

**ADOPTED REGULATION OF THE
SECRETARY OF STATE**

LCB File No. R070-11

Effective May 30, 2012

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

AUTHORITY: §§1-5, NRS 78.047; §§6-10, NRS 80.055; §§11-15, NRS 82.5234; §§16-20, NRS 86.213 and 86.548; §§21-25, NRS 87.445 and 87.5405; §§26-30, NRS 87A.237, 87A.610, 87A.632 and 87A.652; §§31-35, NRS 88.352, 88.600, 88.6062 and 88.6087; §§36-40, NRS 88A.215 and 88A.750; §§41-45, NRS 89.215.

A REGULATION relating to business entities; adopting procedures for the imposition of penalties on persons purporting to transact business in this State as a business entity without complying with certain requirements concerning filings with the Secretary of State; and providing other matters properly relating thereto.

Section 1. Chapter 78 of NAC is hereby amended by adding thereto the provisions set forth as sections 2 to 5, inclusive, of this regulation.

Sec. 2. 1. *The Secretary of State may instruct the district attorney of the county in which a person's principal place of business is located or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 78.047 if the person:*

(a) Is purporting to be a corporation organized and existing under the laws of this State but has willfully failed to file with the Secretary of State articles of incorporation;

(b) Is doing business in this State as a corporation organized and existing under the laws of this State but has willfully failed to file with the Secretary of State articles of incorporation;
or

(c) Is doing business in this State as a corporation organized and existing under the laws of this State while the corporation is in terminated status.

2. As used in this section, “terminated status” means any status in the records of the Office of the Secretary of State which indicates that a corporation no longer has the right to transact business in this State, including, without limitation, the status of “revoked,” “permanently revoked,” “dissolved,” “cancelled,” “terminated” or “withdrawn.”

Sec. 3. 1. A person may report to the Secretary of State that a person may be subject to the fine set forth in NRS 78.047 by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:

Secretary of State

Commercial Recordings Division

Attn: Business Compliance

202 North Carson Street

Carson City, Nevada 89701

2. A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must contain, at a minimum:

(a) The name, street address, telephone number, and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized by the complainant to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the person alleged to be subject to the fine set forth in NRS 78.047;

(d) Information identifying all persons involved in the alleged conduct subjecting the person to the fine set forth in NRS 78.047, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the person alleged to be subject to the fine set forth in NRS 78.047;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency, court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or in an administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 4. 1. Upon receiving a complaint filed pursuant to section 3 of this regulation, the Secretary of State will:

(a) Review the complaint and any information submitted with the complaint;

(b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and

(c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

2. The Secretary of State may refer the information obtained in a complaint filed pursuant to section 3 of this regulation and any information obtained by the Secretary of State through an investigation of the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

3. The Secretary of State may request that the complainant or the person alleged to be subject to the fine set forth in NRS 78.047 provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.

Sec. 5. 1. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 3 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.

2. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 3 of this regulation or obtained during the course of an investigation of another matter is sufficient to warrant further investigation or processing, the Secretary of State may send a written demand for a response to the complaint or investigation to the person alleged to be subject to the fine set forth in NRS 78.047.

3. *A response demanded pursuant to subsection 2 must be:*

(a) Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and

(b) Signed under oath by the respondent or, if the respondent is an entity, by a person in a position of responsibility with the respondent.

4. *If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response demanded pursuant to subsection 2, the Secretary of State determines that a person is subject to the fine set forth in NRS 78.047, the Secretary of State may demand that the person file any document required to bring the person into compliance with chapter 78 of NRS and pay any fee, penalty or fine required by the laws of this State.*

5. *If, in response to the demand of the Secretary of State pursuant to subsection 4, the person does not file a document required to bring the person into compliance with chapter 78 of NRS or pay any fee, penalty or fine required by the laws of this State, the Secretary of State may refer the matter to the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, and request that the district attorney or Attorney General institute legal proceedings to require the person to file any document required to bring the person into compliance with chapter 78 of NRS and to pay any fee, penalty or fine required by the laws of this State.*

6. *The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:*

(a) The complainant at the address provided on the complaint form; and

(b) The person who is alleged to be subject to the fine set forth in NRS 78.047 at the last known address of the person or through the person's registered agent of record.

Sec. 6. Chapter 80 of NAC is hereby amended by adding thereto the provisions set forth as sections 7 to 10, inclusive, of this regulation.

Sec. 7. 1. *The Secretary of State may instruct the district attorney of the county in which a corporation has its principal place of business or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 80.055 if the corporation is organized pursuant to the laws of another state, territory, the District of Columbia, a possession of the United States or a foreign country and:*

(a) Is doing business in this State but has willfully failed to file in the Office of the Secretary of State the information required to be filed pursuant to subsection 1 of NRS 80.010; or

(b) Is doing business in this State while the corporation is in terminated status.

2. *As used in this section, "terminated status" means any status in the records of the Office of the Secretary of State which indicates that a corporation no longer has the right to transact business in this State, including, without limitation, the status of "revoked," "permanently revoked," "dissolved," "cancelled," "terminated" or "withdrawn."*

Sec. 8. 1. *A person may report to the Secretary of State that a corporation may be subject to the fine set forth in NRS 80.055 by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:*

Secretary of State

Commercial Recordings Division

Attn: Business Compliance

202 North Carson Street

Carson City, Nevada 89701

2. A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must include, without limitation:

(a) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized by the complainant to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the corporation alleged to be subject to the fine set forth in NRS 80.055;

(d) Information identifying all persons involved in the alleged conduct subjecting the corporation to the fine set forth in NRS 80.055, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the corporation alleged to be subject to the fine set forth in NRS 80.055;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency,

court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 9. 1. *Upon receiving a complaint filed pursuant to section 8 of this regulation, the Secretary of State will:*

(a) Review the complaint and any information submitted with the complaint;

(b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and

(c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

2. *The Secretary of State may refer a complaint filed pursuant to section 8 of this regulation and any information obtained by the Secretary of State through an investigation of the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.*

3. The Secretary of State may request that the complainant or the corporation alleged to be subject to the fine set forth in NRS 80.055 provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.

Sec. 10. 1. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 8 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.

2. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 8 of this regulation or obtained during the course of an investigation of another matter is sufficient to warrant further investigation or processing, the Secretary of State may send a written demand for a response to the complaint or investigation to the corporation alleged to be subject to the fine set forth in NRS 80.055.

3. A response demanded pursuant to subsection 2 must be:

(a) Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and

(b) Signed under oath by a person in a position of responsibility with the respondent.

4. If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response demanded pursuant to subsection 2, the Secretary of State determines that a corporation is subject to the fine set forth in NRS 80.055, the Secretary of State may demand that the corporation file any document required to bring the corporation into compliance with the applicable requirements of chapter 80 of NRS and pay any fee, penalty or fine required by the laws of this State.

5. If, in response to the demand of the Secretary of State pursuant to subsection 4, the corporation does not file a document required to bring the corporation into compliance with the applicable requirements of chapter 80 of NRS or pay any fee, penalty or fine required by the laws of this State, the Secretary of State may refer the matter to the district attorney of the county in which the corporation has its principal place of business or the Attorney General, or both, and request that the district attorney or Attorney General institute legal proceedings to require the corporation to file any document required to bring the corporation into compliance with the applicable requirements of chapter 80 of NRS and to pay any fee, penalty or fine required by the laws of this State.

