  
23 *establish a corporation for any illegal purpose or with the*  
24 *fraudulent intent to conceal any business activity, or lack thereof,*  
25 *from another person or a governmental agency.*

26 2. The articles of incorporation must be as provided in NRS  
27 78.035, and the Secretary of State shall require them to be in the  
28 form prescribed. If any articles are defective in this respect, the  
29 Secretary of State shall return them for correction.

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

31 78.047 1. Every person, other than a corporation organized  
32 and existing pursuant to the laws of another state, territory, the  
33 District of Columbia, a possession of the United States or a foreign  
34 country, who is purporting to do business in this State as a  
35 corporation and who willfully fails or neglects to file with the  
36 Secretary of State articles of incorporation is subject to a fine of not  
37 less than \$1,000 but not more than \$10,000, to be recovered in a  
38 court of competent jurisdiction.

39 2. When the Secretary of State is advised that a person is  
40 subject to the fine described in subsection 1, the Secretary of State  
41 may, as soon as practicable, ~~instruct~~ *refer the matter to* the district  
42 attorney of the county in which the person's principal place of  
43 business is located or the Attorney General, or both, *for a*  
44 *determination of whether* to institute proceedings to recover the  
45 fine. *The district attorney of the county in which the person's*



1 *principal place of business is located or the Attorney General may*  
2 *institute and prosecute the appropriate proceedings to recover the*  
3 *fine.* If the district attorney or the Attorney General prevails in a  
4 proceeding to recover the fine described in subsection 1, the district  
5 attorney or the Attorney General is entitled to recover the costs of  
6 the proceeding, including, without limitation, the cost of any  
7 investigation and reasonable attorney's fees.

8 3. *In the course of an investigation of a violation of this*  
9 *section, the Secretary of State may require a person to answer any*  
10 *interrogatory submitted by the Secretary of State that will assist in*  
11 *the investigation.*

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

14 **Sec. 12.5.** NRS 78.097 is hereby amended to read as follows:

15 78.097 1. If a registered agent resigns pursuant to NRS  
16 77.370 or if a commercial registered agent terminates its ~~listing~~  
17 *registration* as a commercial registered agent pursuant to NRS  
18 77.330, the corporation, before the effective date of the resignation  
19 or termination, shall file with the Secretary of State a statement of  
20 change of registered agent pursuant to NRS 77.340.

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

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

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

27 78.150 1. A corporation organized pursuant to the laws of  
28 this State shall, on or before the last day of the first month after the  
29 filing of its articles of incorporation with the Secretary of State ~~or~~  
30 *or, if the corporation has selected an alternative due date pursuant*  
31 *to subsection 11, on or before that alternative due date,* file with  
32 the Secretary of State a list, on a form furnished by the Secretary of  
33 State, containing:

34 (a) The name of the corporation;

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

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

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

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

44 2. The corporation shall annually thereafter, on or before the  
45 last day of the month in which the anniversary date of incorporation



1 occurs in each year ~~it~~ *or, if, pursuant to subsection 11, the*  
2 *corporation has selected an alternative due date for filing the list*  
3 *required by subsection 1, on or before the last day of the month in*  
4 *which the anniversary date of the alternative due date occurs in*  
5 *each year*, file with the Secretary of State, on a form furnished by  
6 the Secretary of State, an annual list containing all of the  
7 information required in subsection 1.

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

10 (a) A declaration under penalty of perjury that : ~~the~~  
11 ~~corporation;~~

12 (1) ~~Has~~ *The corporation has* complied with the provisions  
13 of chapter 76 of NRS; ~~and~~

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

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

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

31 4. Upon filing the list required by:

32 (a) Subsection 1, the corporation shall pay to the Secretary of  
33 State a fee of \$125.

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

37		
38	\$75,000 or less.....	\$125
39	Over \$75,000 and not over \$200,000 .....	175
40	Over \$200,000 and not over \$500,000 .....	275
41	Over \$500,000 and not over \$1,000,000 .....	375
42	Over \$1,000,000:	
43	For the first \$1,000,000.....	375
44	For each additional \$500,000 or fraction thereof.....	275



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

3  
4 5. If a director or officer of a corporation resigns and the  
5 resignation is not reflected on the annual or amended list of directors  
6 and officers, the corporation or the resigning director or officer shall  
7 pay to the Secretary of State a fee of \$75 to file the resignation.

8 6. The Secretary of State shall, 90 days before the last day for  
9 filing each annual list required by subsection 2, provide to each  
10 corporation which is required to comply with the provisions of NRS  
11 78.150 to 78.185, inclusive, and which has not become delinquent, a  
12 notice of the fee due pursuant to subsection 4 and a reminder to file  
13 the annual list required by subsection 2. Failure of any corporation  
14 to receive a notice does not excuse it from the penalty imposed by  
15 law.

16 7. If the list to be filed pursuant to the provisions of subsection  
17 1 or 2 is defective in any respect or the fee required by subsection 4  
18 is not paid, the Secretary of State may return the list for correction  
19 or payment.

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

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

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

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

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

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

42 78.180 1. Except as otherwise provided in subsections 3 and  
43 4 and NRS 78.152, the Secretary of State shall reinstate a  
44 corporation which has forfeited or which forfeits its right to transact  
45 business pursuant to the provisions of this chapter and shall restore





1 to the corporation its right to carry on business in this State, and to  
2 exercise its corporate privileges and immunities, if it:

3 (a) Files with the Secretary of State:

4 (1) The list required by NRS 78.150;

5 (2) The statement required by NRS 78.153, if applicable;

6 ~~and~~

7 (3) The information required pursuant to NRS 77.310; and

8 *(4) A declaration under penalty of perjury, on a form*  
9 *provided by the Secretary of State, that the reinstatement is*  
10 *authorized by a court of competent jurisdiction in this State or by*  
11 *the duly elected board of directors of the corporation or, if the*  
12 *corporation does not have a board of directors, the equivalent of*  
13 *such a board; and*

14 (b) Pays to the Secretary of State:

15 (1) The filing fee and penalty set forth in NRS 78.150 and  
16 78.170 for each year or portion thereof during which it failed to file  
17 each required annual list in a timely manner;

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

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

20 2. When the Secretary of State reinstates the corporation, the  
21 Secretary of State shall issue to the corporation a certificate of  
22 reinstatement if the corporation:

23 (a) Requests a certificate of reinstatement; and

24 (b) Pays the required fees pursuant to subsection 7 of  
25 NRS 78.785.

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

30 4. If a corporate charter has been revoked pursuant to the  
31 provisions of this chapter and has remained revoked for a period of  
32 5 consecutive years, the charter must not be reinstated.

33 5. Except as otherwise provided in NRS 78.185, a  
34 reinstatement pursuant to this section relates back to the date on  
35 which the corporation forfeited its right to transact business under  
36 the provisions of this chapter and reinstates the corporation's right  
37 to transact business as if such right had at all times remained in full  
38 force and effect.

39 **Sec. 15.** NRS 78.730 is hereby amended to read as follows:

40 78.730 1. Except as otherwise provided in NRS 78.152, any  
41 corporation which did exist or is existing under the laws of this State  
42 may, upon complying with the provisions of NRS 78.180, procure a  
43 renewal or revival of its charter for any period, together with all the  
44 rights, franchises, privileges and immunities, and subject to all its  
45 existing and preexisting debts, duties and liabilities secured or



1 imposed by its original charter and amendments thereto, or existing  
2 charter, by filing:

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

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

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

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

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

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

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

23 *(c) A declaration under penalty of perjury, on a form provided*  
24 *by the Secretary of State, that the renewal or revival is authorized*  
25 *by a court of competent jurisdiction in this State or by the duly*  
26 *elected board of directors of the corporation or, if the corporation*  
27 *does not have a board of directors, the equivalent of such a board.*

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

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

44 4. The filed certificate, or a copy thereof which has been  
45 certified under the hand and seal of the Secretary of State, must be



1 received in all courts and places as prima facie evidence of the facts  
2 therein stated and of the existence and incorporation of the  
3 corporation therein named.

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

5 80.007 1. A foreign corporation may correct a record filed in  
6 the Office of the Secretary of State if the record contains an  
7 incorrect statement or was defectively signed, attested, sealed or  
8 verified.

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

10 (a) Prepare a certificate of correction which:

11 (1) States the name of the corporation;

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

14 (3) Specifies the inaccuracy or defect;

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

17 (5) Is signed by an officer of the corporation or, if no stock  
18 has been issued by the corporation, by the incorporator or a director  
19 of the corporation **H** , *or by some other person specifically*  
20 *authorized by the corporation to sign the certificate.*

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

22 (c) Pay a filing fee of \$175 to the Secretary of State.

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

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

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

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

35 **Sec. 17.** NRS 80.010 is hereby amended to read as follows:

36 80.010 1. Before commencing or doing any business in this  
37 State, each corporation organized pursuant to the laws of another  
38 state, territory, the District of Columbia, a possession of the United  
39 States or a foreign country that enters this State to do business must:

40 (a) File in the Office of the Secretary of State : ~~of this State;~~

41 (1) ~~A certificate of corporate existence issued not more than~~  
42 ~~90 days before the date of filing by an authorized officer of the~~  
43 ~~jurisdiction of its incorporation setting forth the filing of records and~~  
44 ~~instruments related to the articles of incorporation, or the~~  
45 ~~governmental acts or other instrument or authority by which the~~



~~corporation was created. If the certificate is in a language other than English, a translation, together with the oath of the translator and his or her attestation of its accuracy, must be attached to the certificate.~~

~~(2)~~ (2) The information required pursuant to NRS 77.310. The street address of the registered agent is the registered office of the corporation in this State.

~~(3)~~ (2) A statement signed by an officer of the corporation, or some other person specifically authorized by the corporation to sign the statement, setting forth:

(I) A general description of the purposes of the corporation; ~~and~~

(II) The authorized stock of the corporation and the number and par value of shares having par value and the number of shares having no par value ~~+~~;

*(III) A declaration of the existence of the corporation and the name of the jurisdiction of its incorporation or the governmental acts or other instrument of authority by which the corporation was created; and*

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

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

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

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

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



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

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

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

11 6. The Secretary of State shall not accept for filing the records  
12 required by subsection 1 or NRS 80.110 for any foreign corporation  
13 if the name of the corporation contains the words "architect,"  
14 "architecture," "registered architect," "licensed architect,"  
15 "registered interior designer," "registered interior design,"  
16 "residential designer," "registered residential designer," "licensed  
17 residential designer" or "residential design" unless the State Board  
18 of Architecture, Interior Design and Residential Design certifies  
19 that:

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

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

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

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

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

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

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

43 (b) Has filed with the Nevada State Board of Accountancy under  
44 penalty of perjury a written statement that the foreign corporation is



1 not engaged in the practice of accounting and is not offering to  
2 practice accounting in this State.

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

5 *10. A person shall not file the records required by subsection*  
6 *1 for any illegal purpose or with the fraudulent intent to conceal*  
7 *any business activity, or lack thereof, from another person or a*  
8 *governmental agency.*

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

10 80.055 1. Every corporation which willfully fails or neglects  
11 to comply with the provisions of NRS 80.010 to 80.040, inclusive,  
12 is subject to a fine of not less than \$1,000 but not more than  
13 \$10,000, to be recovered in a court of competent jurisdiction.

14 2. Except as otherwise provided in subsection 3, every  
15 corporation which fails or neglects to comply with the provisions of  
16 NRS 80.010 to 80.040, inclusive, may not commence or maintain  
17 any action or proceeding in any court of this State until it has fully  
18 complied with the provisions of NRS 80.010 to 80.040, inclusive.

19 3. An action or proceeding may be commenced by such a  
20 corporation if an extraordinary remedy available pursuant to chapter  
21 31 of NRS is all or part of the relief sought. Such an action or  
22 proceeding must be dismissed without prejudice if the corporation  
23 does not comply with the provisions of NRS 80.010 to 80.040,  
24 inclusive, within 45 days after the action or proceeding is  
25 commenced.

26 4. When the Secretary of State is advised that a corporation is  
27 doing business in contravention of NRS 80.010 to 80.040, inclusive,  
28 the Secretary of State may, as soon as practicable, ~~instruct~~ *refer*  
29 *the matter to* the district attorney of the county where the  
30 corporation has its principal place of business or the Attorney  
31 General, or both, *for a determination of whether* to institute  
32 proceedings to recover any applicable fine provided for in this  
33 section. *The district attorney of the county where the corporation*  
34 *has its principal place of business or the Attorney General may*  
35 *institute and prosecute the appropriate proceedings to recover the*  
36 *fine.* If the district attorney or the Attorney General prevails in a  
37 proceeding to recover the fine described in subsection 1, the district  
38 attorney or the Attorney General is entitled to recover the costs of  
39 the proceeding, including, without limitation, the cost of any  
40 investigation and reasonable attorney's fees.

41 5. *In the course of an investigation of a violation of this*  
42 *section, the Secretary of State may require a corporation to answer*  
43 *any interrogatory submitted by the Secretary of State that will*  
44 *assist in the investigation.*



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

5       ~~6.~~ **7.** The Secretary of State may adopt regulations to  
6 administer the provisions of this section.

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

8       80.070 1. If a registered agent resigns pursuant to NRS  
9 77.370 or if a commercial registered agent terminates its ~~listing~~  
10 **registration** as a commercial registered agent pursuant to NRS  
11 77.330, the corporation, before the effective date of the resignation  
12 or termination, shall file with the Secretary of State a statement of  
13 change of registered agent pursuant to NRS 77.340.

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

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

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

20       80.110 1. Each foreign corporation doing business in this  
21 State shall, on or before the last day of the first month after the filing  
22 ~~of its certificate of corporate existence~~ with the Secretary of State  
23 ~~the information required by NRS 80.010 or, if the foreign~~  
24 **corporation has selected an alternative due date pursuant to**  
25 **subsection 9, on or before that alternative due date**, and annually  
26 thereafter on or before the last day of the month in which the  
27 anniversary date of its qualification to do business in this State  
28 occurs in each year ~~the~~ **or, if applicable, on or before the last day of**  
29 **the month in which the anniversary date of the alternative due**  
30 **date occurs in each year**, file with the Secretary of State a list, on a  
31 form furnished by the Secretary of State, that contains:

32       (a) The names and addresses, either residence or business, of its  
33 president, secretary and treasurer, or the equivalent thereof, and all  
34 of its directors; **and**

35       (b) ~~The information required pursuant to NRS 77.310; and~~  
36 ~~(e)~~ **The signature of an officer of the corporation the or some**  
37 **other person specifically authorized by the corporation to sign the**  
38 **list.**

39       2. Each list filed pursuant to subsection 1 must be accompanied  
40 by:

41       (a) A declaration under penalty of perjury that ~~the~~ :

42       **(1) The** foreign corporation has complied with the provisions  
43 of chapter 76 of NRS ~~and which~~ ;

44       **(2) The foreign corporation** acknowledges that pursuant to  
45 NRS 239.330, it is a category C felony to knowingly offer any false



1 or forged instrument for filing with the Office of the Secretary of  
2 State **H**; and

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

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

16 3. Upon filing:

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

19 (b) Each annual list required by subsection 1, the corporation  
20 shall pay to the Secretary of State, if the amount represented by the  
21 total number of shares provided for in the articles is:

22		
23	\$75,000 or less.....	\$125
24	Over \$75,000 and not over \$200,000 .....	175
25	Over \$200,000 and not over \$500,000 .....	275
26	Over \$500,000 and not over \$1,000,000 .....	375
27	Over \$1,000,000:	
28	For the first \$1,000,000 .....	375
29	For each additional \$500,000 or fraction thereof.....	275

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

32  
33 4. If a director or officer of a corporation resigns and the  
34 resignation is not reflected on the annual or amended list of directors  
35 and officers, the corporation or the resigning director or officer shall  
36 pay to the Secretary of State a fee of \$75 to file the resignation.

37 5. The Secretary of State shall, 90 days before the last day for  
38 filing each annual list required by subsection 1, provide to each  
39 corporation which is required to comply with the provisions of NRS  
40 80.110 to 80.175, inclusive, and which has not become delinquent, a  
41 notice of the fee due pursuant to subsection 3 and a reminder to file  
42 the list pursuant to subsection 1. Failure of any corporation to  
43 receive a notice does not excuse it from the penalty imposed by the  
44 provisions of NRS 80.110 to 80.175, inclusive.





