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SENATE BILL NO. 55—COMMITTEE ON JUDICIARY

(ON BEHALF OF THE SECRETARY OF STATE)

PREFILED DECEMBER 5, 2008

Referred to Committee on Judiciary

**SUMMARY**—Makes various changes concerning commercial recordings. (BDR 7-413)

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

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

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AN ACT relating to business entities; revising the provisions relating to the appointment of a registered agent; providing that business entities may cancel filings made with the Secretary of State under certain circumstances; providing for the dissolution of certain business entities under certain circumstances; revising the provisions relating to the filing of certain lists by business entities; clarifying the provisions relating to the applicability of certain provisions concerning taxation of a business; making various other changes pertaining to business entities; and providing other matters properly relating thereto.

**Legislative Counsel's Digest:**

1       **Sections 1, 3, 7, 8, 11, 14, 16, 22, 29, 31, 39, 50 and 53** of this bill authorize  
2 certain business entities that have made a filing with the Secretary of State to cancel  
3 the filing if: (1) the Secretary of State has not processed the filing and placed the  
4 filing into the public record; and (2) the business entity pays the required fee. (NRS  
5 78.0295, 80.007, 81.006, 82.534, 84.009, 86.568, 87.547, 87A.275, 88.339,  
6 88A.930)  
7       **Section 2** of this bill revises existing law, which requires the appointment of a  
8 registered agent to be accompanied by a certificate of acceptance of appointment, to  
9 provide that: (1) the appointment must include a declaration under penalty of  
10 perjury that the registered agent has accepted the appointment; and (2) if the  
11 registered agent who is named in the registered agent filing has not accepted the



12 appointment, the registered agent may file a statement of rejection of appointment,  
13 which has the same legal effect as a statement of resignation. (NRS 77.310)

14 **Sections 4, 9, 13, 18, 20, 24, 26, 32, 34, 40, 42, 47 and 48** of this bill amend  
15 existing law, which requires the Secretary of State to mail certain notices and blank  
16 forms to certain business entities, to authorize the Secretary of State to provide  
17 instead, by any means, notice to those business entities of the applicable statutory  
18 obligations to file certain lists. (NRS 78.150, 80.110, 82.523, 86.263, 86.5461,  
19 87.510, 87.541, 87A.290, 87A.560, 88.395, 88.591, 88A.600, 88A.732)

20 **Sections 5, 10, 12, 17, 21, 25, 27, 30, 35, 37, 38, 43, 45, 46, 49, 51 and 52** of  
21 this bill provide that a business entity is required to provide the Secretary of State  
22 certain information concerning its owners of record only upon the request of the  
23 Secretary of State. (NRS 78.152, 80.113, 82.183, 86.246, 86.54615, 87.515,  
24 87.5413, 87A.200, 87A.580, 87A.640, 88.3355, 88.5927, 88.6067, 88A.345,  
25 88A.7345, 89.045, 89.251)

26 **Sections 6, 15, 19, 33 and 41** of this bill authorize certain business entities  
27 whose right to transact business has been revoked to dissolve by filing a certificate  
28 of dissolution with the Secretary of State and paying the appropriate fee. (NRS  
29 78.580, 86.491, 87A.490, 88.550)

30 **Sections 23 and 28** of this bill make technical corrections: (1) to an incorrect  
31 reference concerning a registered limited-liability partnership; and (2) to include a  
32 reference to the requirement to provide information concerning a registered agent  
33 when a foreign registered limited-liability partnership is seeking reinstatement.  
34 (NRS 87.480, 87.5435)

35 **Sections 36 and 44** of this bill authorize a partnership to register as a limited-  
36 liability limited partnership by filing a combined certificate with the Secretary of  
37 State and paying the appropriate fee. (NRS 87A.630, 88.606)

38 **Section 54** of this bill amends the existing definition of "business" to include  
39 any business entity organized pursuant to title 7 of NRS, other than a nonprofit  
40 corporation or a corporation sole, which clarifies that such a business entity is  
41 required to: (1) obtain a state business license; and (2) register with the Department  
42 of Taxation if the business entity purchases tangible personal property for storage,  
43 use or other consumption in this State. (NRS 360.765, 372.220)

44 **Section 55** of this bill provides that if an applicant for a state business license is  
45 a business organized pursuant to title 7 of NRS and on file with the Secretary of  
46 State, the applicant must include in its application the exact name on file with the  
47 Secretary of State. (NRS 360.780) **Section 55** also clarifies that for the purposes of  
48 the statutory provisions requiring a person to obtain a state business license, a  
49 person is deemed to be conducting a business in this State if a business for which  
50 the person is responsible has a registered agent in this State.