6. The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:

(a) The complainant at the address provided on the complaint form; and

(b) The corporation which is alleged to be subject to the fine set forth in NRS 80.055 at the last known address of the corporation or through the corporation's registered agent of record.

Sec. 11. Chapter 82 of NAC is hereby amended by adding thereto the provisions set forth as sections 12 to 15, inclusive, of this regulation.

Sec. 12. 1. *The Secretary of State may instruct the district attorney of the county in which a foreign nonprofit corporation has its principal place of business or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 82.5234 if the foreign nonprofit corporation:*

(a) Is doing business in this State but has willfully failed to qualify to do business in this State in accordance with the laws of this State; or

(b) Is doing business in this State while the foreign nonprofit corporation is in terminated status.

2. As used in this section, “terminated status” means any status in the records of the Office of the Secretary of State which indicates that a foreign nonprofit corporation no longer has the right to transact business in this State, including, without limitation, the status of “revoked,” “permanently revoked,” “dissolved,” “cancelled,” “terminated” or “withdrawn.”

Sec. 13. 1. A person may report to the Secretary of State that a foreign nonprofit corporation may be subject to the fine set forth in NRS 82.5234 by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:

Secretary of State

Commercial Recordings Division

Attn: Business Compliance

202 North Carson Street

Carson City, Nevada 89701

2. A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must include, without limitation:

(a) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized by the complainant to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the foreign nonprofit corporation alleged to be subject to the fine set forth in NRS 82.5234;

(d) Information identifying all persons involved in the alleged conduct subjecting the foreign nonprofit corporation to the fine set forth in NRS 82.5234, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the foreign nonprofit corporation alleged to be subject to the fine set forth in NRS 82.5234;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency, court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 14. 1. Upon receiving a complaint filed pursuant to section 13 of this regulation, the Secretary of State will:

(a) Review the complaint and any information submitted with the complaint;

(b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and

(c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

2. The Secretary of State may refer a complaint filed pursuant to section 13 of this regulation and any information obtained by the Secretary of State through an investigation of the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

3. The Secretary of State may request that the complainant or the foreign nonprofit corporation alleged to be subject to the fine set forth in NRS 82.5234 provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.

Sec. 15. 1. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 13 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.

2. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 13 of this regulation or obtained during the course of an investigation of another matter is sufficient to warrant further investigation or processing, the Secretary of

State may send a written demand for a response to the complaint or investigation to the foreign nonprofit corporation alleged to be subject to the fine set forth in NRS 82.5234.

3. A response demanded pursuant to subsection 2 must be:

(a) Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and

(b) Signed under oath by a person in a position of responsibility with the respondent.

4. If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response demanded pursuant to subsection 2, the Secretary of State determines that a foreign nonprofit corporation is subject to the fine set forth in NRS 82.5234, the Secretary of State may demand that the foreign nonprofit corporation file any document required to bring the foreign nonprofit corporation into compliance with the laws of this State and pay any fee, penalty or fine required by the laws of this State.

5. If, in response to the demand of the Secretary of State pursuant to subsection 4, the foreign nonprofit corporation does not file a document required to bring the foreign nonprofit corporation into compliance with the laws of this State or pay any fee, penalty or fine required by the laws of this State, the Secretary of State may refer the matter to the district attorney of the county in which the foreign nonprofit corporation has its principal place of business or the Attorney General, or both, and request that the district attorney or Attorney General institute legal proceedings to require the foreign nonprofit corporation to file any document required to bring it into compliance with the laws of this State and to pay any fee, penalty or fine required by the laws of this State.

6. The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:

(a) The complainant at the address provided on the complaint form; and

(b) The foreign nonprofit corporation which is alleged to be subject to the fine set forth in NRS 82.5234 at the last known address of the foreign nonprofit corporation or through the foreign nonprofit corporation's registered agent of record.

Sec. 16. Chapter 86 of NAC is hereby amended by adding thereto the provisions set forth as sections 17 to 20, inclusive, of this regulation.

Sec. 17. 1. *The Secretary of State may instruct the district attorney of the county in which a person's principal place of business is located or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 86.213 if the person:*

(a) Is purporting to be a limited-liability company but has willfully failed to file with the Secretary of State articles of organization;

(b) Is doing business in this State as a limited-liability company but has willfully failed to file with the Secretary of State articles of organization; or

(c) Is doing business in this State as a limited-liability company while the limited-liability company is in terminated status.

2. The Secretary of State may instruct the district attorney of the county in which a foreign limited-liability company has its principal place of business or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 86.548 if the foreign limited-liability company:

(a) Is transacting business in this State but has willfully failed or neglected to register with the Secretary of State pursuant to NRS 86.544; or

(b) Is transacting business in this State while the foreign limited-liability company is in terminated status.

3. As used in this section, “terminated status” means any status in the records of the Office of the Secretary of State which indicates that a limited-liability company or foreign limited-liability company, as applicable, no longer has the right to transact business in this State, including, without limitation, the status of “revoked,” “permanently revoked,” “dissolved,” “cancelled,” “terminated” or “withdrawn.”

Sec. 18. 1. A person may report to the Secretary of State that a person or foreign limited-liability company may be subject to the fine set forth in NRS 86.213 or 86.548, as applicable, by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:

Secretary of State

Commercial Recordings Division

Attn: Business Compliance

202 North Carson Street

Carson City, Nevada 89701

2. A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must include, without limitation:

(a) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized by the complainant to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the person or foreign limited-liability company alleged to be subject to the fine set forth in NRS 86.213 or 86.548, whichever is applicable;

(d) Information identifying all persons involved in the alleged conduct subjecting the person or foreign limited-liability company to the fine set forth in NRS 86.213 or 86.548, whichever is applicable, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the person or foreign limited-liability company alleged to be subject to the fine set forth in NRS 86.213 or 86.548, whichever is applicable;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency, court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 19. *1. Upon receiving a complaint filed pursuant to section 18 of this regulation, the Secretary of State will:*

(a) Review the complaint and any information submitted with the complaint;

(b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and

(c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

2. The Secretary of State may refer a complaint filed pursuant to section 18 of this regulation and any information obtained by the Secretary of State through an investigation of the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

3. The Secretary of State may request that the complainant or the person or foreign limited-liability company alleged to be subject to the fine set forth in NRS 86.213 or 86.548, whichever is applicable, provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.

Sec. 20. *1. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 18 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.*

2. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 18 of this regulation or obtained during the course of an investigation of another matter is sufficient to warrant further investigation or processing, the Secretary of State may send a written demand for a response to the complaint or investigation to the person or foreign limited-liability company alleged to be subject to the fine set forth in NRS 86.213 or 86.548, whichever is applicable.

3. A response demanded pursuant to subsection 2 must be:

(a) Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and

(b) Signed under oath by the respondent or, if the respondent is an entity, by a person in a position of responsibility with the respondent.

4. If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response demanded pursuant to subsection 2, the Secretary of State determines that a person or foreign limited-liability company is subject to the fine set forth in NRS 86.213 or 86.548, whichever is applicable, the Secretary of State may demand that the person or foreign limited-liability company file any document required to bring the person or foreign limited-liability company, as applicable, into compliance with chapter 86 of NRS and pay any fee, penalty or fine required by the laws of this State.