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

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

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

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

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

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

22 80.170 1. Except as otherwise provided in subsections 3 and  
23 4 or NRS 80.113, the Secretary of State shall reinstate a corporation  
24 which has forfeited or which forfeits its right to transact business  
25 under the provisions of this chapter and shall restore to the  
26 corporation its right to transact business in this State, and to exercise  
27 its corporate privileges and immunities, if it:

28 (a) Files with the Secretary of State:

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

30 (2) The statement required by NRS 80.115, if applicable;

31 ~~and~~

32 (3) The information required pursuant to NRS 77.310; and

33 *(4) A declaration under penalty of perjury, on a form*  
34 *provided by the Secretary of State, that the reinstatement is*  
35 *authorized by a court of competent jurisdiction in this State or by*  
36 *the duly elected board of directors of the foreign corporation or, if*  
37 *the foreign corporation does not have a board of directors, the*  
38 *equivalent of such a board; and*

39 (b) Pays to the Secretary of State:

40 (1) The filing fee and penalty set forth in NRS 80.110 and  
41 80.150 for each year or portion thereof that its right to transact  
42 business was forfeited;

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

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



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

4 (a) Requests a certificate of reinstatement; and

5 (b) Pays the required fees pursuant to subsection 7 of  
6 NRS 78.785.

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

11 4. If the right of a corporation to transact business in this State  
12 has been forfeited pursuant to the provisions of this chapter and has  
13 remained forfeited for a period of 5 consecutive years, the right is  
14 not subject to reinstatement.

15 5. Except as otherwise provided in NRS 80.175, a  
16 reinstatement pursuant to this section relates back to the date on  
17 which the corporation forfeited its right to transact business under  
18 the provisions of this chapter and reinstates the corporation's right  
19 to transact business as if such right had at all times remained in full  
20 force and effect.

21 **Sec. 21.** Chapter 81 of NRS is hereby amended by adding  
22 thereto a new section to read as follows:

23 *A person shall not form an entity pursuant to this chapter for*  
24 *any illegal purpose or with the fraudulent intent to conceal any*  
25 *business activity, or lack thereof, from another person or a*  
26 *governmental agency.*

27 **Sec. 22.** NRS 81.006 is hereby amended to read as follows:

28 81.006 1. A nonprofit cooperative corporation, a cooperative  
29 association, a charitable organization or any other entity formed  
30 under the provisions of this chapter may correct a record filed with  
31 the Secretary of State with respect to the entity if the record contains  
32 an inaccurate description of an action or if the record was  
33 defectively signed, attested, sealed, verified or acknowledged.

34 2. To correct a record, the entity must:

35 (a) Prepare a certificate of correction which:

36 (1) States the name of the entity;

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

39 (3) Specifies the inaccuracy or defect;

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

42 (5) Is signed by an officer of the entity or, if the certificate is  
43 filed before the first meeting of the board of directors, by an  
44 incorporator or director **H**, *or by some other person specifically*  
45 *authorized by the entity to sign the certificate.*



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

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

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

7 4. If a nonprofit cooperative corporation, a cooperative  
8 association, a charitable organization or any other entity formed  
9 under the provisions of this chapter has made a filing with the  
10 Secretary of State and the Secretary of State has not processed the  
11 filing and placed the filing into the public record, the nonprofit  
12 cooperative corporation, cooperative association, charitable  
13 organization or other entity may cancel the filing by:

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

16 (b) Paying a fee of \$50.

17 **Sec. 23.** NRS 82.081 is hereby amended to read as follows:

18 82.081 1. One or more natural persons may associate to  
19 establish a corporation no part of the income or profit of which is  
20 distributable to its members, directors or officers, except as  
21 otherwise provided in this chapter, for the transaction of any lawful  
22 business, or to promote or conduct any legitimate object or purpose,  
23 pursuant and subject to the requirements of this chapter, by signing  
24 and filing in the Office of the Secretary of State articles of  
25 incorporation. *A person shall not establish a corporation pursuant  
26 to this chapter for any illegal purpose or with the fraudulent intent  
27 to conceal any business activity, or lack thereof, from another  
28 person or a governmental agency.*

29 2. The Secretary of State shall require articles of incorporation  
30 to be in the form prescribed by NRS 82.086. If any articles are  
31 defective in this respect, the Secretary of State shall return them for  
32 correction.

33 **Sec. 24.** NRS 82.523 is hereby amended to read as follows:

34 82.523 1. Each foreign nonprofit corporation doing business  
35 in this State shall, on or before the last day of the first month after  
36 the filing of its application for registration as a foreign nonprofit  
37 corporation with the Secretary of State **† or, if the foreign  
38 nonprofit corporation has selected an alternative due date  
39 pursuant to subsection 9, on or before that alternative due date,**  
40 and annually thereafter on or before the last day of the month in  
41 which the anniversary date of its qualification to do business in this  
42 State occurs in each year **† or, if applicable, on or before the last  
43 day of the month in which the anniversary date of the alternative  
44 due date occurs in each year,** file with the Secretary of State a list,  
45 on a form furnished by the Secretary of State, that contains:



- 1 (a) The name of the foreign nonprofit corporation;  
2 (b) The file number of the foreign nonprofit corporation, if  
3 known;  
4 (c) The names and titles of the president, the secretary and the  
5 treasurer, or the equivalent thereof, and all the directors of the  
6 foreign nonprofit corporation;  
7 (d) The address, either residence or business, of the president,  
8 secretary and treasurer, or the equivalent thereof, and each director  
9 of the foreign nonprofit corporation; **and**  
10 (e) ~~The information required pursuant to NRS 77.310; and~~  
11 ~~(f)~~ The signature of an officer of the foreign nonprofit  
12 corporation , **or some other person specifically authorized by the**  
13 **foreign nonprofit corporation to sign the list**, certifying that the list  
14 is true, complete and accurate.  
15 2. Each list filed pursuant to this section must be accompanied  
16 by a declaration under penalty of perjury that : ~~the foreign~~  
17 ~~nonprofit corporation;~~  
18 (a) ~~Has~~ **The foreign nonprofit corporation has** complied with  
19 the provisions of chapter 76 of NRS; ~~and~~  
20 (b) ~~Acknowledges~~ **The foreign nonprofit corporation**  
21 **acknowledges** that pursuant to NRS 239.330, it is a category C  
22 felony to knowingly offer any false or forged instrument for filing  
23 with the Office of the Secretary of State ~~;~~ **and**  
24 (c) **None of the officers or directors identified in the list has**  
25 **been identified in the list with the fraudulent intent of concealing**  
26 **the identity of any person or persons exercising the power or**  
27 **authority of an officer or director in furtherance of any unlawful**  
28 **conduct.**  
29 3. Upon filing the initial list and each annual list pursuant to  
30 this section, the foreign nonprofit corporation must pay to the  
31 Secretary of State a fee of \$25.  
32 4. The Secretary of State shall, 60 days before the last day for  
33 filing each annual list, provide to each foreign nonprofit corporation  
34 which is required to comply with the provisions of NRS 82.523 to  
35 82.5239, inclusive, and which has not become delinquent, a notice  
36 of the fee due pursuant to subsection 3 and a reminder to file the list  
37 required pursuant to subsection 1. Failure of any foreign nonprofit  
38 corporation to receive a notice does not excuse it from the penalty  
39 imposed by the provisions of NRS 82.523 to 82.5239, inclusive.  
40 5. If the list to be filed pursuant to the provisions of subsection  
41 1 is defective or the fee required by subsection 3 is not paid, the  
42 Secretary of State may return the list for correction or payment.  
43 6. An annual list for a foreign nonprofit corporation not in  
44 default that is received by the Secretary of State more than 90 days  
45 before its due date shall be deemed an amended list for the previous



1 year and does not satisfy the requirements of subsection 1 for the  
2 year to which the due date is applicable.

3 *7. A person who files with the Secretary of State a list*  
4 *pursuant to this section which identifies an officer or director with*  
5 *the fraudulent intent of concealing the identity of any person or*  
6 *persons exercising the power or authority of an officer or director*  
7 *in furtherance of any unlawful conduct is subject to the penalty*  
8 *set forth in NRS 225.084.*

9 *8. For the purposes of this section, a member of a foreign*  
10 *nonprofit corporation is not deemed to exercise actual control of*  
11 *the daily operations of the foreign nonprofit corporation based*  
12 *solely on the fact that the member has voting control of the foreign*  
13 *nonprofit corporation.*

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

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

19 **Sec. 25.** NRS 82.5234 is hereby amended to read as follows:

20 82.5234 1. Every foreign nonprofit corporation which is  
21 doing business in this State and which willfully fails or neglects to  
22 qualify to do business in this State in accordance with the laws of  
23 this State is subject to a fine of not less than \$1,000 but not more  
24 than \$10,000, to be recovered in a court of competent jurisdiction.

25 2. Except as otherwise provided in subsection 3, every foreign  
26 nonprofit corporation which is doing business in this State and  
27 which fails or neglects to qualify to do business in this State in  
28 accordance with the laws of this State may not commence or  
29 maintain any action or proceeding in any court of this State until it  
30 has qualified to do business in this State.

31 3. An action or proceeding may be commenced by such a  
32 corporation if an extraordinary remedy available pursuant to chapter  
33 31 of NRS is all or part of the relief sought. Such an action or  
34 proceeding must be dismissed without prejudice if the corporation  
35 does not qualify to do business in this State within 45 days after the  
36 action or proceeding is commenced.

37 4. When the Secretary of State is advised that a foreign  
38 nonprofit corporation is subject to the fine described in subsection 1,  
39 the Secretary of State may, as soon as practicable, ~~instruct~~ *refer*  
40 *the matter to* the district attorney of the county where the foreign  
41 nonprofit corporation has its principal place of business or the  
42 Attorney General, or both, *for a determination of whether* to  
43 institute proceedings to recover the fine. *The district attorney of the*  
44 *county where the foreign nonprofit corporation has its principal*  
45 *place of business or the Attorney General may institute and*



1 *prosecute the appropriate proceedings to recover the fine.* If the  
2 district attorney or the Attorney General prevails in a proceeding to  
3 recover the fine described in subsection 1, the district attorney or the  
4 Attorney General is entitled to recover the costs of the proceeding,  
5 including, without limitation, the cost of any investigation and  
6 reasonable attorney's fees.

7 5. *In the course of an investigation of a violation of this*  
8 *section, the Secretary of State may require a foreign nonprofit*  
9 *corporation to answer any interrogatory submitted by the*  
10 *Secretary of State that will assist in the investigation.*

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

16 ~~6.~~ 7. The Secretary of State may adopt regulations to  
17 administer the provisions of this section.

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

19 82.5237 1. Except as otherwise provided in subsections 3 and  
20 4 and NRS 82.183, the Secretary of State shall reinstate a foreign  
21 nonprofit corporation which has forfeited or which forfeits its right  
22 to transact business pursuant to the provisions of NRS 82.523 to  
23 82.5239, inclusive, and restore to the foreign nonprofit corporation  
24 its right to transact business in this State, and to exercise its  
25 corporate privileges and immunities, if it:

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

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

28 (2) *A declaration under penalty of perjury, on a form*  
29 *provided by the Secretary of State, that the reinstatement is*  
30 *authorized by a court of competent jurisdiction in this State or by*  
31 *the duly elected board of directors of the foreign nonprofit*  
32 *corporation or, if the foreign nonprofit corporation does not have*  
33 *a board of directors, the equivalent of such a board; and*

34 (b) Pays to the Secretary of State:

35 (1) The filing fee and penalty set forth in NRS 82.523 and  
36 82.5235 for each year or portion thereof that its right to transact  
37 business was forfeited; and

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

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

43 (a) Requests a certificate of reinstatement; and

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



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

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

9 5. Except as otherwise provided in NRS 82.5239, a  
10 reinstatement pursuant to this section relates back to the date on  
11 which the foreign nonprofit corporation forfeited its right to transact  
12 business under the provisions of this chapter and reinstates the  
13 foreign nonprofit corporation's right to transact business as if such  
14 right had at all times remained in full force and effect.

15 **Sec. 27.** NRS 82.534 is hereby amended to read as follows:

16 82.534 1. A corporation may correct a record filed in the  
17 Office of the Secretary of State with respect to the corporation if the  
18 record contains an inaccurate description of a corporate action or if  
19 the record was defectively signed, attested, sealed, verified or  
20 acknowledged.

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

22 (a) Prepare a certificate of correction which:

23 (1) States the name of the corporation;

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

26 (3) Specifies the inaccuracy or defect;

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

29 (5) Is signed by an officer of the corporation or, if the  
30 certificate is filed before the first meeting of the board of directors,  
31 by an incorporator or director **H**, *or by some other person*  
32 *specifically authorized by the corporation to sign the certificate.*

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

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

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

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

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

45 (b) Paying a fee of \$50.



1       **Sec. 28.** NRS 82.546 is hereby amended to read as follows:

2       82.546 1. Except as otherwise provided in NRS 82.183, any  
3 corporation which did exist or is existing pursuant to the laws of this  
4 State may, upon complying with the provisions of NRS 78.150 and  
5 82.193, procure a renewal or revival of its charter for any period,  
6 together with all the rights, franchises, privileges and immunities,  
7 and subject to all its existing and preexisting debts, duties and  
8 liabilities secured or imposed by its original charter and  
9 amendments thereto, or its existing charter, by filing:

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

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

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

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

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

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

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

30       (c) *A declaration under penalty of perjury, on a form provided*  
31 *by the Secretary of State, that the renewal or revival is authorized*  
32 *by a court of competent jurisdiction in this State or by the duly*  
33 *elected board of directors of the corporation or, if the corporation*  
34 *does not have a board of directors, the equivalent of such a board.*

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

39       3. A corporation seeking to revive its original or amended  
40 charter shall cause the certificate to be signed by its president or  
41 vice president and secretary or assistant secretary. The signing and  
42 filing of the certificate must be approved unanimously by the last-  
43 appointed surviving directors of the corporation and must contain a  
44 recital that unanimous consent was secured. The corporation shall





1 pay to the Secretary of State the fee required to establish a new  
2 corporation pursuant to the provisions of this chapter.

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

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

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

14 84.009 1. A corporation sole may correct a record filed with  
15 the Office of the Secretary of State with respect to the corporation  
16 sole if the record contains an inaccurate description of an action of  
17 the corporation sole or if the record was defectively signed, attested,  
18 sealed, verified or acknowledged.

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

20 (a) Prepare a certificate of correction which:

21 (1) States the name of the corporation sole;

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

24 (3) Specifies the inaccuracy or defect;

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

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

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

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

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

44 4. If a corporation sole has made a filing with the Secretary of  
45 State and the Secretary of State has not processed the filing and



1 placed the filing into the public record, the corporation sole may  
2 cancel the filing by:

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

5 (b) Paying a fee of \$50.

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

7 84.120 1. If a registered agent resigns pursuant to NRS  
8 77.370 or if a commercial registered agent terminates its ~~listing~~  
9 **registration** as a commercial registered agent pursuant to NRS  
10 77.330, the corporation sole, before the effective date of the  
11 resignation or termination, shall file with the Secretary of State a  
12 statement of change of registered agent pursuant to NRS 77.340.

13 2. A corporation sole that fails to comply with subsection 1  
14 shall be deemed in default and is subject to the provisions of NRS  
15 84.130 and 84.140.

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

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

19 84.150 1. Except as otherwise provided in subsections 3 and  
20 4, the Secretary of State shall reinstate any corporation sole which  
21 has forfeited its right to transact business under the provisions of  
22 this chapter and restore the right to carry on business in this State  
23 and exercise its corporate privileges and immunities, if it:

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

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

26 (2) *A declaration under penalty of perjury, on a form*  
27 *provided by the Secretary of State, that the reinstatement is*  
28 *authorized by a court of competent jurisdiction in this State or by*  
29 *the archbishop, bishop, president, trustee in trust, president of*  
30 *stake, president of congregation, overseer, presiding elder, district*  
31 *superintendent, other presiding officer or member of the clergy of*  
32 *a church or religious society or denomination, who has been*  
33 *chosen, elected or appointed in conformity with the constitution,*  
34 *canons, rites, regulations or discipline of the church or religious*  
35 *society or denomination, and in whom is vested the legal title to*  
36 *property held for the purposes, use or benefit of the church or*  
37 *religious society or denomination; and*

38 (b) Pays to the Secretary of State:

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

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

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



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

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

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

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

13 5. A reinstatement pursuant to this section relates back to the  
14 date on which the corporation forfeited its right to transact business  
15 under the provisions of this chapter and reinstates the corporation's  
16 right to transact business as if such right had at all times remained in  
17 full force and effect.

18 **Sec. 31.** NRS 86.141 is hereby amended to read as follows:

19 86.141 1. Except as otherwise provided in subsection 2, a  
20 limited-liability company may be organized under this chapter for  
21 any lawful purpose. *A person shall not organize a limited-liability*  
22 *company for any illegal purpose or with the fraudulent intent to*  
23 *conceal any business activity, or lack thereof, from another person*  
24 *or a governmental agency.*

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

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

29 86.213 1. Every person, other than a foreign limited-liability  
30 company, who is purporting to do business in this State as a limited-  
31 liability company and who willfully fails or neglects to file with the  
32 Secretary of State articles of organization is subject to a fine of not  
33 less than \$1,000 but not more than \$10,000, to be recovered in a  
34 court of competent jurisdiction.