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

1 **Section 1.** Chapter 77 of NRS is hereby amended by adding  
2 thereto a new section to read as follows:

3 *If an entity has made a filing with the Secretary of State*  
4 *pursuant to this chapter and the Secretary of State has not*  
5 *processed the filing and placed the filing into the public record,*  
6 *the entity may cancel the filing by:*

7 1. *Filing a statement of cancellation with the Secretary of*  
8 *State; and*



1 **2. *Paying a fee of \$50.***

2 **Sec. 2.** NRS 77.310 is hereby amended to read as follows:

3 77.310 1. A registered agent filing must state:

4 (a) The name of the represented entity's commercial registered  
5 agent; or

6 (b) If the entity does not have a commercial registered agent:

7 (1) The name and address of the entity's noncommercial  
8 registered agent; or

9 (2) The title of an office or other position with the entity if  
10 service of process is to be sent to the person holding that office or  
11 position, and the address of the business office of that person.

12 2. The appointment of a registered agent pursuant to paragraph  
13 (a) or (b) of subsection 1 must ~~{be accompanied by a certificate of~~  
14 ~~acceptance of the appointment by}~~ *include a declaration under*  
15 *penalty of perjury that the registered agent ~~{}~~ has accepted the*  
16 *appointment.*

17 **3. *If a registered agent who is named as the registered agent***  
18 ***in the registered agent filing pursuant to subsection 1 has not***  
19 ***accepted the appointment as a registered agent, the registered***  
20 ***agent may, within 30 days after the date of filing of the registered***  
21 ***agent filing, file a statement of rejection of appointment with the***  
22 ***Secretary of State. The Secretary of State shall not charge a fee***  
23 ***for the filing of a statement of rejection of appointment. A***  
24 ***statement of rejection of appointment shall be deemed to have the***  
25 ***same legal effect as a statement of resignation pursuant to***  
26 ***NRS 77.370.***

27 **Sec. 3.** NRS 78.0295 is hereby amended to read as follows:

28 78.0295 1. A corporation may correct a record filed in the  
29 Office of the Secretary of State with respect to the corporation if the  
30 record contains an inaccurate description of a corporate action or if  
31 the record was defectively signed, attested, sealed, verified or  
32 acknowledged.

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

34 (a) Prepare a certificate of correction which:

35 (1) States the name of the corporation;

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

38 (3) Specifies the inaccuracy or defect;

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

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

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

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



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

5 **4. If a corporation has made a filing with the Secretary of**  
6 **State and the Secretary of State has not processed the filing and**  
7 **placed the filing into the public record, the corporation may**  
8 **cancel the filing by:**

9 (a) *Filing a statement of cancellation with the Secretary of*  
10 *State; and*

11 (b) *Paying the required fee pursuant to subsection 7 of*  
12 *NRS 78.785.*

13 **Sec. 4.** NRS 78.150 is hereby amended to read as follows:

14 78.150 1. A corporation organized pursuant to the laws of  
15 this State shall, on or before the last day of the first month after the  
16 filing of its articles of incorporation with the Secretary of State, file  
17 with the Secretary of State a list, on a form furnished by him,  
18 containing:

19 (a) The name of the corporation;

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

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

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

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

26 (f) The signature of an officer of the corporation certifying that  
27 the list is true, complete and accurate.

28 2. The corporation shall annually thereafter, on or before the  
29 last day of the month in which the anniversary date of incorporation  
30 occurs in each year, file with the Secretary of State, on a form  
31 furnished by him, an annual list containing all of the information  
32 required in subsection 1.

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

35 (a) A declaration under penalty of perjury that the corporation:

36 (1) Has complied with the provisions of NRS 360.780; and

37 (2) Acknowledges that pursuant to NRS 239.330, it is a  
38 category C felony to knowingly offer any false or forged instrument  
39 for filing with the Office of the Secretary of State.