5. If, in response to the demand of the Secretary of State pursuant to subsection 4, the person or foreign limited-liability company does not file a document required to bring the person or foreign limited-liability company, as applicable, into compliance with chapter 86 of NRS or pay any fee, penalty or fine required by the laws of this State, the Secretary of State

may refer the matter to the district attorney of the county in which the person or foreign limited-liability company has its principal place of business or the Attorney General, or both, and request that the district attorney or Attorney General institute legal proceedings to require the person or foreign limited-liability company to file any document required to bring the person or foreign limited-liability company, as applicable, into compliance with chapter 86 of NRS and to pay any fee, penalty or fine required by the laws of this State.

6. The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:

(a) The complainant at the address provided on the complaint form; and

(b) The person or foreign limited-liability company alleged to be subject to the fine set forth in NRS 86.213 or 86.548, whichever is applicable, at the last known address of the person or foreign limited-liability company or through the registered agent of record for the person or foreign limited-liability company.

Sec. 21. Chapter 87 of NAC is hereby amended by adding thereto the provisions set forth as sections 22 to 25, inclusive, of this regulation.

Sec. 22. *1. The Secretary of State may instruct the district attorney of the county in which a person's principal place of business is located or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 87.445 if the person:*

(a) Is purporting to be a registered limited-liability partnership but has willfully failed to file with the Secretary of State a certificate of registration;

(b) Is doing business in this State as a registered limited-liability partnership but has willfully failed to file with the Secretary of State a certificate of registration; or

(c) Is doing business in this State as a registered limited-liability partnership while the registered limited-liability partnership is in terminated status.

2. The Secretary of State may instruct the district attorney of the county in which a foreign registered limited-liability partnership has its principal place of business or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 87.5405 if the foreign registered limited-liability partnership:

(a) Is transacting business in this State but has willfully failed to register with the Secretary of State pursuant to NRS 87.440 to 87.500, inclusive, and 87.541 to 87.544, inclusive; or

(b) Is transacting business in this State while the foreign registered limited-liability partnership is in terminated status.

3. As used in this section, “terminated status” means any status in the records of the Office of the Secretary of State which indicates that a registered limited-liability partnership or foreign registered limited-liability partnership, as applicable, no longer has the right to transact business in this State, including, without limitation, the status of “revoked,” “permanently revoked,” “dissolved,” “cancelled,” “terminated” or “withdrawn.”

Sec. 23. 1. A person may report to the Secretary of State that a person or foreign registered limited-liability partnership may be subject to the fine set forth in NRS 87.445 or 87.5405, as applicable, by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:

Secretary of State

Commercial Recordings Division

Attn: Business Compliance

202 North Carson Street

Carson City, Nevada 89701

2. A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must include, without limitation:

(a) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized by the complainant to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the person or foreign registered limited-liability partnership alleged to be subject to the fine set forth in NRS 87.445 or 87.5405, whichever is applicable;

(d) Information identifying all persons involved in the alleged conduct subjecting the person or foreign registered limited-liability partnership to the fine set forth in NRS 87.445 or 87.5405, whichever is applicable, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the person or foreign registered limited-liability partnership alleged to be subject to the fine set forth in NRS 87.445 or 87.5405, whichever is applicable;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency, court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 24. 1. *Upon receiving a complaint filed pursuant to section 23 of this regulation, the Secretary of State will:*

(a) Review the complaint and any information submitted with the complaint;

(b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and

(c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

2. *The Secretary of State may refer a complaint filed pursuant to section 23 of this regulation and any information obtained by the Secretary of State through an investigation of*

the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

3. The Secretary of State may request that the complainant or the person or foreign registered limited-liability partnership alleged to be subject to the fine set forth in NRS 87.445 or 87.5405, whichever is applicable, provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.

Sec. 25. 1. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 23 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.

2. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 23 of this regulation or obtained during the course of an investigation of another matter is sufficient to warrant further investigation or processing, the Secretary of State may send a written demand for a response to the complaint or investigation to the person or foreign registered limited-liability partnership alleged to be subject to the fine set forth in NRS 87.445 or 87.5405, whichever is applicable.

3. A response demanded pursuant to subsection 2 must be:

(a) Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and

(b) Signed under oath by the respondent or, if the respondent is an entity, by a person in a position of responsibility with the respondent.

4. If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response

demanded pursuant to subsection 2, the Secretary of State determines that a person or foreign registered limited-liability partnership is subject to the fine set forth in NRS 87.445 or 87.5405, whichever is applicable, the Secretary of State may demand that the person or foreign registered limited-liability partnership file any document required to bring the person or foreign registered limited-liability partnership, as applicable, into compliance with chapter 87 of NRS and pay any fee, penalty or fine required by the laws of this State.

5. If, in response to the demand of the Secretary of State pursuant to subsection 4, the person or foreign registered limited-liability partnership does not file a document required to bring the person or foreign registered limited-liability partnership into compliance with chapter 87 of NRS or pay any fee, penalty or fine required by the laws of this State, the Secretary of State may refer the matter to the district attorney of the county in which the person or foreign registered limited-liability partnership has its principal place of business or the Attorney General, or both, and request that the district attorney or Attorney General institute legal proceedings to require the person or foreign registered limited-liability partnership to file any document required to bring the person or foreign registered limited-liability partnership, as applicable, into compliance with chapter 87 of NRS and to pay any fee, penalty or fine required by the laws of this State.

6. The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:

- (a) The complainant at the address provided on the complaint form; and*
- (b) The person or foreign registered limited-liability partnership alleged to be subject to the fine set forth in NRS 87.445 or 87.5405, whichever is applicable, at the last known address of*

the person or foreign registered limited-liability partnership or through the registered agent of record for the person or foreign registered limited-liability partnership.

Sec. 26. Chapter 87A of NAC is hereby amended by adding thereto the provisions set forth as sections 27 to 30, inclusive, of this regulation.

Sec. 27. 1. *The Secretary of State may instruct the district attorney of the county in which a person's principal place of business is located or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 87A.237 if the person:*

(a) Is purporting to be a limited partnership but has willfully failed to file with the Secretary of State a certificate of limited partnership;

(b) Is doing business in this State as a limited partnership but has willfully failed to file with the Secretary of State a certificate of limited partnership; or

(c) Is doing business in this State as a limited partnership while the limited partnership is in terminated status.

2. *The Secretary of State may instruct the district attorney of the county in which a foreign limited partnership has its principal place of business or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 87A.610, if the foreign limited partnership:*

(a) Is transacting business in this State but has willfully failed to register with the Secretary of State pursuant to NRS 87A.540 or 88.575; or

(b) Is transacting business in this State while the foreign limited partnership is in terminated status.

3. *The Secretary of State may instruct the district attorney of the county in which a person's principal place of business is located or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 87A.632 if the person:*

(a) Is purporting to be a registered limited-liability limited partnership but has willfully failed to file with the Secretary of State a certificate of registration;

(b) Is doing business in this State as a registered limited-liability limited partnership but has willfully failed to file with the Secretary of State a certificate of registration; or

(c) Is doing business in this State as a registered limited-liability limited partnership while the registered limited-liability limited partnership is in terminated status.