35 2. When the Secretary of State is advised that a person is  
36 subject to the fine described in subsection 1, the Secretary of State  
37 may, as soon as practicable, ~~instruct~~ *refer the matter to* the district  
38 attorney of the county in which the person's principal place of  
39 business is located or the Attorney General, or both, *for a*  
40 *determination of whether* to institute proceedings to recover the  
41 fine. *The district attorney of the county in which the person's*  
42 *principal place of business is located or the Attorney General may*  
43 *institute and prosecute the appropriate proceedings to recover the*  
44 *fine.* If the district attorney or the Attorney General prevails in a  
45 proceeding to recover the fine described in subsection 1, the district



1 attorney or the Attorney General is entitled to recover the costs of  
2 the proceeding, including, without limitation, the cost of any  
3 investigation and reasonable attorney's fees.

4 3. *In the course of an investigation of a violation of this*  
5 *section, the Secretary of State may require a person to answer any*  
6 *interrogatory submitted by the Secretary of State that will assist in*  
7 *the investigation.*

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

10 **Sec. 32.5.** NRS 86.251 is hereby amended to read as follows:

11 86.251 1. If a registered agent resigns pursuant to NRS  
12 77.370 or if a commercial registered agent terminates its ~~Histing~~  
13 *registration* as a commercial registered agent pursuant to NRS  
14 77.330, the limited-liability company, before the effective date of  
15 the resignation or termination, shall file with the Secretary of State a  
16 statement of change of registered agent pursuant to NRS 77.340.

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

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

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

23 86.263 1. A limited-liability company shall, on or before the  
24 last day of the first month after the filing of its articles of  
25 organization with the Secretary of State ~~H~~ *or, if the limited-liability*  
26 *company has selected an alternative due date pursuant to*  
27 *subsection 11, on or before that alternative due date,* file with the  
28 Secretary of State, on a form furnished by the Secretary of State, a  
29 list that contains:

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

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

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

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

37 (e) ~~The information required pursuant to NRS 77.310; and~~

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

42 2. The limited-liability company shall thereafter, on or before  
43 the last day of the month in which the anniversary date of its  
44 organization occurs ~~H~~ *or, if, pursuant to subsection 11, the*  
45 *limited-liability company has selected an alternative due date for*



1 *filing the list required by subsection 1, on or before the last day of*  
2 *the month in which the anniversary date of the alternative due*  
3 *date occurs in each year, file with the Secretary of State, on a form*  
4 furnished by the Secretary of State, an annual list containing all of  
5 the information required in subsection 1.

6 3. Each list required by subsections 1 and 2 must be  
7 accompanied by a declaration under penalty of perjury that : ~~the~~  
8 ~~limited-liability company;~~

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

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

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

20 4. Upon filing:

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

23 (b) Each annual list required by subsection 2, the limited-  
24 liability company shall pay to the Secretary of State a fee of \$125.

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

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

37 7. If the list to be filed pursuant to the provisions of subsection  
38 1 or 2 is defective or the fee required by subsection 4 is not paid, the  
39 Secretary of State may return the list for correction or payment.

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

43 *9. A person who files with the Secretary of State a list*  
44 *required by subsection 1 or 2 which identifies a manager or*  
45 *managing member with the fraudulent intent of concealing the*



1 *identity of any person or persons exercising the power or authority*  
2 *of a manager or managing member in furtherance of any*  
3 *unlawful conduct is subject to the penalty set forth in*  
4 *NRS 225.084.*

5 *10. For the purposes of this section, a member is not deemed*  
6 *to exercise actual control of the daily operations of a limited-*  
7 *liability company based solely on the fact that the member has*  
8 *voting control of the limited-liability company.*

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

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

14 **Sec. 34.** NRS 86.276 is hereby amended to read as follows:

15 86.276 1. Except as otherwise provided in subsections 3 and  
16 4 and NRS 86.246, the Secretary of State shall reinstate any limited-  
17 liability company which has forfeited or which forfeits its right to  
18 transact business pursuant to the provisions of this chapter and shall  
19 restore to the company its right to carry on business in this State,  
20 and to exercise its privileges and immunities, if it:

21 (a) Files with the Secretary of State:

22 (1) The list required by NRS 86.263;

23 (2) The statement required by NRS 86.264, if applicable;

24 ~~and~~

25 (3) The information required pursuant to NRS 77.310; and

26 *(4) A declaration under penalty of perjury, on a form*  
27 *provided by the Secretary of State, that the reinstatement is*  
28 *authorized by a court of competent jurisdiction in this State or by*  
29 *the duly selected manager or managers of the limited-liability*  
30 *company or, if there are no managers, its managing members; and*

31 (b) Pays to the Secretary of State:

32 (1) The filing fee and penalty set forth in NRS 86.263 and  
33 86.272 for each year or portion thereof during which it failed to file  
34 in a timely manner each required annual list;

35 (2) The fee set forth in NRS 86.264, if applicable; and

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

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

40 (a) Requests a certificate of reinstatement; and

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

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



1 4. If a company's charter has been revoked pursuant to the  
2 provisions of this chapter and has remained revoked for a period of  
3 5 consecutive years, the charter must not be reinstated.

4 5. Except as otherwise provided in NRS 86.278, a  
5 reinstatement pursuant to this section relates back to the date on  
6 which the company forfeited its right to transact business under the  
7 provisions of this chapter and reinstates the company's right to  
8 transact business as if such right had at all times remained in full  
9 force and effect.

10 **Sec. 35.** NRS 86.544 is hereby amended to read as follows:

11 86.544 **1.** Before transacting business in this State, a foreign  
12 limited-liability company must register with the Secretary of State.  
13 *A person shall not register a foreign limited-liability company with*  
14 *the Secretary of State for any illegal purpose or with the*  
15 *fraudulent intent to conceal any business activity, or lack thereof,*  
16 *from another person or a governmental agency.*

17 **2.** In order to register, a foreign limited-liability company must  
18 submit to the Secretary of State an application for registration as a  
19 foreign limited-liability company, signed by a manager of the  
20 company or, if management is not vested in a manager, a member of  
21 the company ~~H~~, *or by some other person specifically authorized*  
22 *by the foreign limited-liability company to sign the application.*  
23 The application for registration must set forth:

24 ~~H-1~~ **(a)** The name of the foreign limited-liability company and,  
25 if different, the name under which it proposes to register and  
26 transact business in this State;

27 ~~I-2~~ **(b)** The ~~I-state~~ *jurisdiction* and date of its formation;

28 ~~I-3~~ **(c)** *A declaration of the existence of the foreign limited-*  
29 *liability company and that the foreign limited-liability company is*  
30 *in good standing in the jurisdiction in which it was formed;*

31 **(d)** The information required pursuant to NRS 77.310;

32 ~~I-4~~ **(e)** A statement that the Secretary of State is appointed the  
33 agent of the foreign limited-liability company for service of process  
34 if the authority of the registered agent has been revoked, or if the  
35 registered agent has resigned or cannot be found or served with the  
36 exercise of reasonable diligence;

37 ~~I-5~~ **(f)** The address of the office required to be maintained in  
38 the state of its organization by the laws of that state or, if not so  
39 required, of the principal office of the foreign limited-liability  
40 company;

41 ~~I-6~~ **(g)** The name and business address of each manager or, if  
42 management is not vested in a manager, each member;

43 ~~I-7~~ **(h)** The address of the office at which is kept a list of the  
44 names and addresses of the members and their capital contributions,  
45 together with an undertaking by the foreign limited-liability



1 company to keep those records until the registration in this State of  
2 the foreign limited-liability company is cancelled or withdrawn; and  
3 ~~†~~ (i) If the foreign limited-liability company has one or more  
4 series of members and if the debts or liabilities of a series are  
5 enforceable against the assets of that series only and not against the  
6 assets of the company generally or another series, a statement to that  
7 effect.

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

9 86.5461 1. Each foreign limited-liability company doing  
10 business in this State shall, on or before the last day of the first  
11 month after the filing of its application for registration as a foreign  
12 limited-liability company with the Secretary of State ~~†~~ *or, if the*  
13 *foreign limited-liability company has selected an alternative due*  
14 *date pursuant to subsection 10, on or before that alternative due*  
15 *date*, and annually thereafter on or before the last day of the month  
16 in which the anniversary date of its qualification to do business in  
17 this State occurs in each year ~~†~~ *or, if applicable, on or before the*  
18 *last day of the month in which the anniversary date of the*  
19 *alternative due date occurs in each year*, file with the Secretary of  
20 State a list on a form furnished by the Secretary of State that  
21 contains:

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

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

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

27 (d) The address, either residence or business, of each manager or  
28 managing member listed pursuant to paragraph (c); *and*

29 ~~—(†)~~ ~~The information required pursuant to NRS 77.310; and~~

30 ~~—(†)~~ *The signature of a manager or managing member of the*  
31 *foreign limited-liability company, or some other person*  
32 *specifically authorized by the foreign limited-liability company to*  
33 *sign the list*, certifying that the list is true, complete and accurate.

34 2. Each list filed pursuant to this section must be accompanied  
35 by a declaration under penalty of perjury that : ~~the foreign limited-~~  
36 ~~liability company;~~

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

39 (b) ~~Acknowledges~~ *The foreign limited-liability company*  
40 *acknowledges* that pursuant to NRS 239.330, it is a category C  
41 felony to knowingly offer any false or forged instrument for filing  
42 with the Office of the Secretary of State ~~†~~; *and*

43 (c) *None of the managers or managing members identified in*  
44 *the list has been identified in the list with the fraudulent intent of*  
45 *concealing the identity of any person or persons exercising the*



\* S B 6 0 R 1 \*



1 *power or authority of a manager or managing member in*  
2 *furtherance of any unlawful conduct.*

3 3. Upon filing:

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

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

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

14 5. The Secretary of State shall, 90 days before the last day for  
15 filing each annual list required by this section, provide to each  
16 foreign limited-liability company which is required to comply with  
17 the provisions of NRS 86.5461 to 86.5468, inclusive, and which has  
18 not become delinquent, a notice of the fee due pursuant to  
19 subsection 3 and a reminder to file the list required pursuant  
20 to subsection 1. Failure of any foreign limited-liability company to  
21 receive a notice does not excuse it from the penalty imposed by the  
22 provisions of NRS 86.5461 to 86.5468, inclusive.

23 6. If the list to be filed pursuant to the provisions of subsection  
24 1 is defective or the fee required by subsection 3 is not paid, the  
25 Secretary of State may return the list for correction or payment.

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

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

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

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

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



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

2       86.5467 1. Except as otherwise provided in subsections 3 and  
3 4 and NRS 86.54615, the Secretary of State shall reinstate a foreign  
4 limited-liability company which has forfeited or which forfeits its  
5 right to transact business under the provisions of this chapter and  
6 shall restore to the foreign limited-liability company its right to  
7 transact business in this State, and to exercise its privileges and  
8 immunities, if it:

9       (a) Files with the Secretary of State:

10       (1) The list required by NRS 86.5461;

11       (2) The statement required by NRS 86.5462, if applicable;

12 ~~and~~

13       (3) The information required pursuant to NRS 77.310; and

14       (4) *A declaration under penalty of perjury, on a form*  
15 *provided by the Secretary of State, that the reinstatement is*  
16 *authorized by a court of competent jurisdiction in this State or by*  
17 *the duly selected manager or managers of the foreign limited-*  
18 *liability company or, if there are no managers, its managing*  
19 *members; and*

20       (b) Pays to the Secretary of State:

21       (1) The filing fee and penalty set forth in NRS 86.5461 and  
22 86.5465 for each year or portion thereof that its right to transact  
23 business was forfeited;

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

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

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

30       (a) Requests a certificate of reinstatement; and

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

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

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

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



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

2       86.548 1. Every foreign limited-liability company transacting  
3 business in this State which willfully fails or neglects to register  
4 with the Secretary of State in accordance with the provisions of  
5 NRS 86.544 is subject to a fine of not less than \$1,000 but not more  
6 than \$10,000, to be recovered in a court of competent jurisdiction.

7       2. Every foreign limited-liability company transacting business  
8 in this State which fails or neglects to register with the Secretary of  
9 State in accordance with the provisions of NRS 86.544 may not  
10 commence or maintain any action, suit or proceeding in any court of  
11 this State until it has registered with the Secretary of State.

12       3. The failure of a foreign limited-liability company to register  
13 with the Secretary of State does not impair the validity of any  
14 contract or act of the foreign limited-liability company, or prevent  
15 the foreign limited-liability company from defending any action,  
16 suit or proceeding in any court of this State.

17       4. When the Secretary of State is advised that a foreign limited-  
18 liability company is subject to the fine described in subsection 1, the  
19 Secretary of State may, as soon as practicable, ~~instruct~~ *refer the*  
20 *matter to* the district attorney of the county where the foreign  
21 limited-liability company has its principal place of business or the  
22 Attorney General, or both, *for a determination of whether* to  
23 institute proceedings to recover the fine. *The district attorney of the*  
24 *county where the foreign limited-liability company has its*  
25 *principal place of business or the Attorney General may institute*  
26 *and prosecute the appropriate proceedings to recover the fine.* If  
27 the district attorney or the Attorney General prevails in a proceeding  
28 to recover the fine described in subsection 1, the district attorney or  
29 the Attorney General is entitled to recover the costs of the  
30 proceeding, including, without limitation, the cost of any  
31 investigation and reasonable attorney's fees.

32       5. *In the course of an investigation of a violation of this*  
33 *section, the Secretary of State may require a foreign limited-*  
34 *liability company to answer any interrogatory submitted by the*  
35 *Secretary of State that will assist in the investigation.*

36       6. A foreign limited-liability company, by transacting business  
37 in this State without registering with the Secretary of State, appoints  
38 the Secretary of State as its agent for service of process with respect  
39 to causes of action arising out of the transaction of business in this  
40 State by the foreign limited-liability company.

41       ~~6.~~ 7. The Secretary of State may adopt regulations to  
42 administer the provisions of this section.

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

44       86.568 1. A limited-liability company may correct a record  
45 filed in the Office of the Secretary of State with respect to the



1 limited-liability company if the record contains an inaccurate  
2 description of a company action or was defectively signed, attested,  
3 sealed, verified or acknowledged.

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

5 (a) Prepare a certificate of correction that:

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

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

9 (3) Specifies the inaccuracy or defect;

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

12 (5) Is signed by a manager of the company or, if  
13 management is not vested in a manager, by a member of the  
14 company **H**, *or by some other person specifically authorized by*  
15 *the company to sign the certificate.*

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

17 (c) Pay a filing fee of \$175 to the Secretary of State.

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

22 4. If a limited-liability company has made a filing with the  
23 Secretary of State and the Secretary of State has not processed the  
24 filing and placed the filing into the public record, the limited-  
25 liability company may cancel the filing by:

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

28 (b) Paying a fee of \$50.

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

30 86.580 1. Except as otherwise provided in NRS 86.246, a  
31 limited-liability company which did exist or is existing pursuant to  
32 the laws of this State may, upon complying with the provisions of  
33 NRS 86.276, procure a renewal or revival of its charter for any  
34 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 charter and  
37 amendments thereto, or existing charter, by filing:

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

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

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



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

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

7 (5) That the limited-liability company desiring to renew or  
8 revive its charter is, or has been, organized and carrying on the  
9 business authorized by its existing or original charter and  
10 amendments thereto, and desires to renew or continue through  
11 revival its existence pursuant to and subject to the provisions of this  
12 chapter.

13 (b) A list of its managers or, if there are no managers, all its  
14 managing members and their mailing or street addresses, either  
15 residence or business.

16 *(c) A declaration under penalty of perjury, on a form provided*  
17 *by the Secretary of State, that the renewal or revival is authorized*  
18 *by a court of competent jurisdiction in this State or by the duly*  
19 *selected manager or managers of the limited-liability company or,*  
20 *if there are no managers, its managing members.*

21 2. A limited-liability company whose charter has not expired  
22 and is being renewed shall cause the certificate to be signed by its  
23 manager or, if there is no manager, by a person designated by its  
24 members. The certificate must be approved by a majority in interest.

25 3. A limited-liability company seeking to revive its original or  
26 amended charter shall cause the certificate to be signed by a person  
27 or persons designated or appointed by the members. The signing and  
28 filing of the certificate must be approved by the written consent of a  
29 majority in interest and must contain a recital that this consent was  
30 secured. The limited-liability company shall pay to the Secretary of  
31 State the fee required to establish a new limited-liability company  
32 pursuant to the provisions of this chapter.

33 4. The filed certificate, or a copy thereof which has been  
34 certified under the hand and seal of the Secretary of State, must be  
35 received in all courts and places as prima facie evidence of the facts  
36 therein stated and of the existence of the limited-liability company  
37 therein named.