40 (b) A statement as to whether the corporation is a publicly  
41 traded company. If the corporation is a publicly traded company, the  
42 corporation must list its Central Index Key. The Secretary of State  
43 shall include on his Internet website the Central Index Key of a  
44 corporation provided pursuant to this paragraph and instructions  
45 describing the manner in which a member of the public may obtain



1 information concerning the corporation from the Securities and  
2 Exchange Commission.

3 4. Upon filing the list required by:

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

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

9	
10	\$75,000 or less .....\$125
11	Over \$75,000 and not over \$200,000.....175
12	Over \$200,000 and not over \$500,000.....275
13	Over \$500,000 and not over \$1,000,000.....375
14	Over \$1,000,000:
15	For the first \$1,000,000.....375
16	For each additional \$500,000 or fraction thereof.....275

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

19  
20 5. If a director or officer of a corporation resigns and the  
21 resignation is not reflected on the annual or amended list of directors  
22 and officers, the corporation or the resigning director or officer shall  
23 pay to the Secretary of State a fee of \$75 to file the resignation.

24 6. The Secretary of State shall, 90 days before the last day for  
25 filing each annual list required by subsection 2, ~~cause to be mailed~~  
26 *provide* to each corporation which is required to comply with the  
27 provisions of NRS 78.150 to 78.185, inclusive, and which has not  
28 become delinquent, a notice of the fee due pursuant to subsection 4  
29 and a reminder to file the annual list required by subsection 2.  
30 Failure of any corporation to receive a notice ~~or form~~ does not  
31 excuse it from the penalty imposed by law.

32 7. If the list to be filed pursuant to the provisions of subsection  
33 1 or 2 is defective in any respect or the fee required by subsection 4  
34 is not paid, the Secretary of State may return the list for correction  
35 or payment.

36 8. An annual list for a corporation not in default which is  
37 received by the Secretary of State more than 90 days before its due  
38 date shall be deemed an amended list for the previous year and must  
39 be accompanied by the appropriate fee as provided in subsection 4  
40 for filing. A payment submitted pursuant to this subsection does not  
41 satisfy the requirements of subsection 2 for the year to which the  
42 due date is applicable.

43 **Sec. 5.** NRS 78.152 is hereby amended to read as follows:

44 78.152 1. In addition to any records required to be kept at the  
45 registered office pursuant to NRS 78.105, a corporation that is not a



1 publicly traded corporation shall maintain at its registered office or  
2 principal place of business in this State:

- 3 (a) A current list of its owners of record; or
- 4 (b) A statement indicating where such a list is maintained.

5 2. ~~[The]~~ *Upon the request of the Secretary of State, the*  
6 corporation shall:

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

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

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

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

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

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

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

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

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

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

35 **Sec. 6.** NRS 78.580 is hereby amended to read as follows:

36 78.580 1. *Except under the circumstances described in*  
37 *subsection 2:*

38 (a) If the board of directors of any corporation organized under  
39 this chapter, after the issuance of stock or the beginning of business,  
40 decides that the corporation should be dissolved, the board may  
41 adopt a resolution to that effect. If the corporation has issued no  
42 stock, only the directors need to approve the dissolution. If the  
43 corporation has issued stock, the directors must recommend the  
44 dissolution to the stockholders. The corporation shall notify each



1 stockholder entitled to vote on dissolution, and the stockholders  
2 entitled to vote must approve the dissolution.

3 ~~[(2)]~~ (b) If the dissolution is approved by the directors or both  
4 the directors and stockholders, as respectively provided in  
5 ~~[subsection 1.]~~ *paragraph (a)*, the corporation shall file with the  
6 Office of the Secretary of State a certificate signed by an officer of  
7 the corporation setting forth that the dissolution has been approved  
8 by the directors, or by the directors and the stockholders, and a list  
9 of the names and addresses, either residence or business, of the  
10 corporation's president, secretary and treasurer, or the equivalent  
11 thereof, and all of its directors.

12 *2. A corporation whose charter has been revoked pursuant to*  
13 *this chapter may be dissolved by:*

14 (a) *Filing with the Secretary of State a certificate of*  
15 *dissolution; and*

16 (b) *Paying a fee of \$500.*

17 3. ~~[(The)]~~ *A dissolution pursuant to subsection 1 or 2* takes  
18 effect upon the filing of the certificate of dissolution or upon a later  
19 date specified in the certificate, which must be not more than 90  
20 days after the date on which the certificate is filed.