4. *The Secretary of State may instruct the district attorney of the county in which a limited-liability limited partnership, formed pursuant to an agreement governed by the laws of another state, has its principal place of business or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 87A.652 if the limited-liability limited partnership:*

(a) Is transacting business in this State but has willfully failed to register with the Secretary of State pursuant to NRS 87A.540 or 88.575; or

(b) Is transacting business in this State while the limited-liability limited partnership is in terminated status.

5. *As used in this section, "terminated status" means any status in the records of the Office of the Secretary of State which indicates that a person or limited-liability limited partnership, formed pursuant to an agreement governed by the laws of another state, no longer has the right to transact business in this State, including, without limitation, the status*

of “revoked,” “permanently revoked,” “dissolved,” “cancelled,” “terminated” or “withdrawn.”

Sec. 28. 1. A person may report to the Secretary of State that a person may be subject to the fine set forth in NRS 87A.237, 87A.610, 87A.632 or 87A.652, whichever is applicable, by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:

Secretary of State

Commercial Recordings Division

Attn: Business Compliance

202 North Carson Street

Carson City, Nevada 89701

2. A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must include, without limitation:

(a) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized by the complainant to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the person alleged to be subject to the fine set forth in NRS 87A.237, 87A.610, 87A.632 or 87A.652, whichever is applicable;

(d) Information identifying all persons involved in the alleged conduct subjecting the person to the fine set forth in NRS 87A.237, 87A.610, 87A.632 or 87A.652, whichever is applicable, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the person alleged to be subject to the fine set forth in NRS 87A.237, 87A.610, 87A.632 or 87A.652, whichever is applicable;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency, court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 29. 1. Upon receiving a complaint filed pursuant to section 28 of this regulation, the Secretary of State will:

- (a) Review the complaint and any information submitted with the complaint;*
- (b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and*
- (c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.*

2. The Secretary of State may refer a complaint filed pursuant to section 28 of this regulation and any information obtained by the Secretary of State through an investigation of the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

3. The Secretary of State may request that the complainant or the person alleged to be subject to the fine set forth in NRS 87A.237, 87A.610, 87A.632 or 87A.652, whichever is applicable, provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.

Sec. 30. *1. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 28 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.*

2. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 28 of this regulation or obtained during the course of an investigation of another matter is sufficient to warrant further investigation or processing, the Secretary of State may send a written demand for a response to the complaint or investigation to the person alleged to be subject to the fine set forth in NRS 87A.237, 87A.610, 87A.632 or 87A.652, whichever is applicable.

3. *A response demanded pursuant to subsection 2 must be:*

(a) Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and

(b) Signed under oath by the respondent or, if the respondent is an entity, by a person in a position of responsibility with the respondent.

4. *If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response demanded pursuant to subsection 2, the Secretary of State determines that a person is subject to the fine set forth in NRS 87A.237, 87A.610, 87A.632 or 87A.652, whichever is applicable, the Secretary of State may demand that the person file any document required to bring the person into compliance with the applicable requirements of chapter 87A of NRS and pay any fee, penalty or fine required by the laws of this State.*

5. *If, in response to the demand of the Secretary of State pursuant to subsection 4, the person does not file a document required to bring the person into compliance with the applicable requirements of chapter 87A of NRS or pay any fee, penalty or fine required by the laws of this State, the Secretary of State may refer the matter to the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, and request that the district attorney or Attorney General institute legal proceedings to require the person to file any document required to bring the person into compliance with the applicable requirements of chapter 87A of NRS and to pay any fee, penalty or fine required by the laws of this State.*

6. *The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:*

- (a) The complainant at the address provided on the complaint form; and*
- (b) The person who is alleged to be subject to the fine set forth in NRS 87A.237, 87A.610, 87A.632 or 87A.652, whichever is applicable, at the last known address of the person or through the person's registered agent of record.*

Sec. 31. Chapter 88 of NAC is hereby amended by adding thereto the provisions set forth as sections 32 to 35, inclusive, of this regulation.

Sec. 32. 1. *The Secretary of State may instruct the district attorney of the county in which a person's principal place of business is located or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 88.352 if the person:*

- (a) Is purporting to be a limited partnership but has willfully failed to file with the Secretary of State a certificate of limited partnership;*
- (b) Is doing business in this State as a limited partnership but has willfully failed to file with the Secretary of State a certificate of limited partnership; or*
- (c) Is doing business in this State as a limited partnership while the limited partnership is in terminated status.*

2. *The Secretary of State may instruct the district attorney of the county in which a foreign limited partnership has its principal place of business or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 88.600, if the foreign limited partnership:*

- (a) Is transacting business in this State but has willfully failed to register with the Secretary of State pursuant to NRS 87A.540 or 88.575; or*
- (b) Is transacting business in this State while the foreign limited partnership is in terminated status.*

3. The Secretary of State may instruct the district attorney of the county in which a person's principal place of business is located or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 88.6062 if the person:

(a) Is purporting to be a registered limited-liability limited partnership but has willfully failed to file with the Secretary of State a certificate of registration;

(b) Is doing business in this State as a registered limited-liability limited partnership but has willfully failed to file with the Secretary of State a certificate of registration; or

(c) Is doing business in this State as a registered limited-liability limited partnership while the registered limited-liability limited partnership is in terminated status.

4. The Secretary of State may instruct the district attorney of the county in which a limited-liability limited partnership, formed pursuant to an agreement governed by the laws of another state, has its principal place of business or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 88.6087 if the limited-liability limited partnership:

(a) Is transacting business in this State but has willfully failed to register with the Secretary of State pursuant to NRS 87A.540 or 88.575; or

(b) Is transacting business in this State while the limited-liability limited partnership is in terminated status.

5. As used in this section, "terminated status" means any status in the records of the Office of the Secretary of State which indicates that a person or limited-liability limited partnership, formed pursuant to an agreement governed by the laws of another state, no longer has the right to transact business in this State, including, without limitation, the status

of “revoked,” “permanently revoked,” “dissolved,” “cancelled,” “terminated” or “withdrawn.”

Sec. 33. 1. A person may report to the Secretary of State that a person may be subject to the fine set forth in NRS 88.352, 88.600, 88.6062 or 88.6087, whichever is applicable, by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:

*Secretary of State
Commercial Recordings Division
Attn: Business Compliance
202 North Carson Street
Carson City, Nevada 89701*

2. A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must include, without limitation:

(a) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized by the complainant to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the person alleged to be subject to the fine set forth in NRS 88.352, 88.600, 88.6062 or 88.6087, whichever is applicable,;

(d) Information identifying all persons involved in the alleged conduct subjecting the person to the fine set forth in NRS 88.352, 88.600, 88.6062 or 88.6087, whichever is applicable, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the person alleged to be subject to the fine set forth in NRS 88.352, 88.600, 88.6062 or 88.6087, whichever is applicable;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency, court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 34. 1. Upon receiving a complaint filed pursuant to section 33 of this regulation, the Secretary of State will:

- (a) Review the complaint and any information submitted with the complaint;*
- (b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and*
- (c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.*

2. The Secretary of State may refer a complaint filed pursuant to section 33 of this regulation and any information obtained by the Secretary of State through an investigation of the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

3. The Secretary of State may request that the complainant or the person alleged to be subject to the fine set forth in NRS 88.352, 88.600, 88.6062 or 88.6087, whichever is applicable, provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.