38 5. Except as otherwise provided in NRS 86.278, a renewal or  
39 revival pursuant to this section relates back to the date on which the  
40 limited-liability company's charter expired or was revoked and  
41 renews or revives the limited-liability company's charter and right  
42 to transact business as if such right had at all times remained in full  
43 force and effect.



1     **Sec. 41.** NRS 87.440 is hereby amended to read as follows:

2     87.440 1. To become a registered limited-liability  
3 partnership, a partnership shall file with the Secretary of State a  
4 certificate of registration stating each of the following:

5     (a) The name of the partnership.

6     (b) The street address of its principal office.

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

8     (d) The name and business address of each managing partner in  
9 this State.

10    (e) That the partnership thereafter will be a registered limited-  
11 liability partnership.

12    (f) Any other information that the partnership wishes to include.

13    2. The certificate of registration must be signed by a majority  
14 in interest of the partners or by one or more partners authorized to  
15 sign such a certificate.

16    3. The certificate of registration must be accompanied by a fee  
17 of \$75.

18    4. The Secretary of State shall register as a registered limited-  
19 liability partnership any partnership that submits a completed  
20 certificate of registration with the required fee. *A person shall not  
21 register a registered limited-liability partnership for any illegal  
22 purpose or with the fraudulent intent to conceal any business  
23 activity, or lack thereof, from another person or a governmental  
24 agency.*

25    5. The registration of a registered limited-liability partnership  
26 is effective at the time of the filing of the certificate of registration.

27     **Sec. 42.** NRS 87.445 is hereby amended to read as follows:

28     87.445 1. Every person, other than a foreign registered  
29 limited-liability partnership, who is purporting to do business in this  
30 State as a registered limited-liability partnership and who willfully  
31 fails or neglects to file with the Secretary of State a certificate of  
32 registration is subject to a fine of not less than \$1,000 but not more  
33 than \$10,000, to be recovered in a court of competent jurisdiction.

34    2. When the Secretary of State is advised that a person is  
35 subject to the fine described in subsection 1, the Secretary of State  
36 may, as soon as practicable, ~~instruct~~ *refer the matter to* the district  
37 attorney of the county in which the person's principal place of  
38 business is located or the Attorney General, or both, *for a  
39 determination of whether* to institute proceedings to recover the  
40 fine. *The district attorney of the county in which the person's  
41 principal place of business is located or the Attorney General may  
42 institute and prosecute the appropriate proceedings to recover the  
43 fine.* If the district attorney or the Attorney General prevails in a  
44 proceeding to recover the fine described in subsection 1, the district  
45 attorney or the Attorney General is entitled to recover the costs of



\* S B 6 0 R 1 \*

1 the proceeding, including, without limitation, the cost of any  
2 investigation and reasonable attorney's fees.

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

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

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

10 87.500 1. If a registered agent resigns pursuant to NRS  
11 77.370 or if a commercial registered agent terminates its ~~Histing~~  
12 *registration* as a commercial registered agent pursuant to NRS  
13 77.330, the registered limited-liability partnership shall, before the  
14 effective date of the resignation or termination, file with the  
15 Secretary of State a statement of change of registered agent pursuant  
16 to NRS 77.340.

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

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

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

23 87.510 1. A registered limited-liability partnership shall, on  
24 or before the last day of the first month after the filing of its  
25 certificate of registration with the Secretary of State ~~†~~ *or, if the*  
26 *registered limited-liability partnership has selected an alternative*  
27 *due date pursuant to subsection 8, on or before that alternative*  
28 *due date*, and annually thereafter on or before the last day of the  
29 month in which the anniversary date of the filing of its certificate of  
30 registration with the Secretary of State occurs ~~†~~ *or, if applicable,*  
31 *on or before the last day of the month in which the anniversary*  
32 *date of the alternative due date occurs in each year*, file with the  
33 Secretary of State, on a form furnished by the Secretary of State, a  
34 list that contains:

35 (a) The name of the registered limited-liability partnership;

36 (b) The file number of the registered limited-liability  
37 partnership, if known;

38 (c) The names of all of its managing partners;

39 (d) The address, either residence or business, of each managing  
40 partner; *and*

41 (e) ~~†The information required pursuant to NRS 77.310; and~~

42 ~~—(†)~~ The signature of a managing partner of the registered  
43 limited-liability partnership , *or some other person specifically*  
44 *authorized by the registered limited-liability partnership to sign the*  
45 *list*, certifying that the list is true, complete and accurate.



1 ↪ Each list filed pursuant to this subsection must be accompanied  
2 by a declaration under penalty of perjury that the registered limited-  
3 liability partnership has complied with the provisions of chapter 76  
4 of NRS ~~{and which}~~ , *that the registered limited-liability*  
5 *partnership* acknowledges that pursuant to NRS 239.330, it is a  
6 category C felony to knowingly offer any false or forged instrument  
7 for filing in the Office of the Secretary of State ~~H~~ *and that none of*  
8 *the managing partners identified in the list has been identified in*  
9 *the list with the fraudulent intent of concealing the identity of any*  
10 *person or persons exercising the power or authority of a managing*  
11 *partner in furtherance of any unlawful conduct.*

12 2. Upon filing:

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

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

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

24 4. The Secretary of State shall, at least 90 days before the last  
25 day for filing each annual list required by subsection 1, provide to  
26 the registered limited-liability partnership a notice of the fee due  
27 pursuant to subsection 2 and a reminder to file the annual list  
28 required by subsection 1. The failure of any registered limited-  
29 liability partnership to receive a notice does not excuse it from  
30 complying with the provisions of this section.

31 5. If the list to be filed pursuant to the provisions of subsection  
32 1 is defective, or the fee required by subsection 2 is not paid, the  
33 Secretary of State may return the list for correction or payment.

34 6. An annual list that is filed by a registered limited-liability  
35 partnership which is not in default more than 90 days before it is due  
36 shall be deemed an amended list for the previous year and does not  
37 satisfy the requirements of subsection 1 for the year to which the  
38 due date is applicable.

39 7. *A person who files with the Secretary of State an initial list*  
40 *or annual list required by subsection 1 which identifies a*  
41 *managing partner with the fraudulent intent of concealing the*  
42 *identity of any person or persons exercising the power or authority*  
43 *of a managing partner in furtherance of any unlawful conduct is*  
44 *subject to the penalty set forth in NRS 225.084.*





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

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

6        **Sec. 44.** NRS 87.530 is hereby amended to read as follows:

7        87.530 1. Except as otherwise provided in subsection 3 and  
8 NRS 87.515, the Secretary of State shall reinstate the certificate of  
9 registration of a registered limited-liability partnership that is  
10 revoked pursuant to NRS 87.520 if the registered limited-liability  
11 partnership:

12        (a) Files with the Secretary of State:

13            (1) The information required by NRS 87.510; ~~land~~

14            (2) The information required pursuant to NRS 77.310; and

15            (3) ***A declaration under penalty of perjury, on a form***  
16 ***provided by the Secretary of State, that the reinstatement is***  
17 ***authorized by a court of competent jurisdiction in this State or by***  
18 ***the duly selected managing partners of the registered limited-***  
19 ***liability partnership.***

20        (b) Pays to the Secretary of State:

21            (1) The fee required to be paid pursuant to NRS 87.510;

22            (2) Any penalty required to be paid pursuant to NRS 87.520;

23 and

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

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

29        (a) Requests a certificate of reinstatement; and

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

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

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

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

42        87.5405 1. Every foreign registered limited-liability  
43 partnership which is doing business in this State and which willfully  
44 fails or neglects to register with the Secretary of State pursuant to  
45 NRS 87.440 to 87.500, inclusive, and 87.541 to 87.544, inclusive, is



1 subject to a fine of not less than \$1,000 but not more than \$10,000,  
2 to be recovered in a court of competent jurisdiction.

3 2. Every foreign registered limited-liability partnership which  
4 is doing business in this State and which fails or neglects to register  
5 with the Secretary of State pursuant to NRS 87.440 to 87.500,  
6 inclusive, and 87.541 to 87.544, inclusive, may not commence or  
7 maintain any action, suit or proceeding in any court of this State  
8 until it has registered with the Secretary of State pursuant to NRS  
9 87.440 to 87.500, inclusive, and 87.541 to 87.544, inclusive.

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

16 4. When the Secretary of State is advised that a foreign  
17 registered limited-liability partnership is subject to the fine  
18 described in subsection 1, the Secretary of State may, as soon as  
19 practicable, ~~instruct~~ *refer the matter to* the district attorney of the  
20 county in which the foreign registered limited-liability partnership's  
21 principal place of business is located or the Attorney General, or  
22 both, *for a determination of whether* to institute proceedings to  
23 recover the fine. *The district attorney of the county in which the*  
24 *foreign registered limited-liability partnership's principal place of*  
25 *business is located or the Attorney General may institute and*  
26 *prosecute the appropriate proceedings to recover the fine.* If the  
27 district attorney or the Attorney General prevails in a proceeding to  
28 recover the fine described in subsection 1, the district attorney or the  
29 Attorney General is entitled to recover the costs of the proceeding,  
30 including, without limitation, the cost of any investigation and  
31 reasonable attorney's fees.

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

36 6. A foreign registered limited-liability partnership, by  
37 transacting business in this State without registration, appoints the  
38 Secretary of State as its agent for service of process with respect to  
39 causes of action arising out of the transaction of business in this  
40 State by the foreign registered limited-liability partnership.

41 ~~6-~~ 7. The Secretary of State may adopt regulations to  
42 administer the provisions of this section.

43 **Sec. 46.** NRS 87.541 is hereby amended to read as follows:

44 87.541 1. Each foreign registered limited-liability partnership  
45 doing business in this State shall, on or before the last day of the



1 first month after the filing of its application for registration as a  
2 foreign registered limited-liability partnership with the Secretary of  
3 State ~~It~~ *or, if the foreign registered limited-liability partnership*  
4 *has selected an alternative due date pursuant to subsection 9, on*  
5 *or before that alternative due date*, and annually thereafter on or  
6 before the last day of the month in which the anniversary date of its  
7 qualification to do business in this State occurs in each year ~~It~~ *or, if*  
8 *applicable, on or before the last day of the month in which the*  
9 *anniversary date of the alternative due date occurs in each year*,  
10 file with the Secretary of State a list, on a form furnished by the  
11 Secretary of State, that contains:

12 (a) The name of the foreign registered limited-liability  
13 partnership;

14 (b) The file number of the foreign registered limited-liability  
15 partnership, if known;

16 (c) The names of all its managing partners;

17 (d) The address, either residence or business, of each managing  
18 partner; *and*

19 (e) ~~The information required pursuant to NRS 77.310; and~~  
20 ~~—(f)—~~ *The signature of a managing partner of the foreign*  
21 *registered limited-liability partnership, or some other person*  
22 *specifically authorized by the foreign registered limited-liability*  
23 *partnership to sign the list*, certifying that the list is true, complete  
24 and accurate.

25 2. Each list filed pursuant to this section must be accompanied  
26 by a declaration under penalty of perjury that : ~~the foreign~~  
27 ~~registered limited liability partnership;~~

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

30 (b) ~~Acknowledges~~ *The foreign registered limited-liability*  
31 *partnership acknowledges* that pursuant to NRS 239.330, it is a  
32 category C felony to knowingly offer any false or forged instrument  
33 for filing in the Office of the Secretary of State ~~It~~; *and*

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

39 3. Upon filing:

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

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



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

6 5. The Secretary of State shall, 90 days before the last day for  
7 filing each annual list required by subsection 1, provide to each  
8 foreign registered limited-liability partnership which is required to  
9 comply with the provisions of NRS 87.541 to 87.544, inclusive, and  
10 which has not become delinquent, a notice of the fee due pursuant to  
11 subsection 3 and a reminder to file the list required pursuant to  
12 subsection 1. Failure of any foreign registered limited-liability  
13 partnership to receive a notice does not excuse it from the penalty  
14 imposed by the provisions of NRS 87.541 to 87.544, inclusive.

15 6. If the list to be filed pursuant to the provisions of subsection  
16 1 is defective or the fee required by subsection 3 is not paid, the  
17 Secretary of State may return the list for correction or payment.

18 7. An annual list for a foreign registered limited-liability  
19 partnership not in default which is received by the Secretary of State  
20 more than 90 days before its due date shall be deemed an amended  
21 list for the previous year and does not satisfy the requirements of  
22 subsection 1 for the year to which the due date is applicable.

23 *8. A person who files with the Secretary of State an initial list*  
24 *or annual list required by subsection 1 which identifies a*  
25 *managing partner with the fraudulent intent of concealing the*  
26 *identity of any person or persons exercising the power and*  
27 *authority of a managing partner in furtherance of any unlawful*  
28 *conduct is subject to the penalty set forth in NRS 225.084.*

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

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

34 **Sec. 47.** NRS 87.5435 is hereby amended to read as follows:

35 87.5435 1. Except as otherwise provided in subsections 3 and  
36 4 and NRS 87.5413, the Secretary of State shall reinstate a foreign  
37 registered limited-liability partnership which has forfeited or which  
38 forfeits its right to transact business under the provisions of this  
39 chapter and shall restore to the foreign registered limited-liability  
40 partnership its right to transact business in this State, and to exercise  
41 its privileges and immunities, if it:

42 (a) Files with the Secretary of State:

43 (1) The list required by NRS 87.541; ~~and~~

44 (2) The information required pursuant to NRS 77.310; and



1           ***(3) A declaration under penalty of perjury, on a form***  
2 ***provided by the Secretary of State, that the reinstatement is***  
3 ***authorized by a court of competent jurisdiction in this State or by***  
4 ***the duly selected managing partners of the foreign registered***  
5 ***limited-liability partnership; and***

6           (b) Pays to the Secretary of State:

7           (1) The filing fee and penalty set forth in NRS 87.541 and  
8 87.5425 for each year or portion thereof that its right to transact  
9 business was forfeited; and

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

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

15           (a) Requests a certificate of reinstatement; and

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

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

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

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

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

34          87.547 1. A registered limited-liability partnership may  
35 correct a record filed in the Office of the Secretary of State with  
36 respect to the registered limited-liability partnership if the record  
37 contains an inaccurate description of a partnership action or if the  
38 record was defectively signed, attested, sealed, verified or  
39 acknowledged.

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

42           (a) Prepare a certificate of correction that:

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



- 1 (2) Describes the record, including, without limitation, its  
2 filing date;
- 3 (3) Specifies the inaccuracy or defect;
- 4 (4) Sets forth the inaccurate or defective portion of the record  
5 in an accurate or corrected form; and
- 6 (5) Is signed by a managing partner of the registered limited-  
7 liability partnership ~~H~~ *or by some other person specifically*  
8 *authorized by the registered limited-liability partnership to sign the*  
9 *certificate.*
- 10 (b) Deliver the certificate to the Secretary of State for filing.
- 11 (c) Pay a filing fee of \$175 to the Secretary of State.
- 12 3. A certificate of correction is effective on the effective date  
13 of the record it corrects except as to persons relying on the  
14 uncorrected record and adversely affected by the correction. As to  
15 those persons, the certificate is effective when filed.
- 16 4. If a registered limited-liability partnership has made a filing  
17 with the Secretary of State and the Secretary of State has not  
18 processed the filing and placed the filing into the public record, the  
19 registered limited-liability partnership may cancel the filing by:
- 20 (a) Filing a statement of cancellation with the Secretary of State;  
21 and
- 22 (b) Paying a fee of \$50.

23 **Sec. 49.** NRS 87A.155 is hereby amended to read as follows:

24 87A.155 1. A limited partnership is an entity distinct from its  
25 partners. A limited partnership is the same entity regardless of  
26 whether the limited partnership has registered as a registered  
27 limited-liability limited partnership.

28 2. A limited partnership may be organized under this chapter  
29 for any lawful purpose. *A person shall not organize a limited*  
30 *partnership for any illegal purpose or with the fraudulent intent to*  
31 *conceal any business activity, or lack thereof, from another person*  
32 *or a governmental agency.*

33 3. A limited partnership has a perpetual duration.

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

36 87A.225 1. If a registered agent resigns pursuant to NRS  
37 77.370 or if a commercial registered agent terminates its ~~Histing~~  
38 *registration* as a commercial registered agent pursuant to NRS  
39 77.330, the limited partnership, before the effective date of the  
40 resignation or termination, shall file with the Secretary of State a  
41 statement of change of registered agent pursuant to NRS 77.340.

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



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

3 **Sec. 50.** NRS 87A.237 is hereby amended to read as follows:

4 87A.237 1. Every person, other than a foreign limited  
5 partnership, who is purporting to do business in this State as a  
6 limited partnership and who willfully fails or neglects to file with  
7 the Secretary of State a certificate of limited partnership is subject to  
8 a fine of not less than \$1,000 but not more than \$10,000, to be  
9 recovered in a court of competent jurisdiction.