21 **Sec. 7.** Chapter 78A of NRS is hereby amended by adding  
22 thereto a new section to read as follows:

23 *If a close corporation has made a filing with the Secretary of*  
24 *State and the Secretary of State has not processed the filing and*  
25 *placed the filing into the public record, the close corporation may*  
26 *cancel the filing by:*

27 *1. Filing a statement of cancellation with the Secretary of*  
28 *State; and*

29 *2. Paying the required fee pursuant to subsection 7 of*  
30 *NRS 78.785.*

31 **Sec. 8.** NRS 80.007 is hereby amended to read as follows:

32 80.007 1. A foreign corporation may correct a record filed in  
33 the Office of the Secretary of State if the record contains an  
34 incorrect statement or was defectively signed, attested, sealed or  
35 verified.

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

37 (a) Prepare a certificate of correction which:

38 (1) States the name of the corporation;

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

41 (3) Specifies the inaccuracy or defect;

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



1 (5) Is signed by an officer of the corporation or, if no stock  
2 has been issued by the corporation, by the incorporator or a director  
3 of the corporation.

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

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

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

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

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

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

18 **Sec. 9.** NRS 80.110 is hereby amended to read as follows:

19 80.110 1. Each foreign corporation doing business in this  
20 State shall, on or before the last day of the first month after the filing  
21 of its certificate of corporate existence with the Secretary of State,  
22 and annually thereafter on or before the last day of the month in  
23 which the anniversary date of its qualification to do business in this  
24 State occurs in each year, file with the Secretary of State a list, on a  
25 form furnished by him, that contains:

26 (a) The names and addresses, either residence or business, of its  
27 president, secretary and treasurer, or the equivalent thereof, and all  
28 of its directors;

29 (b) The information required pursuant to NRS 77.310; and

30 (c) The signature of an officer of the corporation.

31 2. Each list filed pursuant to subsection 1 must be accompanied  
32 by:

33 (a) A declaration under penalty of perjury that the foreign  
34 corporation has complied with the provisions of NRS 360.780 and  
35 which acknowledges that pursuant to NRS 239.330, it is a category  
36 C felony to knowingly offer any false or forged instrument for filing  
37 with the Office of the Secretary of State.

38 (b) A statement as to whether the foreign corporation is a  
39 publicly traded company. If the corporation is a publicly traded  
40 company, the corporation must list its Central Index Key. The  
41 Secretary of State shall include on his Internet website the Central  
42 Index Key of a corporation provided pursuant to this subsection and  
43 instructions describing the manner in which a member of the public  
44 may obtain information concerning the corporation from the  
45 Securities and Exchange Commission.





1 3. Upon filing:

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

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

7		
8	\$75,000 or less .....	\$125
9	Over \$75,000 and not over \$200,000 .....	175
10	Over \$200,000 and not over \$500,000 .....	275
11	Over \$500,000 and not over \$1,000,000 .....	375
12	Over \$1,000,000:	
13	For the first \$1,000,000 .....	375
14	For each additional \$500,000 or fraction thereof .....	275

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

17  
18 4. If a director or officer of a corporation resigns and the  
19 resignation is not reflected on the annual or amended list of directors  
20 and officers, the corporation or the resigning director or officer shall  
21 pay to the Secretary of State a fee of \$75 to file the resignation.

22 5. The Secretary of State shall, 90 days before the last day for  
23 filing each annual list required by subsection 1, ~~cause to be mailed~~  
24 *provide* to each corporation which is required to comply with the  
25 provisions of NRS 80.110 to 80.175, inclusive, and which has not  
26 become delinquent, ~~the blank forms to be completed and filed with~~  
27 ~~him.~~ *a notice of the fee due pursuant to subsection 3 and a*  
28 *reminder to file the list pursuant to subsection 1.* Failure of any  
29 corporation to receive ~~the forms~~ *a notice* does not excuse it from  
30 the penalty imposed by the provisions of NRS 80.110 to 80.175,  
31 inclusive.

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

37 **Sec. 10.** NRS 80.113 is hereby amended to read as follows:

38 80.113 1. A foreign corporation that is not a publicly traded  
39 corporation shall maintain at its registered office or principal place  
40 of business in this State:

- 41 (a) A current list of its owners of record; or
- 42 (b) A statement indicating where such a list is maintained.