Sec. 35. 1. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 33 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.

2. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 33 of this regulation or obtained during the course of an investigation of another matter is sufficient to warrant further investigation or processing, the Secretary of State may send a written demand for a response to the complaint or investigation to the person alleged to be subject to the fine set forth in NRS 88.352, 88.600, 88.6062 or 88.6087, whichever is applicable.

3. *A response demanded pursuant to subsection 2 must be:*

(a) Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and

(b) Signed under oath by the respondent or, if the respondent is an entity, by a person in a position of responsibility with the respondent.

4. *If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response demanded pursuant to subsection 2, the Secretary of State determines that a person is subject to the fine set forth in NRS 88.352, 88.600, 88.6062 or 88.6087, whichever is applicable, the Secretary of State may demand that the person file any document required to bring the entity into compliance with the applicable requirements of chapter 88 of NRS and pay any fee, penalty or fine required by the laws of this State.*

5. *If, in response to the demand of the Secretary of State pursuant to subsection 4, the person does not file a document required to bring the person into compliance with the applicable requirements of chapter 88 of NRS or pay any fee, penalty or fine required by the laws of this State, the Secretary of State may refer the matter to the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, and request that the district attorney or Attorney General institute legal proceedings to require the entity to file any document required to bring the person into compliance with the applicable requirements of chapter 88 of NRS and to pay any fee, penalty or fine required by the laws of this State.*

6. *The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:*

- (a) The complainant at the address provided on the complaint form; and*
- (b) The person who is alleged to be subject to the fine set forth in NRS 88.352, 88.600, 88.6062 or 88.6087, whichever is applicable, at the last known address of the person or through the person's registered agent of record.*

Sec. 36. Chapter 88A or NAC is hereby amended by adding thereto the provisions set forth as sections 37 to 40, inclusive, of this regulation.

Sec. 37. 1. *The Secretary of State may instruct the district attorney of the county in which a person's principal place of business is located or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 88A.215 if the person:*

(a) Is purporting to be a business trust but has willfully failed to file with the Secretary of State a certificate of trust;

(b) Is doing business in this State as a business trust but has willfully failed to file with the Secretary of State a certificate of trust; or

(c) Is doing business in this State as a business trust while the business trust is in terminated status.

2. *The Secretary of State may instruct the district attorney of the county in which a foreign business trust has its principal place of business or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 88A.750 if the foreign business trust:*

(a) Is transacting business in this State but has willfully failed to register with the Secretary of State pursuant to NRS 88A.710; or

(b) Is transacting business in this State while the foreign business trust is in terminated status.

3. *As used in this section, “terminated status” means any status in the records of the Office of the Secretary of State which indicates that a business trust or foreign business trust no longer has the right to transact business in this State, including, without limitation, the status of “revoked,” “permanently revoked,” “dissolved,” “cancelled,” “terminated” or “withdrawn.”*

Sec. 38. 1. *A person may report to the Secretary of State that a person or foreign business trust may be subject to the fine set forth in NRS 88A.215 or 88A.750, whichever is applicable, by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:*

*Secretary of State
Commercial Recordings Division
Attn: Business Compliance
202 North Carson Street
Carson City, Nevada 89701*

2. *A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must include, without limitation:*

(a) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the person or foreign business trust alleged to be subject to the fine set forth in NRS 88A.215 or 88A.750, whichever is applicable;

(d) Information identifying all persons involved in the alleged conduct subjecting the person or foreign business trust to the fine set forth in NRS 88A.215 or 88A.750, whichever is applicable, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the person or foreign business trust alleged to be subject to the fine set forth in NRS 88A.215 or 88A.750, whichever is applicable;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency, court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 39. 1. Upon receiving a complaint filed pursuant to section 38 of this regulation, the Secretary of State will:

(a) Review the complaint and any information submitted with the complaint;

(b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and

(c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

2. The Secretary of State may refer a complaint filed pursuant to section 38 of this regulation and any information obtained by the Secretary of State through an investigation of the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

3. The Secretary of State may request that the complainant or the person or foreign business trust alleged to be subject to the fine set forth in NRS 88A.215 or 88A.750, whichever is applicable, provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.

Sec. 40. 1. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 38 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.

2. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 38 of this regulation or obtained during the course of an investigation

of another matter is sufficient to warrant further investigation or processing, the Secretary of State may send a written demand for a response to the complaint or investigation to the person or foreign business trust alleged to be subject to the fine set forth in NRS 88A.215 or 88A.750, whichever is applicable.

3. A response demanded pursuant to subsection 2 must be:

(a) Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and

(b) Signed under oath by the respondent or, if the respondent is an entity, by a person in a position of responsibility with the respondent.

4. If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response demanded pursuant to subsection 2, the Secretary of State determines that a person or foreign business trust is subject to the fine set forth in NRS 88A.215 or 88A.750, whichever is applicable, the Secretary of State may demand that the person or foreign business trust file any document required to bring the person or foreign business trust, as applicable, into compliance with chapter 88A of NRS and pay any fee, penalty or fine required by the laws of this State.

5. If, in response to the demand of the Secretary of State pursuant to subsection 4, the person or foreign business trust does not file a document required to bring the person or foreign business trust, as applicable, into compliance with chapter 88A of NRS or pay any fee, penalty or fine required by the laws of this State, the Secretary of State may refer the matter to the district attorney of the county in which the person or foreign business trust has its principal place of business or the Attorney General, or both, and request that the district

attorney or Attorney General institute legal proceedings to require the person or foreign business trust to file any document required to bring the person or foreign business trust, as applicable, into compliance with chapter 88A of NRS and to pay any fee, penalty or fine required by the laws of this State.

6. The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:

(a) The complainant at the address provided on the complaint form; and

(b) The person or foreign business trust alleged to be subject to the fine set forth in NRS 88A.215 or 88A.750, whichever is applicable, at the last known address of the person or through the registered agent of record for the person or foreign business trust.

Sec. 41. Chapter 89 of NAC is hereby amended by adding thereto the provisions set forth as sections 42 to 45, inclusive, of this regulation.

Sec. 42. *1. The Secretary of State may instruct the district attorney of the county in which a person's principal place of business is located or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 89.215 if the person:*

(a) Is purporting to be a professional association but has willfully failed to file with the Secretary of State articles of association pursuant to NRS 89.210;

(b) Is doing business in this State as a professional association but has willfully failed to file with the Secretary of State articles of association pursuant to NRS 89.210; or

(c) Is doing business in this State as a professional association while the professional association is in terminated status.

2. As used in this section, "terminated status" means any status in the records of the Office of the Secretary of State which indicates that a professional association no longer has

the right to transact business in this State, including, without limitation, the status of “revoked,” “permanently revoked,” “dissolved,” “cancelled,” “terminated” or “withdrawn.”