10 2. When the Secretary of State is advised that a person, other  
11 than a foreign limited partnership, is subject to the fine described in  
12 subsection 1, the Secretary of State may, as soon as practicable,  
13 ~~instruct~~ *refer the matter to* the district attorney of the county in  
14 which the person’s principal place of business is located or the  
15 Attorney General, or both, *for a determination of whether* to  
16 institute proceedings to recover the fine. *The district attorney of the*  
17 *county in which the person’s principal place of business is located*  
18 *or the Attorney General may institute and prosecute the*  
19 *appropriate proceedings to recover the fine.* If the district attorney  
20 or the Attorney General prevails in a proceeding to recover the fine  
21 described in subsection 1, the district attorney or the Attorney  
22 General is entitled to recover the costs of the proceeding, including,  
23 without limitation, the cost of any investigation and reasonable  
24 attorney’s fees.

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

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

31 **Sec. 51.** NRS 87A.275 is hereby amended to read as follows:

32 87A.275 1. A limited partnership or foreign limited  
33 partnership may correct a record filed in the Office of the Secretary  
34 of State with respect to the limited partnership or foreign limited  
35 partnership if the record contains false or erroneous information or  
36 if the record was defectively signed, attested, sealed, verified or  
37 acknowledged.

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

40 (a) Prepare a certificate of correction that:

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

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

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



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

3 (5) Is signed by a general partner of the limited partnership  
4 or foreign limited partnership ~~†~~ *or by some other person*  
5 *specifically authorized by the limited partnership or foreign*  
6 *limited partnership to sign the certificate.*

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

8 (c) Pay a filing fee of \$175 to the Secretary of State.

9 3. A certificate of correction must not state a delayed effective  
10 date and is effective on the effective date of the record it corrects,  
11 except that the certificate is effective when filed:

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

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

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

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

23 (b) Paying a fee of \$50.

24 **Sec. 52.** NRS 87A.290 is hereby amended to read as follows:

25 87A.290 1. A limited partnership shall, on or before the last  
26 day of the first month after the filing of its certificate of limited  
27 partnership with the Secretary of State ~~†~~ *or, if the limited*  
28 *partnership has selected an alternative due date pursuant to*  
29 *subsection 10, on or before that alternative due date,* and annually  
30 thereafter on or before the last day of the month in which the  
31 anniversary date of the filing of its certificate of limited partnership  
32 occurs ~~†~~ *or, if applicable, on or before the last day of the month*  
33 *in which the anniversary date of the alternative due date occurs in*  
34 *each year,* file with the Secretary of State, on a form furnished by  
35 the Secretary of State, a list that contains:

36 (a) The name of the limited partnership;

37 (b) The file number of the limited partnership, if known;

38 (c) The names of all of its general partners;

39 (d) The address, either residence or business, of each general  
40 partner; *and*

41 ~~(e) The information required pursuant to NRS 77.310; and~~

42 ~~—(†)~~ *The signature of a general partner of the limited partnership*  
43 *, or some other person specifically authorized by the limited*  
44 *partnership to sign the list,* certifying that the list is true, complete  
45 and accurate.





1 ↪ Each list filed pursuant to this subsection must be accompanied  
2 by a declaration under penalty of perjury that the limited partnership  
3 has complied with the provisions of chapter 76 of NRS ~~and which~~  
4 *, that the limited partnership* acknowledges that pursuant to NRS  
5 239.330, it is a category C felony to knowingly offer any false or  
6 forged instrument for filing in the Office of the Secretary of State ~~+~~  
7 *, and that none of the general partners identified in the list has*  
8 *been identified in the list with the fraudulent intent of concealing*  
9 *the identity of any person or persons exercising the power or*  
10 *authority of a general partner in furtherance of any unlawful*  
11 *conduct.*

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

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

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

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

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

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

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

28 5. The Secretary of State shall, 90 days before the last day for  
29 filing each annual list required by subsection 1, provide to each  
30 limited partnership which is required to comply with the provisions  
31 of this section, and which has not become delinquent, a notice of the  
32 fee due pursuant to the provisions of subsection 2 or 3, as  
33 appropriate, and a reminder to file the annual list required pursuant  
34 to subsection 1. Failure of any limited partnership to receive a notice  
35 does not excuse it from the penalty imposed by NRS 87A.300.

36 6. If the list to be filed pursuant to the provisions of subsection  
37 1 is defective or the fee required by subsection 2 or 3 is not paid, the  
38 Secretary of State may return the list for correction or payment.

39 7. An annual list for a limited partnership not in default that is  
40 received by the Secretary of State more than 90 days before its due  
41 date shall be deemed an amended list for the previous year and does  
42 not satisfy the requirements of subsection 1 for the year to which the  
43 due date is applicable.



1 8. A filing made pursuant to this section does not satisfy the  
2 provisions of NRS 87A.240 and may not be substituted for filings  
3 submitted pursuant to NRS 87A.240.

4 *9. A person who files with the Secretary of State a list*  
5 *required by subsection 1 which identifies a general partner with*  
6 *the fraudulent intent of concealing the identity of any person or*  
7 *persons exercising the power or authority of a general partner in*  
8 *furtherance of any unlawful conduct is subject to the penalty set*  
9 *forth in NRS 225.084.*

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

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

15 **Sec. 53.** NRS 87A.310 is hereby amended to read as follows:

16 87A.310 1. Except as otherwise provided in subsections 3  
17 and 4 and NRS 87A.200, the Secretary of State shall reinstate any  
18 limited partnership which has forfeited or which forfeits its right to  
19 transact business under the provisions of this chapter and restore to  
20 the limited partnership its right to carry on business in this State,  
21 and to exercise its privileges and immunities if it:

22 (a) Files with the Secretary of State:

23 (1) The list required pursuant to NRS 87A.290;

24 (2) The statement required by NRS 87A.295, if applicable;

25 ~~and~~

26 (3) The information required pursuant to NRS 77.310; and

27 *(4) A declaration under penalty of perjury, on a form*  
28 *provided by the Secretary of State, that the reinstatement is*  
29 *authorized by a court of competent jurisdiction in this State or by*  
30 *the duly selected general partners of the limited partnership; and*

31 (b) Pays to the Secretary of State:

32 (1) The filing fee and penalty set forth in NRS 87A.290 and  
33 87A.300 for each year or portion thereof during which the certificate  
34 has been revoked;

35 (2) The fee set forth in NRS 87A.295, if applicable; and

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

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

40 (a) Requests a certificate of reinstatement; and

41 (b) Pays the required fees pursuant to NRS 87A.315.

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



1 4. If a limited partnership's certificate has been revoked  
2 pursuant to the provisions of this chapter and has remained revoked  
3 for a period of 5 years, the certificate must not be reinstated.

4 5. If a limited partnership's certificate is reinstated pursuant to  
5 this section, the reinstatement relates back to and takes effect on the  
6 effective date of the revocation, and the limited partnership's status  
7 as a limited partnership continues as if the revocation had never  
8 occurred.

9 **Sec. 54.** NRS 87A.540 is hereby amended to read as follows:

10 87A.540 1. Before transacting business in this State, a  
11 foreign limited partnership shall register with the Secretary of State.  
12 *A person shall not register a foreign limited partnership with the*  
13 *Secretary of State for any illegal purpose or with the fraudulent*  
14 *intent to conceal any business activity, or lack thereof, from*  
15 *another person or a governmental agency.*

16 2. In order to register, a foreign limited partnership shall  
17 submit to the Secretary of State an application for registration as a  
18 foreign limited partnership, signed by a general partner. The  
19 application for registration must set forth:

20 ~~1-1~~ (a) The name of the foreign limited partnership and, if  
21 different, the name under which it proposes to register and transact  
22 business in this State;

23 ~~1-2~~ (b) The state or jurisdiction under whose law the foreign  
24 limited partnership is organized and the date of its organization;

25 ~~1-3~~ (c) The information required pursuant to NRS 77.310;

26 ~~1-4~~ (d) A statement that the Secretary of State is appointed the  
27 agent of the foreign limited partnership for service of process if the  
28 registered agent's authority has been revoked or if the registered  
29 agent cannot be found or served with the exercise of reasonable  
30 diligence;

31 ~~1-5~~ (e) The address of the office required to be maintained in  
32 the state or jurisdiction of its organization by the laws of that state or  
33 jurisdiction or, if not so required, of the principal office of the  
34 foreign limited partnership;

35 ~~1-6~~ (f) The name and business address of each general partner;  
36 and

37 ~~1-7~~ (g) The address of the office at which is kept a list of the  
38 names and addresses of the limited partners and their capital  
39 contributions, together with an undertaking by the foreign limited  
40 partnership to keep those records until the foreign limited  
41 partnership's registration in this State is cancelled or withdrawn.

42 **Sec. 55.** NRS 87A.560 is hereby amended to read as follows:

43 87A.560 1. Each foreign limited partnership doing business  
44 in this State shall, on or before the last day of the first month after  
45 the filing of its application for registration as a foreign limited



1 partnership with the Secretary of State ~~H~~ *or, if the foreign limited*  
2 *partnership has selected an alternative due date pursuant to*  
3 *subsection 9, on or before that alternative due date,* and annually  
4 thereafter on or before the last day of the month in which the  
5 anniversary date of its qualification to do business in this State  
6 occurs in each year ~~H~~ *or, if applicable, on or before the last day of*  
7 *the month in which the anniversary date of the alternative due*  
8 *date occurs in each year,* file with the Secretary of State a list, on a  
9 form furnished by the Secretary of State, that contains:

- 10 (a) The name of the foreign limited partnership;
- 11 (b) The file number of the foreign limited partnership, if known;
- 12 (c) The names of all its general partners;
- 13 (d) The address, either residence or business, of each general  
14 partner; *and*
- 15 (e) ~~The information required pursuant to NRS 77.310; and~~  
16 ~~—(f)~~ *The signature of a general partner of the foreign limited*  
17 *partnership, or some other person specifically authorized by the*  
18 *foreign limited partnership to sign the list,* certifying that the list is  
19 true, complete and accurate.

20 2. Each list filed pursuant to this section must be accompanied  
21 by a declaration under penalty of perjury that : ~~the foreign limited~~  
22 ~~partnership;~~

23 (a) ~~Has~~ *The foreign limited partnership has* complied with  
24 the provisions of chapter 76 of NRS; ~~and~~

25 (b) ~~Acknowledges~~ *The foreign limited partnership*  
26 *acknowledges* that pursuant to NRS 239.330, it is a category C  
27 felony to knowingly offer any false or forged instrument for filing in  
28 the Office of the Secretary of State ~~H~~; *and*

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

33 3. Upon filing:

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

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

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

43 5. The Secretary of State shall, 90 days before the last day for  
44 filing each annual list required by subsection 1, provide to each  
45 foreign limited partnership, which is required to comply with the



1 provisions of NRS 87A.560 to 87A.600, inclusive, and which has  
2 not become delinquent, a notice of the fee due pursuant to  
3 subsection 3 and a reminder to file the list required pursuant to  
4 subsection 1. Failure of any foreign limited partnership to receive a  
5 notice does not excuse it from the penalty imposed by the provisions  
6 of NRS 87A.560 to 87A.600, inclusive.

7 6. If the list to be filed pursuant to the provisions of subsection  
8 1 is defective or the fee required by subsection 3 is not paid, the  
9 Secretary of State may return the list for correction or payment.

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

15 *8. A person who files with the Secretary of State a list*  
16 *required by this section which identifies a general partner with the*  
17 *fraudulent intent of concealing the identity of any person or*  
18 *persons exercising the power or authority of a general partner in*  
19 *furtherance of any unlawful conduct is subject to the penalty set*  
20 *forth in NRS 225.084.*

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

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

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

27 87A.595 1. Except as otherwise provided in subsections 3  
28 and 4 and NRS 87A.580, the Secretary of State shall reinstate a  
29 foreign limited partnership which has forfeited or which forfeits its  
30 right to transact business under the provisions of this chapter and  
31 shall restore to the foreign limited partnership its right to transact  
32 business in this State, and to exercise its privileges and immunities,  
33 if it:

34 (a) Files with the Secretary of State:

35 (1) The list required by NRS 87A.560;

36 (2) The statement required by NRS 87A.565, if applicable;

37 ~~and~~

38 (3) The information required pursuant to NRS 77.310; and

39 *(4) A declaration under penalty of perjury, on a form*  
40 *provided by the Secretary of State, that the reinstatement is*  
41 *authorized by a court of competent jurisdiction in this State or by*  
42 *the duly selected general partners of the foreign limited*  
43 *partnership; and*

44 (b) Pays to the Secretary of State:



1 (1) The filing fee and penalty set forth in NRS 87A.560 and  
2 87A.585 for each year or portion thereof that its right to transact  
3 business was forfeited;

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

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

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

10 (a) Requests a certificate of reinstatement; and

11 (b) Pays the required fees pursuant to NRS 87A.315.

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

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

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

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

27 87A.610 1. Every foreign limited partnership transacting  
28 business in this State which willfully fails or neglects to register  
29 with the Secretary of State in accordance with the provisions of  
30 NRS 87A.540 or 88.575 is subject to a fine of not less than \$1,000  
31 but not more than \$10,000, to be recovered in a court of competent  
32 jurisdiction.

33 2. Every foreign limited partnership transacting business in this  
34 State which fails or neglects to register with the Secretary of State in  
35 accordance with the provisions of NRS 87A.540 or 88.575 may not  
36 commence or maintain any action, suit or proceeding in any court of  
37 this State until it has registered with the Secretary of State.

38 3. The failure of a foreign limited partnership to register with  
39 the Secretary of State does not impair the validity of any contract or  
40 act of the foreign limited partnership or prevent the foreign limited  
41 partnership from defending any action, suit or proceeding in any  
42 court of this State.

43 4. When the Secretary of State is advised that a foreign limited  
44 partnership is subject to the fine described in subsection 1, the  
45 Secretary of State may, as soon as practicable, ~~{instruct}~~ refer the



1 *matter to* the district attorney of the county where the foreign  
2 limited partnership has its principal place of business or the  
3 Attorney General, or both, *for a determination of whether* to  
4 institute proceedings to recover any applicable fine provided for in  
5 this section. *The district attorney of the county where the foreign*  
6 *limited partnership has its principal place of business or the*  
7 *Attorney General may institute and prosecute the appropriate*  
8 *proceedings to recover the fine.* If the district attorney or the  
9 Attorney General prevails in a proceeding to recover a fine pursuant  
10 to this section, the district attorney or the Attorney General is  
11 entitled to recover the costs of the proceeding, including, without  
12 limitation, the cost of any investigation and reasonable attorney's  
13 fees.

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

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

22 ~~16.1~~ 7. A foreign limited partnership, by transacting business in  
23 this State without registering with the Secretary of State, appoints  
24 the Secretary of State as its agent for service of process with respect  
25 to causes of action arising out of the transaction of business in this  
26 State.

27 ~~17.1~~ 8. The Secretary of State may adopt regulations to  
28 administer the provisions of this section.

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

30 87A.630 1. To become a registered limited-liability limited  
31 partnership, a limited partnership shall file with the Secretary of  
32 State a certificate of registration stating each of the following:

- 33 (a) The name of the limited partnership.  
34 (b) The street address of its principal office.  
35 (c) The information required pursuant to NRS 77.310.  
36 (d) The name and business address of each organizer signing the  
37 certificate.  
38 (e) The name and business address of each initial general  
39 partner.  
40 (f) That the limited partnership thereafter will be a registered  
41 limited-liability limited partnership.  
42 (g) Any other information that the limited partnership wishes to  
43 include.

44 2. The certificate of registration must be signed by the vote  
45 necessary to amend the partnership agreement or, in the case of a



1 partnership agreement that expressly considers contribution  
2 obligations, the vote necessary to amend those provisions.

3 3. The Secretary of State shall register as a registered limited-  
4 liability limited partnership any limited partnership that submits a  
5 completed certificate of registration with the required fee. *A person*  
6 *shall not register a registered limited-liability limited partnership*  
7 *for any illegal purpose or with the fraudulent intent to conceal any*  
8 *business activity, or lack thereof, from another person or a*  
9 *governmental agency.*

10 4. ~~[A partnership]~~ *Any person* may register as a registered  
11 limited-liability limited partnership at the time ~~[it]~~ *the person* files a  
12 certificate of limited partnership by filing a ~~[combined]~~ certificate of  
13 limited partnership and *a certificate of registration of a* limited-  
14 liability limited partnership with the Secretary of State and paying  
15 the fees prescribed in subsections 1 and 2 of NRS 87A.315.

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

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

26 87A.632 1. Every person, other than a limited-liability  
27 limited partnership formed pursuant to an agreement governed by  
28 the laws of another state, who is purporting to do business in this  
29 State as a registered limited-liability limited partnership and who  
30 willfully fails or neglects to file with the Secretary of State a  
31 certificate of registration is subject to a fine of not less than \$1,000  
32 but not more than \$10,000, to be recovered in a court of competent  
33 jurisdiction.

34 2. When the Secretary of State is advised that a person is  
35 subject to the fine described in subsection 1, the Secretary of State  
36 may, as soon as practicable, ~~[instruct]~~ *refer the matter to* the district  
37 attorney of the county in which the person's principal place of  
38 business is located or the Attorney General, or both, *for a*  
39 *determination of whether* to institute proceedings to recover the  
40 fine. *The district attorney of the county in which the person's*  
41 *principal place of business is located or the Attorney General may*  
42 *institute and prosecute the appropriate proceedings to recover the*  
43 *fine.* If the district attorney or the Attorney General prevails in a  
44 proceeding to recover the fine described in this section, the district  
45 attorney or the Attorney General is entitled to recover the costs of





1 the proceeding, including, without limitation, the cost of any  
2 investigation and reasonable attorney's fees.

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

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

9 **Sec. 60.** NRS 87A.652 is hereby amended to read as follows:

10 87A.652 1. Every limited-liability limited partnership,  
11 formed pursuant to an agreement governed by the laws of another  
12 state, which is purporting to transact business in this State as a  
13 foreign registered limited-liability limited partnership and which  
14 willfully fails or neglects to register with the Secretary of State in  
15 accordance with the provisions of NRS 87A.540 or 88.575 is subject  
16 to a fine of not less than \$1,000 but not more than \$10,000, to be  
17 recovered in a court of competent jurisdiction.

18 2. Every limited-liability limited partnership, formed pursuant  
19 to an agreement governed by the laws of another state, which is  
20 purporting to transact business in this State as a foreign registered  
21 limited-liability limited partnership and which fails or neglects to  
22 register with the Secretary of State in accordance with the  
23 provisions of NRS 87A.540 or 88.575 may not commence or  
24 maintain any action, suit or proceeding in any court of this State  
25 until it has registered in this State.

26 3. The failure of a limited-liability limited partnership, formed  
27 pursuant to an agreement governed by the laws of another state and  
28 purporting to do business in this State as a foreign registered  
29 limited-liability limited partnership, to register with the Secretary of  
30 State in accordance with the provisions of NRS 87A.540 or 88.575  
31 does not impair the validity of any contract or act of the limited-  
32 liability limited partnership or prevent the limited-liability limited  
33 partnership from defending any action, suit or proceeding in any  
34 court of this State.

35 4. When the Secretary of State is advised that a limited-liability  
36 limited partnership, formed pursuant to an agreement governed by  
37 the laws of another state, is subject to the fine described in  
38 subsection 1, the Secretary of State may, as soon as practicable,  
39 ~~instruct~~ *refer the matter to* the district attorney of the county  
40 where the limited-liability limited partnership has its principal place  
41 of business or the Attorney General, or both, *for a determination of*  
42 *whether* to institute proceedings to recover the fine. *The district*  
43 *attorney of the county where the limited-liability limited*  
44 *partnership has its principal place of business or the Attorney*  
45 *General may institute and prosecute the appropriate proceedings*



1 *to recover the fine.* If the district attorney or the Attorney General  
2 prevails in a proceeding to recover the fine described in subsection  
3 1, the district attorney or the Attorney General is entitled to recover  
4 the costs of the proceeding, including, without limitation, the cost of  
5 any investigation and reasonable attorney's fees.

6 5. *In the course of an investigation of a violation of this*  
7 *section, the Secretary of State may require a limited-liability*  
8 *limited partnership, formed pursuant to an agreement governed by*  
9 *the laws of another state, to answer any interrogatory submitted by*  
10 *the Secretary of State that will assist in the investigation.*

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

16 ~~16-~~ 7. A limited-liability limited partnership, formed pursuant  
17 to an agreement governed by the laws of another state, by  
18 transacting business in this State without registering with the  
19 Secretary of State in accordance with the provisions of NRS  
20 87A.540 or 88.575, appoints the Secretary of State as its agent for  
21 service of process with respect to causes of action arising out of the  
22 transaction of business in this State.

23 ~~17-~~ 8. The Secretary of State may adopt regulations to  
24 administer the provisions of this section.

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

26 88.332 1. If a registered agent resigns pursuant to NRS  
27 77.370 or if a commercial registered agent terminates its ~~Histing~~  
28 *registration* as a commercial registered agent pursuant to NRS  
29 77.330, the limited partnership, before the effective date of the  
30 resignation or termination, shall file with the Secretary of State a  
31 statement of change of registered agent pursuant to NRS 77.340.

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

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

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

38 88.339 1. A limited partnership may correct a record filed in  
39 the Office of the Secretary of State with respect to the limited  
40 partnership if the record contains an inaccurate description of a  
41 partnership action or if the record was defectively signed, attested,  
42 sealed, verified or acknowledged.

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

44 (a) Prepare a certificate of correction that:

45 (1) States the name of the limited partnership;



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

3 (3) Specifies the inaccuracy or defect;

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

6 (5) Is signed by a general partner of the limited partnership  
7 **† or by some other person specifically authorized by the limited**  
8 **partnership to sign the certificate.**

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

10 (c) Pay a filing fee of \$175 to the Secretary of State.

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

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

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

21 (b) Paying a fee of \$50.

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

23 88.342 **1.** A limited partnership may carry on any business  
24 that a partnership without limited partners may carry on except  
25 banking or insurance.

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

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

31 88.352 **1.** Every person, other than a foreign limited  
32 partnership, who is purporting to do business in this State as a  
33 limited partnership and who willfully fails or neglects to file with  
34 the Secretary of State a certificate of limited partnership is subject to  
35 a fine of not less than \$1,000 but not more than \$10,000, to be  
36 recovered in a court of competent jurisdiction.

37 **2.** When the Secretary of State is advised that a person, other  
38 than a foreign limited partnership, is subject to the fine described in  
39 subsection 1, the Secretary of State may, as soon as practicable,  
40 **†instruct† refer the matter to** the district attorney of the county in  
41 which the person's principal place of business is located or the  
42 Attorney General, or both, **for a determination of whether** to  
43 institute proceedings to recover the fine. **The district attorney of the**  
44 **county in which the person's principal place of business is located**  
45 **or the Attorney General may institute and prosecute the**



1 *appropriate proceedings to recover the fine.* If the district attorney  
2 or the Attorney General prevails in a proceeding to recover the fine  
3 described in subsection 1, the district attorney or the Attorney  
4 General is entitled to recover the costs of the proceeding, including,  
5 without limitation, the cost of any investigation and reasonable  
6 attorney's fees.

7 3. *In the course of an investigation of a violation of this*  
8 *section, the Secretary of State may require a person to answer any*  
9 *interrogatory submitted by the Secretary of State that will assist in*  
10 *the investigation.*

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

13 **Sec. 64.** NRS 88.395 is hereby amended to read as follows:

14 88.395 1. A limited partnership shall, on or before the last  
15 day of the first month after the filing of its certificate of limited  
16 partnership with the Secretary of State ~~†~~ *or, if the limited*  
17 *partnership has selected an alternative due date pursuant to*  
18 *subsection 10, on or before that alternative due date,* and annually  
19 thereafter on or before the last day of the month in which the  
20 anniversary date of the filing of its certificate of limited partnership  
21 occurs ~~†~~ *or, if applicable, on or before the last day of the month*  
22 *in which the anniversary date of the alternative due date occurs in*  
23 *each year,* file with the Secretary of State, on a form furnished by  
24 the Secretary of State, a list that contains:

- 25 (a) The name of the limited partnership;
- 26 (b) The file number of the limited partnership, if known;
- 27 (c) The names of all of its general partners;
- 28 (d) The address, either residence or business, of each general  
29 partner; *and*
- 30 (e) ~~†~~ *The information required pursuant to NRS 77.310; and*

31 ~~—(†)~~ *The signature of a general partner of the limited partnership*  
32 *, or some other person specifically authorized by the limited*  
33 *partnership to sign the list,* certifying that the list is true, complete  
34 and accurate.

35 ↗ Each list filed pursuant to this subsection must be accompanied  
36 by a declaration under penalty of perjury that the limited partnership  
37 has complied with the provisions of chapter 76 of NRS ~~†and which~~  
38 *, that the limited partnership* acknowledges that pursuant to NRS  
39 239.330, it is a category C felony to knowingly offer any false or  
40 forged instrument for filing in the Office of the Secretary of State ~~†~~  
41 *, and that none of the general partners identified in the list has*  
42 *been identified in the list with the fraudulent intent of concealing*  
43 *the identity of any person or persons exercising the power or*  
44 *authority of a general partner in furtherance of any unlawful*  
45 *conduct.*



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

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

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

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

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

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

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

17 5. The Secretary of State shall, 90 days before the last day for  
18 filing each annual list required by subsection 1, provide to each  
19 limited partnership which is required to comply with the provisions  
20 of this section, and which has not become delinquent, a notice of the  
21 fee due pursuant to the provisions of subsection 2 or 3, as  
22 appropriate, and a reminder to file the annual list required pursuant  
23 to subsection 1. Failure of any limited partnership to receive a notice  
24 does not excuse it from the penalty imposed by NRS 88.400.

25 6. If the list to be filed pursuant to the provisions of subsection  
26 1 is defective or the fee required by subsection 2 or 3 is not paid, the  
27 Secretary of State may return the list for correction or payment.

28 7. An annual list for a limited partnership not in default that is  
29 received by the Secretary of State more than 90 days before its due  
30 date shall be deemed an amended list for the previous year and does  
31 not satisfy the requirements of subsection 1 for the year to which the  
32 due date is applicable.

33 8. A filing made pursuant to this section does not satisfy the  
34 provisions of NRS 88.355 and may not be substituted for filings  
35 submitted pursuant to NRS 88.355.

36 *9. A person who files with the Secretary of State a list*  
37 *required by subsection 1 which identifies a general partner with*  
38 *the fraudulent intent of concealing the identity of any person or*  
39 *persons exercising the power or authority of a general partner in*  
40 *furtherance of any unlawful conduct is subject to the penalty set*  
41 *forth in NRS 225.084.*

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



\* S B 6 0 R 1 \*

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

3 **Sec. 65.** NRS 88.410 is hereby amended to read as follows:

4 88.410 1. Except as otherwise provided in subsections 3 and  
5 4 and NRS 88.3355, the Secretary of State shall reinstate any limited  
6 partnership which has forfeited or which forfeits its right to transact  
7 business under the provisions of this chapter and restore to the  
8 limited partnership its right to carry on business in this State, and to  
9 exercise its privileges and immunities if it:

10 (a) Files with the Secretary of State:

11 (1) The list required pursuant to NRS 88.395;

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

13 ~~and~~

14 (3) The information required pursuant to NRS 77.310; and

15 **(4) A declaration under penalty of perjury, on a form**  
16 **provided by the Secretary of State, that the reinstatement is**  
17 **authorized by a court of competent jurisdiction in this State or by**  
18 **the duly selected general partners of the limited partnership; and**

19 (b) Pays to the Secretary of State:

20 (1) The filing fee and penalty set forth in NRS 88.395 and  
21 88.400 for each year or portion thereof during which the certificate  
22 has been revoked;

23 (2) The fee set forth in NRS 88.397, if applicable; and

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

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

28 (a) Requests a certificate of reinstatement; and

29 (b) Pays the required fees pursuant to NRS 88.415.

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

33 4. If a limited partnership's certificate has been revoked  
34 pursuant to the provisions of this chapter and has remained revoked  
35 for a period of 5 years, the certificate must not be reinstated.

36 5. Except as otherwise provided in NRS 88.327, a  
37 reinstatement pursuant to this section relates back to the date on  
38 which the limited partnership forfeited its right to transact business  
39 under the provisions of this chapter and reinstates the limited  
40 partnership's right to transact business as if such right had at all  
41 times remained in full force and effect.

42 **Sec. 66.** NRS 88.575 is hereby amended to read as follows:

43 88.575 **1.** Before transacting business in this State, a foreign  
44 limited partnership shall register with the Secretary of State. **A**  
45 **person shall not register a foreign limited partnership with the**



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

4 2. In order to register, a foreign limited partnership shall  
5 submit to the Secretary of State an application for registration as a  
6 foreign limited partnership, signed by a general partner. The  
7 application for registration must set forth:

8 ~~H~~ (a) The name of the foreign limited partnership and, if  
9 different, the name under which it proposes to register and transact  
10 business in this State;

11 ~~I~~ (b) The state or jurisdiction under whose law the foreign  
12 limited partnership is organized and the date of its organization;

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

14 ~~K~~ (d) A statement that the Secretary of State is appointed the  
15 agent of the foreign limited partnership for service of process if the  
16 registered agent's authority has been revoked or if the registered  
17 agent cannot be found or served with the exercise of reasonable  
18 diligence;

19 ~~L~~ (e) The address of the office required to be maintained in  
20 the state or jurisdiction of its organization by the laws of that state or  
21 jurisdiction or, if not so required, of the principal office of the  
22 foreign limited partnership;

23 ~~M~~ (f) The name and business address of each general partner;  
24 and

25 ~~N~~ (g) The address of the office at which is kept a list of the  
26 names and addresses of the limited partners and their capital  
27 contributions, together with an undertaking by the foreign limited  
28 partnership to keep those records until the foreign limited  
29 partnership's registration in this State is cancelled or withdrawn.

30 **Sec. 67.** NRS 88.591 is hereby amended to read as follows:

31 88.591 1. Each foreign limited partnership doing business in  
32 this State shall, on or before the last day of the first month after the  
33 filing of its application for registration as a foreign limited  
34 partnership with the Secretary of State ~~H~~ *or, if the foreign limited*  
35 *partnership has selected an alternative due date pursuant to*  
36 *subsection 9, on or before that alternative due date*, and annually  
37 thereafter on or before the last day of the month in which the  
38 anniversary date of its qualification to do business in this State  
39 occurs in each year ~~H~~ *or, if applicable, on or before the last day of*  
40 *the month in which the anniversary date of the alternative due*  
41 *date occurs in each year*, file with the Secretary of State a list, on a  
42 form furnished by the Secretary of State, that contains:

43 (a) The name of the foreign limited partnership;

44 (b) The file number of the foreign limited partnership, if known;

45 (c) The names of all its general partners;



1 (d) The address, either residence or business, of each general  
2 partner; *and*

3 (e) ~~{The information required pursuant to NRS 77.310; and~~  
4 ~~{f}~~ The signature of a general partner of the foreign limited  
5 partnership, *or some other person specifically authorized by the*  
6 *foreign limited partnership to sign the list*, certifying that the list is  
7 true, complete and accurate.

8 2. Each list filed pursuant to this section must be accompanied  
9 by a declaration under penalty of perjury that : ~~{the foreign limited~~  
10 ~~partnership:}~~

11 (a) ~~{Has}~~ *The foreign limited partnership has* complied with  
12 the provisions of chapter 76 of NRS; ~~{and}~~

13 (b) ~~{Acknowledges}~~ *The foreign limited partnership*  
14 *acknowledges* that pursuant to NRS 239.330, it is a category C  
15 felony to knowingly offer any false or forged instrument for filing in  
16 the Office of the Secretary of State ~~{}~~; *and*

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

21 3. Upon filing:

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

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

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

31 5. The Secretary of State shall, 90 days before the last day for  
32 filing each annual list required by subsection 1, provide to each  
33 foreign limited partnership, which is required to comply with the  
34 provisions of NRS 88.591 to 88.5945, inclusive, and which has not  
35 become delinquent, a notice of the fee due pursuant to subsection 3  
36 and a reminder to file the list required pursuant to subsection 1.  
37 Failure of any foreign limited partnership to receive a notice does  
38 not excuse it from the penalty imposed by the provisions of NRS  
39 88.591 to 88.5945, inclusive.

40 6. If the list to be filed pursuant to the provisions of subsection  
41 1 is defective or the fee required by subsection 3 is not paid, the  
42 Secretary of State may return the list for correction or payment.

43 7. An annual list for a foreign limited partnership not in default  
44 which is received by the Secretary of State more than 90 days before  
45 its due date shall be deemed an amended list for the previous year





1 and does not satisfy the requirements of subsection 1 for the year to  
2 which the due date is applicable.