Sec. 43. 1. *A person may report to the Secretary of State that a person may be subject to the fine set forth in NRS 89.215 by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:*

Secretary of State

Commercial Recordings Division

Attn: Business Compliance

202 North Carson Street

Carson City, Nevada 89701

2. A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must include, without limitation:

(a) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized by the complainant to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the person alleged to be subject to the fine set forth in NRS 89.215;

(d) Information identifying all persons involved in the alleged conduct subjecting the person to the fine set forth in NRS 89.215, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the person alleged to be subject to the fine set forth in NRS 89.215;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency, court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 44. 1. Upon receiving a complaint filed pursuant to section 43 of this regulation, the Secretary of State will:

(a) Review the complaint and any information submitted with the complaint;

(b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and

(c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

2. The Secretary of State may refer a complaint filed pursuant to section 43 of this regulation and any information obtained by the Secretary of State through an investigation of the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

3. The Secretary of State may request that the complainant or the person alleged to be subject to the fine set forth in NRS 89.215 provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.

Sec. 45. 1. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 43 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.

2. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 43 of this regulation or obtained during the course of an investigation of another matter is sufficient to warrant further investigation or processing, the Secretary of State may send a written demand for a response to the complaint or investigation to the person alleged to be subject to the fine set forth in NRS 89.215.

3. A response demanded pursuant to subsection 2 must be:

(a) Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and

(b) Signed under oath by the respondent or, if the respondent is an entity, by a person in a position of responsibility with the respondent.

4. If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response demanded pursuant to subsection 2, the Secretary of State determines that a person is subject to the fine set forth in NRS 89.215, the Secretary of State may demand that the person file any document required to bring the person into compliance with chapter 89 of NRS and pay any fee, penalty or fine required by the laws of this State.

5. If, in response to the demand of the Secretary of State pursuant to subsection 4, the person does not file a document required to bring the person into compliance with chapter 89 of NRS or pay any fee, penalty or fine required by the laws of this State, the Secretary of State may refer the matter to the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, and request that the district attorney or Attorney General institute legal proceedings to require the person to file any document required to bring the person into compliance with chapter 89 of NRS and to pay any fee, penalty or fine required by the laws of this State.

6. The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:

(a) The complainant at the address provided on the complaint form; and

(b) The person who is alleged to be subject to the fine set forth in NRS 89.215 at the last known address of the person or through the person's registered agent of record.

**LEGISLATIVE REVIEW OF ADOPTED REGULATIONS AS REQUIRED BY
NRS 233B.066
LCB File No. R070-11**

The following statement is submitted for adopted amendments to Nevada Administrative Code (NAC) Chapters 78, 80, 82, 86, 87, 87A, 88, 88A and 89.

1) Public comments were solicited at the May 8, 2012 public workshop to solicit comments on proposed regulations and the May 17, 2012 hearing for the adoption of regulations. Copies of the proposed regulations, notices of workshop and notices of intent to act upon the regulations were sent via fax and email to persons known to have an interest in the subject of entity registration compliance. These documents were also made available on the Secretary of State website, www.NVSOS.gov and posted at the following locations:

- The Capitol Building, 101 North Carson Street, Carson City, Nevada 89701
- The State Library, 100 North Stewart Street, Carson City, Nevada 89701
- The Secretary of State-Reno, 500 Damonte Ranch Pkwy, Suite 657-A, Reno, Nevada 89521
- The Grant Sawyer Building, 555 East Washington Avenue, Las Vegas, Nevada 89101
- Nevada State Legislative Building, 401 South Carson Street, Carson City, Nevada 89701

The minutes of the May 8, 2012 public workshop to solicit comments on proposed regulations and the May 17, 2012 hearing for the adoption of regulations are attached hereto and contain a summary of the brief discussion held regarding the proposed amendments. A copy of the workshop and hearing minutes may be obtained from the office of the Secretary of State, 101 N. Carson Street, Suite 3, Carson City, Nevada 89701, 775-684-5720 or via email sent to scotta@sos.nv.gov.

2) The number persons who:

- (a) **Attended the May 8, 2012 public workshop:** 4
- (b) **Testified at the May 8, 2012 public workshop:** 1
- (c) **Submitted to the agency written comments:** 3
- (d) **Attended the May 17, 2012 hearing for the adoption of regulations:** 2

3) Comments were solicited from affected businesses in the same manner as they were solicited from the public.

4) The permanent regulation was adopted on May 17, 2012. There were no comments pertaining to R070-11 made at the May 8, 2012 public workshop to solicit comments on proposed regulations.

5) There is no estimated economic effect of the adopted regulation on the businesses which it is to regulate and on the public.

6) There is no additional cost to the agency for enforcement of this regulation.

7) There are no other state or government agency regulations that the proposed amendments duplicate.

8) The proposed regulation does not include provisions that are more stringent than a federal regulation which regulates the same activity, a summary of such provisions.

9) The proposed regulation does not involve a new fee or increases an existing fee.

10) The proposed regulation is not likely to impose a direct and significant economic burden upon a small business or directly restrict the formation, operation or expansion of a small business.

MEETING MINUTES
Public Workshop for
LCB File Nos. R-067-11, R070-11, R072-11 & R074-11
Regulations Relating to Commercial Recordings and the annual State Business License

Date of meeting: May 8, 2012 public workshop to solicit comments on proposed regulations R067-11, R070 -11, R072-11 and R074-11.

Location(s): Nevada State Legislative Building, 401 South Carson Street, Room 2134, Carson City, Nevada and live videoconference - Room 4412E of the Grant Sawyer Building, 555 East Washington Avenue, Suite 4400, Las Vegas, Nevada

Staff in attendance: Scott Anderson, Deputy Secretary of State for Commercial Recordings; Robert Walsh, Deputy Secretary of State for Southern Nevada, Delaina Marzullo, Administrative Assistant 4 (Las Vegas CR Supervisor); Kevin Benson, Deputy Attorney General; Jeff Landerfelt, Management Analyst 4, Jason Hataway, Administrative Assistant 3 (Carson City CR)

Members of the public in attendance: 5 Total: 4 in Carson City, Matthew Taylor, representing the Nevada Registered Agents' Association, J. Dunbar representing My Nevada LLC and 2 that did not sign in; and 1 in Las Vegas, Kim Stein representing Howard and Howard.

The workshop was called to order at 8:40 a.m. by Scott Anderson.

Mr. Anderson began the workshop by welcoming those in attendance and introducing Secretary of State Staff and DAG in attendance. He announced the delay in meeting due to the room change necessary due to LCB scheduling conflict. He stated that today we are conducting a workshop on the following proposed regulations:

- R067-11: Relating to Registered Agents; adopting certain requirements for entities that act as registered agents; adopting provisions relating to service of process, governing written materials produced by registered agents, demands for information under certain circumstances, and setting forth certain actions which the Secretary of State will take when a registered agent is enjoined from acting as a registered agent and other matters properly relating thereto.
- R070-11: Adopting procedures for the imposition of penalties on persons purporting to transact business in this State as a business entity without complying with certain requirements concerning filings with the Secretary of State.
- R072-11: Provisions relating to the names of specific forms required by the Secretary of State for certain Uniform Commercial Code Filings.
- R074-11: Provisions governing checks or other negotiable instruments returned to the Secretary of State because of insufficient funds.

He explained the purpose of this workshop is to solicit comment and information for consideration when adopting regulation.

He stated how the workshop would be conducted: that we would present each proposed regulation separately and at the end of each presentation, ask for public comment. Public comment would be limited to 3 minutes if necessary and should be related to the proposed regulation being discussed at that time. Public comment would be closed before moving to the next regulation. A copy of the regulations in their entirety was provided to workshop attendees and the draft as produced by Legislative Counsel Bureau was submitted into the record.