3 **8. A person who files with the Secretary of State a list**  
4 **required by this section which identifies a general partner with the**  
5 **fraudulent intent of concealing the identity of any person or**  
6 **persons exercising the power or authority of a general partner in**  
7 **furtherance of any unlawful conduct is subject to the penalty set**  
8 **forth in NRS 225.084.**

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

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

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

15 88.594 1. Except as otherwise provided in subsections 3 and  
16 4 and NRS 88.5927, the Secretary of State shall reinstate a foreign  
17 limited partnership which has forfeited or which forfeits its right to  
18 transact business under the provisions of this chapter and shall  
19 restore to the foreign limited partnership its right to transact  
20 business in this State, and to exercise its privileges and immunities,  
21 if it:

22 (a) Files with the Secretary of State:

23 (1) The list required by NRS 88.591;

24 (2) The statement required by NRS 88.5915, if applicable;

25 ~~and~~

26 (3) The information required pursuant to NRS 77.310; and

27 **(4) A declaration under penalty of perjury, on a form**  
28 **provided by the Secretary of State, that the reinstatement is**  
29 **authorized by a court of competent jurisdiction in this State or by**  
30 **the duly selected general partners of the foreign limited**  
31 **partnership; and**

32 (b) Pays to the Secretary of State:

33 (1) The filing fee and penalty set forth in NRS 88.591 and  
34 88.593 for each year or portion thereof that its right to transact  
35 business was forfeited;

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

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

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

42 (a) Requests a certificate of reinstatement; and

43 (b) Pays the required fees pursuant to NRS 88.415.

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



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

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

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

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

14 88.600 1. Every foreign limited partnership transacting  
15 business in this State which willfully fails or neglects to register  
16 with the Secretary of State in accordance with the provisions of  
17 NRS 87A.540 or 88.575 is subject to a fine of not less than \$1,000  
18 but not more than \$10,000, to be recovered in a court of competent  
19 jurisdiction.

20 2. Every foreign limited partnership transacting business in this  
21 State which fails or neglects to register with the Secretary of State in  
22 accordance with the provisions of NRS 87A.540 or 88.575 may not  
23 commence or maintain any action, suit or proceeding in any court of  
24 this State until it has registered in this State.

25 3. The failure of a foreign limited partnership to register with  
26 the Secretary of State does not impair the validity of any contract or  
27 act of the foreign limited partnership or prevent the foreign limited  
28 partnership from defending any action, suit or proceeding in any  
29 court of this State.

30 4. When the Secretary of State is advised that a foreign limited  
31 partnership is subject to the fine described in subsection 1, the  
32 Secretary of State may, as soon as practicable, ~~instruct~~ *refer the*  
33 *matter to* the district attorney of the county where the foreign  
34 limited partnership has its principal place of business or the  
35 Attorney General, or both, *for a determination of whether*  
36 *to institute proceedings to recover the fine. The district attorney of the*  
37 *county where the foreign limited partnership has its principal*  
38 *place of business or the Attorney General may institute and*  
39 *prosecute the appropriate proceedings to recover the fine.* If the  
40 district attorney or the Attorney General prevails in a proceeding to  
41 recover the fine described in subsection 1, the district attorney or the  
42 Attorney General is entitled to recover the costs of the proceeding,  
43 including, without limitation, the cost of any investigation and  
44 reasonable attorney's fees.



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

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

9 ~~16.1~~ 7. A foreign limited partnership, by transacting business in  
10 this State without registering with the Secretary of State, appoints  
11 the Secretary of State as its agent for service of process with respect  
12 to causes of action arising out of the transaction of business in this  
13 State.

14 ~~17.1~~ 8. The Secretary of State may adopt regulations to  
15 administer the provisions of this section.

16 **Sec. 70.** NRS 88.606 is hereby amended to read as follows:

17 88.606 1. To become a registered limited-liability limited  
18 partnership, a limited partnership shall file with the Secretary of  
19 State a certificate of registration stating each of the following:

- 20 (a) The name of the limited partnership.  
21 (b) The street address of its principal office.  
22 (c) The information required pursuant to NRS 77.310.  
23 (d) The name and business address of each organizer signing the  
24 certificate.  
25 (e) The name and business address of each initial general  
26 partner.  
27 (f) That the limited partnership thereafter will be a registered  
28 limited-liability limited partnership.  
29 (g) Any other information that the limited partnership wishes to  
30 include.

31 2. The certificate of registration must be signed by the vote  
32 necessary to amend the partnership agreement or, in the case of a  
33 partnership agreement that expressly considers contribution  
34 obligations, the vote necessary to amend those provisions.

35 3. The Secretary of State shall register as a registered limited-  
36 liability limited partnership any limited partnership that submits a  
37 completed certificate of registration with the required fee.

38 4. ~~{A partnership}~~ *Any person* may register as a registered  
39 limited-liability limited partnership at the time of filing ~~{its}~~ *a*  
40 certificate of limited partnership by filing a ~~{combined}~~ certificate of  
41 limited partnership and *a certificate of registration of a* limited-  
42 liability limited partnership with the Secretary of State and paying  
43 the fees required pursuant to subsections 1 and 2 of NRS 88.415.



1 5. The registration of a registered limited-liability limited  
2 partnership is effective at the time of the filing of the certificate of  
3 registration.

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

8 **Sec. 71.** NRS 88.6062 is hereby amended to read as follows:

9 88.6062 1. Every person, other than a limited-liability limited  
10 partnership formed pursuant to an agreement governed by the laws of  
11 another state, who is purporting to do business in this State as a  
12 registered limited-liability limited partnership and who willfully  
13 fails or neglects to file with the Secretary of State a certificate of  
14 registration is subject to a fine of not less than \$1,000 but not more  
15 than \$10,000, to be recovered in a court of competent jurisdiction.

16 2. When the Secretary of State is advised that a person is  
17 subject to the fine described in subsection 1, the Secretary of State  
18 may, as soon as practicable, ~~instruct~~ *refer the matter to* the district  
19 attorney of the county in which the person's principal place of  
20 business is located or the Attorney General, or both, *for a*  
21 *determination of whether* to institute proceedings to recover the  
22 fine. *The district attorney of the county in which the person's*  
23 *principal place of business is located or the Attorney General may*  
24 *institute and prosecute the appropriate proceedings to recover the*  
25 *fine.* If the district attorney or the Attorney General prevails in a  
26 proceeding to recover the fine described in this section, the district  
27 attorney or the Attorney General is entitled to recover the costs of  
28 the proceeding, including, without limitation, the cost of any  
29 investigation and reasonable attorney's fees.

30 3. *In the course of an investigation of a violation of this*  
31 *section, the Secretary of State may require a person to answer any*  
32 *interrogatory submitted by the Secretary of State that will assist in*  
33 *the investigation.*

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

36 **Sec. 72.** NRS 88.6087 is hereby amended to read as follows:

37 88.6087 1. Every limited-liability limited partnership, formed  
38 pursuant to an agreement governed by the laws of another state,  
39 which is purporting to transact business in this State as a foreign  
40 registered limited-liability limited partnership and which willfully  
41 fails or neglects to register with the Secretary of State in accordance  
42 with the provisions of NRS 87A.540 or 88.575 is subject to a fine of  
43 not less than \$1,000 but not more than \$10,000, to be recovered in a  
44 court of competent jurisdiction.



1 2. Every limited-liability limited partnership, formed pursuant  
2 to an agreement governed by the laws of another state, which is  
3 purporting to transact business in this State as a foreign registered  
4 limited-liability limited partnership and which fails or neglects to  
5 register with the Secretary of State in accordance with the  
6 provisions of NRS 87A.540 or 88.575 may not commence or  
7 maintain any action, suit or proceeding in any court of this State  
8 until it has registered in this State.

9 3. The failure of a limited-liability limited partnership, formed  
10 pursuant to an agreement governed by the laws of another state and  
11 purporting to do business in this State as a foreign registered  
12 limited-liability limited partnership, to register with the Secretary of  
13 State in accordance with the provisions of NRS 87A.540 or 88.575  
14 does not impair the validity of any contract or act of the limited-  
15 liability limited partnership or prevent the limited-liability limited  
16 partnership from defending any action, suit or proceeding in any  
17 court of this State.

18 4. When the Secretary of State is advised that a limited-liability  
19 limited partnership, formed pursuant to an agreement governed by  
20 the laws of another state, is subject to the fine described in  
21 subsection 1, the Secretary of State may, as soon as practicable,  
22 ~~instruct~~ *refer the matter to* the district attorney of the county  
23 where the limited-liability limited partnership has its principal place  
24 of business or the Attorney General, or both, *for a determination of*  
25 *whether* to institute proceedings to recover the fine. *The district*  
26 *attorney of the county where the limited-liability limited*  
27 *partnership has its principal place of business or the Attorney*  
28 *General may institute and prosecute the appropriate proceedings*  
29 *to recover the fine.* If the district attorney or the Attorney General  
30 prevails in a proceeding to recover the fine described in subsection  
31 1, the district attorney or the Attorney General is entitled to recover  
32 the costs of the proceeding, including, without limitation, the cost of  
33 any investigation and reasonable attorney's fees.

34 5. *In the course of an investigation of a violation of this*  
35 *section, the Secretary of State may require a limited-liability*  
36 *limited partnership, formed pursuant to an agreement governed by*  
37 *the laws of another state, to answer any interrogatory submitted by*  
38 *the Secretary of State that will assist in the investigation.*

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

44 ~~6-~~ 7. A limited-liability limited partnership, formed pursuant  
45 to an agreement governed by the laws of another state, by



1 transacting business in this State without registering with the  
2 Secretary of State in accordance with the provisions of NRS  
3 87A.540 or 88.575, appoints the Secretary of State as its agent for  
4 service of process with respect to causes of action arising out of the  
5 transaction of business in this State.

6 ~~7~~ 8. The Secretary of State may adopt regulations to  
7 administer the provisions of this section.

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

9 88A.200 1. A business trust may be formed to carry on any  
10 lawful business or activity.

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

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

16 88A.215 1. Every person, other than a foreign business trust,  
17 who is purporting to do business in this State as a business trust and  
18 who willfully fails or neglects to file with the Secretary of State a  
19 certificate of trust is subject to a fine of not less than \$1,000 but not  
20 more than \$10,000, to be recovered in a court of competent  
21 jurisdiction.

22 2. When the Secretary of State is advised that a person, other  
23 than a foreign business trust, is subject to the fine described in  
24 subsection 1, the Secretary of State may, as soon as practicable,  
25 ~~instruct~~ *refer the matter to* the district attorney of the county in  
26 which the person's principal place of business is located or the  
27 Attorney General, or both, *for a determination of whether* to  
28 institute proceedings to recover the fine. *The district attorney of the*  
29 *county in which the person's principal place of business is located*  
30 *or the Attorney General may institute and prosecute the*  
31 *appropriate proceedings to recover the fine.* If the district attorney  
32 or the Attorney General prevails in a proceeding to recover the fine  
33 described in subsection 1, the district attorney or the Attorney  
34 General is entitled to recover the costs of the proceeding, including,  
35 without limitation, the cost of any investigation and reasonable  
36 attorney's fees.

37 3. *In the course of an investigation of a violation of this*  
38 *section, the Secretary of State may require a person to answer any*  
39 *interrogatory submitted by the Secretary of State that will assist in*  
40 *the investigation.*

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



1     **Sec. 74.5.** NRS 88A.530 is hereby amended to read as  
2 follows:

3     88A.530 1. If its registered agent resigns pursuant to NRS  
4 77.370 or if its commercial registered agent terminates its ~~listing~~  
5 *registration* as a commercial registered agent pursuant to NRS  
6 77.330, a business trust, before the effective date of the resignation  
7 or termination, shall file with the Secretary of State a statement of  
8 change of registered agent pursuant to NRS 77.340.

9     2. A business trust that fails to comply with subsection 1 shall  
10 be deemed in default and is subject to the provisions of NRS  
11 88A.630 to 88A.660, inclusive.

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

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

15     88A.600 1. A business trust formed pursuant to this chapter  
16 shall, on or before the last day of the first month after the filing of  
17 its certificate of trust with the Secretary of State ~~;~~ *or, if the*  
18 *business trust has selected an alternative due date pursuant to*  
19 *subsection 8, on or before that alternative due date,* and annually  
20 thereafter on or before the last day of the month in which the  
21 anniversary date of the filing of its certificate of trust with the  
22 Secretary of State occurs, file with the Secretary of State ~~;~~ *or, if*  
23 *applicable, on or before the last day of the month in which the*  
24 *alternative date of the alternative due date occurs in each year,*  
25 on a form furnished by the Secretary of State, a list signed by at  
26 least one trustee *, or by some other person specifically authorized*  
27 *by the business trust to sign the list,* that contains the name and  
28 street address of at least one trustee *.* ~~and the information required~~  
29 ~~pursuant to NRS 77.310.~~ Each list filed pursuant to this subsection  
30 must be accompanied by a declaration under penalty of perjury that  
31 ~~: the business trust;~~

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

34     (b) ~~Acknowledges~~ *The business trust acknowledges* that  
35 pursuant to NRS 239.330, it is a category C felony to knowingly  
36 offer any false or forged instrument for filing in the Office of the  
37 Secretary of State ~~;~~ *and*

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

42     2. Upon filing:

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



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

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

7 4. The Secretary of State shall, 90 days before the last day for  
8 filing each annual list required by subsection 1, provide to each  
9 business trust which is required to comply with the provisions of  
10 NRS 88A.600 to 88A.660, inclusive, and which has not become  
11 delinquent, a notice of the fee due pursuant to subsection 2 and a  
12 reminder to file the list required pursuant to subsection 1. Failure of  
13 a business trust to receive a notice does not excuse it from the  
14 penalty imposed by law.

15 5. An annual list for a business trust not in default which is  
16 received by the Secretary of State more than 90 days before its due  
17 date shall be deemed an amended list for the previous year.

18 *6. A person who files with the Secretary of State an initial list  
19 or annual list required by subsection 1 which identifies a trustee  
20 with the fraudulent intent of concealing the identity of any person  
21 or persons exercising the power or authority of a trustee in  
22 furtherance of any unlawful conduct is subject to the penalty set  
23 forth in NRS 225.084.*

24 *7. For the purposes of this section, a person who is a  
25 beneficial owner is not deemed to exercise actual control of the  
26 daily operations of a business trust based solely on the fact that the  
27 person is a beneficial owner.*

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

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

33 **Sec. 76.** NRS 88A.650 is hereby amended to read as follows:

34 88A.650 1. Except as otherwise provided in subsections 3  
35 and 4 and NRS 88A.345, the Secretary of State shall reinstate a  
36 business trust which has forfeited or which forfeits its right to  
37 transact business pursuant to the provisions of this chapter and shall  
38 restore to the business trust its right to carry on business in this  
39 State, and to exercise its privileges and immunities, if it:

40 (a) Files with the Secretary of State:

41 (1) The list required by NRS 88A.600; ~~and~~

42 (2) The information required pursuant to NRS 77.310; and

43 *(3) A declaration under penalty of perjury, on a form  
44 provided by the Secretary of State, that the reinstatement is*





1 *authorized by a court of competent jurisdiction in this State or by*  
2 *the duly selected trustees of the business trust; and*

3 (b) Pays to the Secretary of State:

4 (1) The filing fee and penalty set forth in NRS 88A.600 and  
5 88A.630 for each year or portion thereof during which its certificate  
6 of trust was revoked; and

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

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

11 (a) Requests a certificate of reinstatement; and

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

13 3. The Secretary of State shall not order a reinstatement unless  
14 all delinquent fees and penalties have been paid, and the revocation  
15 of the certificate of trust occurred only by reason of the failure to  
16 file the list or pay the fees and penalties.

17 4. If a certificate of business trust has been revoked pursuant to  
18 the provisions of this chapter and has remained revoked for a period  
19 of 5 consecutive years, the certificate must not be reinstated.

20 5. Except as otherwise provided in NRS 88A.660, a  
21 reinstatement pursuant to this section relates back to the date on  
22 which the business trust forfeited its right to transact business under  
23 the provisions of this chapter and reinstates the business trust's right  
24 to transact business as if such right had at all times remained in full  
25 force and effect.

26 **Sec. 77.** NRS 88A.710 is hereby amended to read as follows:

27 88A.710 *1.* Before transacting business in this State, a  
28 foreign business trust shall register with the Secretary of State. *A*  
29 *person shall not register a foreign business trust with the*  
30 *Secretary of State for any illegal purpose or with the fraudulent*  
31 *intent to conceal any business activity, or lack thereof, from*  
32 *another person or a governmental agency.*

33 *2.* In order to register, a foreign business trust shall submit to  
34 the Secretary of State an application for registration as a foreign  
35 business trust, signed by a trustee. The application for registration  
36 must set forth:

37 ~~1-1~~ *(a)* The name of the foreign business trust and, if different,  
38 the name under which it proposes to register and transact business in  
39 this State;

40 ~~1-2~~ *(b)* The state and date of its formation;

41 ~~1-3~~ *(c)* The information required pursuant to NRS 77.310;

42 ~~1-4~~ *(d)* The address of the office required to be maintained in  
43 the state of its organization by the laws of that state or, if not so  
44 required, of the principal office of the foreign business trust; and



1 ~~15.1~~ (e) The name and address, either residence or business, of  
2 one trustee.