Mr. Anderson further indicated that for some of the regulations there are changes to these regulations from those posted for the meeting. The proposed regulations and revisions are available on the back table.

It was requested that anyone offering public comment, sign in on the sign in sheet located at the table and then called to speak, giving your full name and spelling of your last name. It was also noted that written comments would be accepted for the record.

Mr. Anderson indicated that he had received and will be asking that written comments to be given to Mr. Hataway after speaking.

Mr. Anderson asked if there was any public comment before beginning the individual workshops. Being none, Mr. Anderson opened the workshop on the first regulation; R067-11.

R067-11 is a regulation relating to Registered Agents; adopting certain requirements for entities that act as registered agents; adopting provisions relating to service of process, governing written materials produced by registered agents, demands for information under certain circumstances, and setting forth certain actions which the Secretary of State will take when a registered agent is enjoined from acting as a registered agent and other matters properly relating thereto.

The regulation defines when an entity may not act as a registered agent. An entity may not be in a revoked or other terminated status and act as a registered agent. An entity that is not authorized to do business in the state is prohibited from acting as a registered agent. It also clarifies the provisions of NRS 14.020 regarding the location at which all legal process and any demand or notice authorized by law may be served and includes provisions relating to the posting and the maintaining of normal working hours so that legal process may be served.

The regulation enables the Secretary of State to demand information in the course of an investigation into an alleged violation of NRS 77.400, 77.410 or 77.420 or of section 3 of this regulation.

The regulation provides for official notification by the Secretary of State when a registered agent is enjoined from serving as a registered agent. It also provides certain prohibitions and requirements regarding publications and solicitations of entities relating to filing of documents with the Secretary of State

Mr. Anderson noted that there are 2 proposed amendments offered by the Secretary of State at this time relating to Section 3 of the regulation.

In response to comments received, we are clarifying that the hours during which the RA will be available for service be posted in a conspicuous place outside the registered agent's location. This is so the hours may be seen by those approaching the office or attempting service outside normal working hours.

Additionally, we have proposed striking section 3(5) in its entirety.

Mr. Anderson asked for public comment.

Matthew Taylor, representing the Nevada Registered Agents Association presented oral testimony, withdrawing their concerns with section 3(5) as the Secretary of State amendment addresses their concerns. Expressed several concerns regarding section 6 and the language therein. Section 6(1) concern is that the language is to pass in regulation something that is already in statute and under the purview of the AG. Same concern expressed for section 6(2). Express concern in Section 6(3) that section should not apply to entities the RA has an existing relationship with and that the provisions regarding use of the Great Seal of the State of Nevada specify that this does not include official state forms sent with RA correspondence. Agreed with the intent Section 6(4), and believes that goal is better served by changing the language on the registered agent change form to allow Secretary of state to determine the language contained in the cautionary warning, font and location and place near the signature line and not buried on page 4 of solicitations. Has concerns about Section 7(1) and (2) mainly that appears to be vague and subjective in nature as far as they unsure of the threshold of the standards used to determine and if it is deceptive, there are already statutes in place to address deceptive practices. Concerns with section 8 because there are no exceptions for clients RA might have an existing relationship with. Concerns that this applies to websites that cater to national markets and that they have no control. Suggest that this apply to direct correspondence and only to those they do not have a relationship with. He stated that they had a problem with line 2 of the disclaimer and that there may be unintended consequences that a client may be confused that they may not be obligated to respond to a correspondence that is containing a renewal notice. Remove that concern if there was an exemption for existing clients that would cover renewal notices. Concern that have number of registered agents are not attorneys and that this statement might traipse into the unauthorized practice of law. Mr. Taylor said he had these written comments Mr. Anderson stated that the written comments would be entered into the record for consideration. Mr. Anderson asked for additional comments. Mr. Anderson reiterated that these comments and those received prior to the workshop would be included in the record.

Hearing no additional comments the workshop on R067-11 was closed.

Mr. Anderson opened the workshop on R070-11.

R070-11 - Is a regulation adopting procedures for the imposition of penalties on persons purporting to transact business in this State as a business entity without complying with certain requirements concerning filings with the Secretary of State.

The Nevada Revised Statutes authorize the Secretary of State to adopt regulations to administer to provisions of statute relating to corporations, LLCs and other entities purporting to transact business in Nevada when they are not authorized to transact business in this state.

While this regulation is rather lengthy, there are 4 sections that are replicated in other chapters of the NAC relating to different entity types.

Is there any public comment relating to any section of this regulation or to the regulation as a whole?

Are there any comments from Las Vegas?

Hearing none, Mr. Anderson closed the workshop on R070-11

Next, the workshop on R072-11 was opened.

R072-11: Is a regulation relating to the names of specific forms required by the Secretary of State for certain Uniform Commercial Code Filings.

Mr. Anderson explained the proposed amendment specifying the punctuation marks acceptable in the name of a secured party or debtor when filing any UCC document or making any request for information.

Is there any public comment relating to any section of this regulation or to the regulation as a whole?

Are there any comments from Las Vegas?

Hearing no comments relating to R072-11, Mr. Anderson closed the workshop on R072-11.

Next, the workshop on R074-11 was opened.

R074-11: Is a regulation governing checks or other negotiable instruments returned to the Secretary of State because of insufficient funds.

This regulation contains the provisions of the temporary regulation adopted in 2005 that was made not made permanent that has been a matter of policy.

Is there any public comment relating to any section of this regulation or to the regulation as a whole?

Are there any comments from Las Vegas?

If there are no comments relating to R074-11, we will close the workshop on R074-11.

Mr. Anderson asked for additional public comment. Hearing none Mr. Anderson thanked those who participated in this workshop. He reminded the audience to submit any written comments you might have with you today before you leave and that the Office of the Secretary of State would be accepting additional written comments until close of business (5:00 pm) on Friday May 11, 2012.

He noted the adoption hearing for these regulations will be held at 8:30 am, on Thursday May 17, 2012.

Mr. Anderson closed the hearing at approximately 9:00 am.

MEETING MINUTES
Public Hearing for the Adoption of
LCB File Nos. R-067-11, R070-11, R072-11 & R074-11
Regulations Relating to Commercial Recordings

Date of Hearing: May 17, 2012 public hearing for the adoption of proposed regulations R067-11, R070 -11, R072-11 and R074-11.

Location(s): Nevada State Legislative Building, 401 South Carson Street, Room 3137, Carson City, Nevada and live videoconference - Room 4412E of the Grant Sawyer Building, 555 East Washington Avenue, Suite 4400, Las Vegas, Nevada

Staff in attendance: Scott Anderson, Deputy Secretary of State for Commercial Recordings; Delaina Marzullo, Administrative Assistant 4 (Las Vegas CR Supervisor); Jeff Landerfelt, Management Analyst IV; Jason Hataway, Administrative Assistant 3 (Carson City CR)

Members of the public in attendance: 2 Total: 1 in Carson City, Matthew Taylor, representing the Nevada Registered Agents' Association; and 1 in Las Vegas, Patricia Amunategui representing M.F. Corporate Services.

The hearing was opened at approximately 8:30 a.m. by Scott Anderson.