3 **Sec. 78.** NRS 88A.732 is hereby amended to read as follows:

4 88A.732 1. Each foreign business trust doing business in this  
5 State shall, on or before the last day of the first month after the filing  
6 of its application for registration as a foreign business trust with the  
7 Secretary of State ~~1.1~~ *or, if the foreign business trust has selected*  
8 *an alternative due date pursuant to subsection 10, on or before*  
9 *that alternative due date*, and annually thereafter on or before the  
10 last day of the month in which the anniversary date of its  
11 qualification to do business in this State occurs in each year ~~1.1~~ *or, if*  
12 *applicable, on or before the last day of the month in which the*  
13 *anniversary date of the alternative due date occurs in each year*,  
14 file with the Secretary of State a list, on a form furnished by the  
15 Secretary of State, that contains:

- 16 (a) The name of the foreign business trust;
- 17 (b) The file number of the foreign business trust, if known;
- 18 (c) The name of at least one of its trustees;
- 19 (d) The address, either residence or business, of the trustee listed  
20 pursuant to paragraph (c); *and*

21 ~~(e) The information required pursuant to NRS 77.310; and~~  
22 ~~—(f)~~ *The signature of a trustee of the foreign business trust, or*  
23 *some other person specifically authorized by the foreign business*  
24 *trust to sign the list*, certifying that the list is true, complete and  
25 accurate.

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

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

31 (b) ~~Acknowledges~~ *The foreign business trust acknowledges*  
32 that pursuant to NRS 239.330, it is a category C felony to  
33 knowingly offer any false or forged instrument for filing in the  
34 Office of the Secretary of State ~~1.1~~ ; *and*

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

39 3. Upon filing:

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

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

44 4. If a trustee of a foreign business trust resigns and the  
45 resignation is not reflected on the annual or amended list of trustees,



1 the foreign business trust or the resigning trustee shall pay to the  
2 Secretary of State a fee of \$75 to file the resignation.

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

12 6. If the list to be filed pursuant to the provisions of subsection  
13 1 is defective or the fee required by subsection 3 is not paid, the  
14 Secretary of State may return the list for correction or payment.

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

20 *8. A person who files with the Secretary of State a list  
21 required by this section which identifies a trustee with the  
22 fraudulent intent of concealing the identity of any person or  
23 persons exercising the power or authority of a trustee in  
24 furtherance of any unlawful conduct is subject to the penalty set  
25 forth in NRS 225.084.*

26 *9. For the purposes of this section, a person who is a  
27 beneficial owner is not deemed to exercise actual control of the  
28 daily operations of a foreign business trust based solely on the fact  
29 that the person is a beneficial owner.*

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

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

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

36 88A.737 1. Except as otherwise provided in subsections 3  
37 and 4 and NRS 88A.7345, the Secretary of State shall reinstate a  
38 foreign business trust which has forfeited or which forfeits its right  
39 to transact business under the provisions of this chapter and shall  
40 restore to the foreign business trust its right to transact business in  
41 this State, and to exercise its privileges and immunities, if it:

42 (a) Files with the Secretary of State:

43 (1) The list required by NRS 88A.732; ~~and~~

44 (2) The information required pursuant to NRS 77.310; and



1           ***(3) A declaration under penalty of perjury, on a form***  
2 ***provided by the Secretary of State, that the reinstatement is***  
3 ***authorized by a court of competent jurisdiction in this State or by***  
4 ***the duly selected trustees of the foreign business trust; and***

5           (b) Pays to the Secretary of State:

6           (1) The filing fee and penalty set forth in NRS 88A.732 and  
7 88A.735 for each year or portion thereof that its right to transact  
8 business was forfeited; and

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

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

13           (a) Requests a certificate of reinstatement; and

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

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

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

23          5. Except as otherwise provided in NRS 88A.738, a  
24 reinstatement pursuant to this section relates back to the date the  
25 foreign business trust forfeited its right to transact business under  
26 the provisions of this chapter and reinstates the foreign business  
27 trust's right to transact business as if such right had at all times  
28 remained in full force and effect.

29          **Sec. 80.** NRS 88A.750 is hereby amended to read as follows:

30          88A.750 1. Every foreign business trust transacting business  
31 in this State which willfully fails or neglects to register with the  
32 Secretary of State pursuant to the provisions of NRS 88A.710 is  
33 subject to a fine of not less than \$1,000 but not more than \$10,000,  
34 to be recovered in a court of competent jurisdiction.

35          2. Every foreign business trust transacting business in this State  
36 which fails or neglects to register with the Secretary of State  
37 pursuant to the provisions of NRS 88A.710 may not commence or  
38 maintain any action, suit or proceeding in any court of this State  
39 until it has registered with the Secretary of State.

40          3. The failure of a foreign business trust to register with the  
41 Secretary of State does not impair the validity of any contract or act  
42 of the foreign business trust or prevent the foreign business trust  
43 from defending any action, suit or proceeding in any court of this  
44 State.



1 4. When the Secretary of State is advised that a foreign  
2 business trust is subject to the fine described in subsection 1, the  
3 Secretary of State may, as soon as practicable, ~~instruct~~ *refer the*  
4 *matter to* the district attorney of the county where the foreign  
5 business trust has its principal place of business or the Attorney  
6 General, or both, *for a determination of whether* to institute  
7 proceedings to recover the fine. *The district attorney of the county*  
8 *where the foreign business trust has its principal place of business*  
9 *or the Attorney General may institute and prosecute the*  
10 *appropriate proceedings to recover the fine.* If the district attorney  
11 or the Attorney General prevails in a proceeding to recover the fine  
12 described in subsection 1, the district attorney or the Attorney  
13 General is entitled to recover the costs of the proceeding, including,  
14 without limitation, the cost of any investigation and reasonable  
15 attorney's fees.

16 5. *In the course of an investigation of a violation of this*  
17 *section, the Secretary of State may require a foreign business trust*  
18 *to answer any interrogatory submitted by the Secretary of State*  
19 *that will assist in the investigation.*

20 6. A foreign business trust, by transacting business in this State  
21 without registering with the Secretary of State, appoints the  
22 Secretary of State as its agent for service of process with respect to  
23 causes of action arising out of the transaction of business in this  
24 State.

25 ~~6.~~ 7. The Secretary of State may adopt regulations to  
26 administer the provisions of this section.

27 **Sec. 81.** NRS 88A.930 is hereby amended to read as follows:

28 88A.930 1. A business trust may correct a record filed in the  
29 Office of the Secretary of State with respect to the business trust if  
30 the record contains an inaccurate description of a trust action or if  
31 the record was defectively signed, attested, sealed, verified or  
32 acknowledged.

33 2. To correct a record, the business trust must:

34 (a) Prepare a certificate of correction that:

35 (1) States the name of the business trust;

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

38 (3) Specifies the inaccuracy or defect;

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

41 (5) Is signed by a trustee of the business trust ~~or~~ *or by some*  
42 *other person specifically authorized by the business trust to sign*  
43 *the certificate.*

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

45 (c) Pay a filing fee of \$175 to the Secretary of State.



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

5 4. If a business trust has made a filing with the Secretary of  
6 State and the Secretary of State has not processed the filing and  
7 placed the filing into the public record, the business trust may cancel  
8 the filing by:

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

11 (b) Paying a fee of \$50.

12 **Sec. 82.** Chapter 89 of NRS is hereby amended by adding  
13 thereto a new section to read as follows:

14 *A person shall not form an entity pursuant to this chapter for*  
15 *any illegal purpose or with the fraudulent intent to conceal any*  
16 *business activity, or lack thereof, from another person or a*  
17 *governmental agency.*

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

19 89.215 1. Every person who is purporting to do business in  
20 this State as a professional association and who willfully fails or  
21 neglects to file with the Secretary of State articles of association is  
22 subject to a fine of not less than \$1,000 but not more than \$10,000,  
23 to be recovered in a court of competent jurisdiction.

24 2. When the Secretary of State is advised that a person is  
25 subject to the fine described in subsection 1, the Secretary of State  
26 may, as soon as practicable, ~~instruct~~ *refer the matter to* the district  
27 attorney of the county in which the person's principal place of  
28 business is located or the Attorney General, or both, *for a*  
29 *determination of whether* to institute proceedings to recover the  
30 fine. *The district attorney of the county in which the person's*  
31 *principal place of business is located or the Attorney General may*  
32 *institute and prosecute the appropriate proceedings to recover the*  
33 *fine.* If the district attorney or the Attorney General prevails in a  
34 proceeding to recover the fine described in subsection 1, the district  
35 attorney or the Attorney General is entitled to recover the costs of  
36 the proceeding, including, without limitation, the cost of any  
37 investigation and reasonable attorney's fees.

38 3. *In the course of an investigation of a violation of this*  
39 *section, the Secretary of State may require a person to answer any*  
40 *interrogatory submitted by the Secretary of State that will assist in*  
41 *the investigation.*

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



1       **Sec. 84.** NRS 89.250 is hereby amended to read as follows:

2       89.250 1. Except as otherwise provided in subsection 2, a  
3 professional association shall, on or before the last day of the first  
4 month after the filing of its articles of association with the Secretary  
5 of State **† or, if the professional association has selected an**  
6 **alternative due date pursuant to subsection 7, on or before that**  
7 **alternative due date,** and annually thereafter on or before the last  
8 day of the month in which the anniversary date of its organization  
9 occurs in each year **† or, if applicable, on or before the last day of**  
10 **the month in which the anniversary date of the alternative due**  
11 **date occurs in each year,** file with the Secretary of State a list  
12 showing the names and addresses, either residence or business, of  
13 all members and employees in the professional association and  
14 certifying that all members and employees are licensed to render  
15 professional service in this State.

16       2. A professional association organized and practicing pursuant  
17 to the provisions of this chapter and NRS 623.349 shall, on or  
18 before the last day of the first month after the filing of its articles of  
19 association with the Secretary of State **† or, if the professional**  
20 **association has selected an alternative due date pursuant to**  
21 **subsection 7, on or before that alternative due date,** and annually  
22 thereafter on or before the last day of the month in which the  
23 anniversary date of its organization occurs in each year **† or, if**  
24 **applicable, on or before the last day of the month in which the**  
25 **anniversary date of the alternative due date occurs in each year,**  
26 file with the Secretary of State a list:

27       (a) Showing the names and addresses, either residence or  
28 business, of all members and employees of the professional  
29 association who are licensed or otherwise authorized by law to  
30 render professional service in this State;

31       (b) Certifying that all members and employees who render  
32 professional service are licensed or otherwise authorized by law to  
33 render professional service in this State; and

34       (c) Certifying that all members who are not licensed to render  
35 professional service in this State do not render professional service  
36 on behalf of the professional association except as authorized by  
37 law.

38       3. Each list filed pursuant to this section must be:

39       (a) Made on a form furnished by the Secretary of State and must  
40 not contain any fiscal or other information except that expressly  
41 called for by this section.

42       (b) Signed by the chief executive officer of the professional  
43 association **† or by some other person specifically authorized by**  
44 **the chief executive officer to sign the list.**



1 (c) Accompanied by a declaration under penalty of perjury that :  
2 ~~{the professional association:}~~

3 (1) ~~{Has}~~ *The professional association has* complied with  
4 the provisions of chapter 76 of NRS; ~~{and}~~

5 (2) ~~{Acknowledges}~~ *The professional association*  
6 *acknowledges* that pursuant to NRS 239.330, it is a category C  
7 felony to knowingly offer any false or forged instrument for filing in  
8 the Office of the Secretary of State ~~{; and}~~

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

14 4. Upon filing:

15 (a) The initial list required by this section, the professional  
16 association shall pay to the Secretary of State a fee of \$125.

17 (b) Each annual list required by this section, the professional  
18 association shall pay to the Secretary of State a fee of \$125.

19 *5. A person who files with the Secretary of State an initial list*  
20 *or annual list required by this section which identifies a member*  
21 *or an employee of a professional association with the fraudulent*  
22 *intent of concealing the identity of any person or persons*  
23 *exercising the power or authority of a member or employee in*  
24 *furtherance of any unlawful conduct is subject to the penalty set*  
25 *forth in NRS 225.084.*

26 *6. For the purposes of this section, a person is not deemed to*  
27 *exercise actual control of the daily operations of a professional*  
28 *association based solely on the fact that the person holds an*  
29 *ownership interest in the professional association.*

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

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

35 **Sec. 85.** NRS 89.256 is hereby amended to read as follows:

36 89.256 1. Except as otherwise provided in subsections 3 and  
37 4 and NRS 89.251, the Secretary of State shall reinstate any  
38 professional association which has forfeited its right to transact  
39 business under the provisions of this chapter and restore the right to  
40 carry on business in this State and exercise its privileges and  
41 immunities if it:

42 (a) Files with the Secretary of State:

43 (1) The list and certification required by NRS 89.250; ~~{and}~~

44 (2) The information required pursuant to NRS 77.310; and





1           ***(3) A declaration under penalty of perjury, on a form***  
2 ***provided by the Secretary of State, that the reinstatement is***  
3 ***authorized by a court of competent jurisdiction in this State or by***  
4 ***the duly selected chief executive officer of the professional***  
5 ***association; and***

6           (b) Pays to the Secretary of State:

7           (1) The filing fee and penalty set forth in NRS 89.250 and  
8 89.252 for each year or portion thereof during which the articles of  
9 association have been revoked; and

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

11          2. When the Secretary of State reinstates the professional  
12 association, the Secretary of State shall issue to the  
13 professional association a certificate of reinstatement if the  
14 professional association:

15           (a) Requests a certificate of reinstatement; and

16           (b) Pays the required fees pursuant to subsection 7 of  
17 NRS 78.785.

18          3. The Secretary of State shall not order a reinstatement unless  
19 all delinquent fees and penalties have been paid, and the revocation  
20 of the articles of association occurred only by reason of the failure  
21 to pay the fees and penalties.

22          4. If the articles of association of a professional association  
23 have been revoked pursuant to the provisions of this chapter and  
24 have remained revoked for 10 consecutive years, the articles must  
25 not be reinstated.

26          5. A reinstatement pursuant to this section relates back to the  
27 date on which the professional association forfeited its right to  
28 transact business under the provisions of this chapter and reinstates  
29 the professional association's right to transact business as if such  
30 right had at all times remained in full force and effect.

31          **Sec. 86.** NRS 104.9526 is hereby amended to read as follows:

32           104.9526 1. The Secretary of State shall adopt and publish  
33 rules to effectuate this article. The filing-office rules must be:

34           (a) Consistent with this article; and

35           (b) Adopted in accordance with the provisions of chapter 233B  
36 of NRS.

37          2. To keep the filing-office rules and the practices of the filing  
38 office in harmony with the rules and practices of filing offices in  
39 other jurisdictions that enact substantially this part, and to keep the  
40 technology used by the filing office compatible with the technology  
41 used by filing offices in other jurisdictions that enact substantially  
42 this part, the Secretary of State, so far as is consistent with the  
43 purposes, policies, and provisions of this article, in adopting,  
44 amending, and repealing filing-office rules, shall:



1 (a) Consult with filing offices in other jurisdictions that enact  
2 substantially this part;

3 (b) Consult the most recent version of the Model Rules  
4 promulgated by the International Association of ~~Corporation~~  
5 **Commercial** Administrators or any successor organization; and

6 (c) Take into consideration the rules and practices of, and the  
7 technology used by, filing offices in other jurisdictions that enact  
8 substantially this part.

9 **Sec. 87.** NRS 104.9527 is hereby amended to read as follows:

10 104.9527 The Secretary of State shall report biennially on or  
11 before the first Monday of February in each odd-numbered year to  
12 the Governor and Legislature on the operation of the filing office.  
13 The report must contain a statement of the extent to which:

14 1. The filing-office rules are not in harmony with the rules of  
15 filing offices in other jurisdictions that enact substantially this part  
16 and the reasons for these variations; and

17 2. The filing-office rules are not in harmony with the most  
18 recent version of the Model Rules promulgated by the International  
19 Association of ~~Corporation~~ **Commercial** Administrators, or any  
20 successor organization, and the reasons for these variations.

21 **Sec. 88.** NRS 78.795 is hereby repealed.

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### TEXT OF REPEALED SECTION

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#### **78.795 Registration of natural person or corporation willing to serve as registered agent for corporation, limited-liability company or limited partnership.**

1. Any natural person or corporation residing or located in this State may register for that calendar year a willingness to serve as the registered agent of a domestic or foreign corporation, limited-liability company or limited partnership with the Secretary of State. The registration must state the full, legal name of the person or corporation willing to serve as the registered agent and be accompanied by a fee of \$500 per office location of the registered agent.

2. The Secretary of State shall maintain a list of those persons who are registered pursuant to subsection 1 and make the list available to persons seeking to do business in this State.

3. The Secretary of State may amend any information provided in the list if a person who is included in the list:

(a) Requests the amendment; and

(b) Pays a fee of \$50.



\* S B 6 0 R 1 \*

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

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\* S B 6 0 R 1 \*