Began the hearing and explained the purpose of this hearing is to solicit comment and information for consideration when adopting the following proposed regulations:

Mr. Anderson began the hearing and stated that the purpose of the hearing we are conducting today is for the adoption of the following proposed regulations:

- R067-11: Relating to Registered Agents; adopting certain requirements for entities that act as registered agents; adopting provisions relating to service of process, governing written materials produced by registered agents, demands for information under certain circumstances, and setting forth certain actions which the Secretary of State will take when a registered agent is enjoined from acting as a registered agent and other matters properly relating thereto.
- R070-11: Adopting procedures for the imposition of penalties on persons purporting to transact business in this State as a business entity without complying with certain requirements concerning filings with the Secretary of State.
- R072-11: Provisions relating to the names of specific forms required by the Secretary of State for certain Uniform Commercial Code Filings.
- R074-11: Provisions governing checks or other negotiable instruments returned to the Secretary of State because of insufficient funds.

Mr. Anderson explained that we had taken into consideration the comments made at the May 8, 2011 workshop. He noted that there were no additional comments received by our office by 5:00 p.m. on May 11, 2012. There was one additional comment received after this date that was similar in nature to those previously received and therefore it is taken into consideration.

He stated how the hearing would be conducted: that we would present each proposed regulation separately and at the end of each presentation, ask for public comment. Public comment would be limited to 3 minutes if necessary and should be related to the proposed regulation being discussed at that time. Public comment would be closed before moving to the next regulation. A copy of the regulations in their entirety was provided to hearing attendees and the draft as produced by Legislative Counsel Bureau and as appropriate, as amended, was submitted into the record.

Mr. Anderson further indicated that the proposed regulations and amendments are available on the back table.

It was requested that anyone offering public comment, sign in on the sign in sheet located at the table and then called to speak, giving your full name and spelling of your last name. It was also noted that written comments would be accepted for the record.

Mr. Anderson asked that written comments to be given to staff after speaking.

Mr. Anderson Asked for any public comments before the individual regulation hearings.

Being none, Mr. Anderson opened the hearing on the first regulation; R067-11.

R067-11 is a regulation relating to Registered Agents; adopting certain requirements for entities that act as registered agents; adopting provisions relating to service of process, governing written materials produced by registered agents, demands for information under certain circumstances, and setting forth certain actions which the Secretary of State will take when a registered agent is enjoined from acting as a registered agent and other matters properly relating thereto.

The regulation defines when an entity may not act as a registered agent. An entity may not be in a revoked or other terminated status and act as a registered agent. An entity that is not authorized to do business in the state is prohibited from acting as a registered agent. It also clarifies the provisions of NRS 14.020 regarding the location at which all legal process and any demand or notice authorized by law may be served and includes provisions relating to the posting and the maintaining of normal working hours so that legal process may be served.

The regulation enables the Secretary of State to demand information in the course of an investigation into an alleged violation of NRS 77.400, 77.410 or 77.420 or of section 3 of this regulation.

The regulation provides for official notification by the Secretary of State when a registered agent is enjoined from serving as a registered agent. It also provides certain prohibitions and

requirements regarding publications and solicitations of entities relating to filing of documents with the Secretary of State

Please note that there are 2 proposed amendments offered by the Secretary of State at this time relating to Section 3 of the regulation that were offered at the workshop.

In response to comments received at the workshop, we have amendments in addition to those we offered at the workshop. To address the concerns raised regarding the use of the Great Seal of the State of Nevada, we have amended Section 6 to include the language that “subsection 3 of this section does not apply to the official forms and correspondence prepared by the Secretary of State that accompany correspondence from the registered agent to a represented entity.”

To address the concerns with the disclaimer language in section 8, we have amended as shown in the Adoption Hearing Document to clarify that this applies to those in Nevada and that this section does not apply to any communication between a registered agent and an entity in which there is an existing business relationship.

Mr. Anderson noted that there was a change to the language in the amendment to Section 8. the language of the last sentence(paragraph) was to read *This section does not apply to any communications between a registered agent and an entity in which the registered agent serves in the capacity as the entity’s registered agent.*

We have considered the concerns raised by Matt Taylor and Tom Connolly regarding deceptive practices and the possible duplication or overlap of authority already in statute. In discussion with Kevin Benson of the Attorney General’s office and with Legislative Counsel Bureau staff, including Brenda Erdoes, Brad Wilkinson and Bryan Fernley-Gonzales, it was determined that there is no overlap or duplication and that the sections in question are appropriate and within the regulatory authority of the Secretary of State.

Mr. Anderson asked for public comment in Carson City.

Matthew Taylor, President of the Nevada Registered Agents Association thanked the Secretary of State for addressing their concerns. Main concern was that they would like to continue to address the concern that they would like to see an exemption for websites. All the other information lend to correspondence sent to individuals, where websites are passive, take a proactive approach on a client that would have to go visit a website. Have concerns that there may be unintended consequences for having an RA change their website. Other concern voiced that language added to section 8 be considered for sections 6 and 7.

Mr. Anderson asked for additional public comments from Carson city and Las Vegas.

Hearing no additional public comment, the hearing on R067-11 was closed and the regulation adopted as amended with amendments offered by the Secretary of State at the hearing..

Mr. Anderson opened the hearing on R070-11.

R070-11 - Is a regulation adopting procedures for the imposition of penalties on persons purporting to transact business in this State as a business entity without complying with certain requirements concerning filings with the Secretary of State.

The Nevada Revised Statutes authorize the Secretary of State to adopt regulations to administer to provisions of statute relating to corporations, LLCs and other entities purporting to transact business in Nevada when they are not authorized to transact business in this state.

While this regulation is rather lengthy, there are 4 sections that are replicated in other chapters of the NAC relating to different entity types.

We have received no public comments for or subsequent to the public workshop in advance of this adoption hearing.

Is there any public comment relating to any section of this regulation or to the regulation as a whole?

Are there any comments from Las Vegas?

Hearing no comments, the hearing on R0070-11 was closed and regulation adopted.

Next, the hearing on R072-11 was opened.

R072-11: Is a regulation relating to the names of specific forms required by the Secretary of State for certain Uniform Commercial Code Filings.

There is a proposed amendment specifying the punctuation marks acceptable in the name of a secured party or debtor when filing any UCC document or making any request for information.

We have received no public comments for or subsequent to the public workshop in advance of this adoption hearing.

Is there any public comment relating to any section of this regulation or to the regulation as a whole?

Are there any comments from Las Vegas?

Hearing no comments relating to R072-11, R072-11 was adopted and the hearing closed.

We will now open the hearing on R074-11.

Hearing no further comments, the hearing on R071-11 was closed and the regulation adopted.

Mr. Anderson opened the hearing on regulation R074-11.

R074-11: Is a regulation governing checks or other negotiable instruments returned to the Secretary of State because of insufficient funds.

This contains the provisions of the temporary regulation adopted in 2005 that was made not made permanent.

We have received no public comments for or subsequent to the public workshop in advance of this adoption hearing.

Mr. Anderson asked for any public comment relating to any section of this regulation or to the regulation as a whole from Carson City or from Las Vegas.

Hearing none, regulation R074-11 was adopted and the hearing closed.

Mr. Anderson asked if there was any further public comment from Carson City or Las Vegas before the hearing was closed.

Mr. Anderson thanked those who participated in this hearing. He reminded the audience to submit any written comments you might have with you today before you leave.

The hearing was concluded at approximately 8:45 am.