43 2. ~~The~~ *Upon the request of the Secretary of State, the*  
44 foreign corporation shall:



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

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

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

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

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

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

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

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

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

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

31 **Sec. 11.** NRS 81.006 is hereby amended to read as follows:

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

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

39 (a) Prepare a certificate of correction which:

40 (1) States the name of the entity;

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

43 (3) Specifies the inaccuracy or defect;

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



1 (5) Is signed by an officer of the entity or, if the certificate is  
2 filed before the first meeting of the board of directors, by an  
3 incorporator or director.

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

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

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

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

17 (a) *Filing a statement of cancellation with the Secretary of*  
18 *State; and*

19 (b) *Paying a fee of \$50.*

20 **Sec. 12.** NRS 82.183 is hereby amended to read as follows:

21 82.183 1. A corporation shall maintain at its registered office  
22 or principal place of business in this State:

23 (a) A current list of its owners of record; or

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

25 2. ~~The~~ *Upon the request of the Secretary of State, the*  
26 *corporation shall:*

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

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

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

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

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

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



1 revocation of the right of the corporation to transact business in this  
2 State.

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

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

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

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

13 **Sec. 13.** NRS 82.523 is hereby amended to read as follows:

14 82.523 1. Each foreign nonprofit corporation doing business  
15 in this State shall, on or before the last day of the first month after  
16 the filing of its application for registration as a foreign nonprofit  
17 corporation with the Secretary of State, and annually thereafter on or  
18 before the last day of the month in which the anniversary date of its  
19 qualification to do business in this State occurs in each year, file  
20 with the Secretary of State a list, on a form furnished by him, that  
21 contains:

22 (a) The name of the foreign nonprofit corporation;

23 (b) The file number of the foreign nonprofit corporation, if  
24 known;

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

28 (d) The address, either residence or business, of the president,  
29 secretary and treasurer, or the equivalent thereof, and each director  
30 of the foreign nonprofit corporation;

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

32 (f) The signature of an officer of the foreign nonprofit  
33 corporation certifying that the list is true, complete and accurate.

34 2. Each list filed pursuant to this section must be accompanied  
35 by a declaration under penalty of perjury that the foreign nonprofit  
36 corporation:

37 (a) Has complied with the provisions of NRS 360.780; and

38 (b) Acknowledges that pursuant to NRS 239.330, it is a category  
39 C felony to knowingly offer any false or forged instrument for filing  
40 with the Office of the Secretary of State.

41 3. Upon filing the initial list and each annual list pursuant to  
42 this section, the foreign nonprofit corporation must pay to the  
43 Secretary of State a fee of \$25.

44 4. The Secretary of State shall, 60 days before the last day for  
45 filing each annual list, ~~cause to be mailed~~ *provide* to each foreign



1 nonprofit corporation which is required to comply with the  
2 provisions of NRS 82.523 to 82.5239, inclusive, and which has not  
3 become delinquent, ~~[the blank forms to be completed and filed with~~  
4 ~~him.]~~ *a notice of the fee due pursuant to subsection 3 and a*  
5 *reminder to file the list required pursuant to subsection 1.* Failure  
6 of any foreign nonprofit corporation to receive ~~[the forms]~~ *a notice*  
7 does not excuse it from the penalty imposed by the provisions of  
8 NRS 82.523 to 82.5239, inclusive.

9 5. If the list to be filed pursuant to the provisions of subsection  
10 1 is defective or the fee required by subsection 3 is not paid, the  
11 Secretary of State may return the list for correction or payment.

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

17 **Sec. 14.** NRS 82.534 is hereby amended to read as follows:

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

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

24 (a) Prepare a certificate of correction which:

25 (1) States the name of the corporation;

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

28 (3) Specifies the inaccuracy or defect;

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

31 (5) Is signed by an officer of the corporation or, if the  
32 certificate is filed before the first meeting of the board of directors,  
33 by an incorporator or director.

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

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

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

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

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



1       ***(b) Paying a fee of \$50.***

2       **Sec. 15.** Chapter 84 of NRS is hereby amended by adding  
3 thereto a new section to read as follows:

4       ***1. A corporation sole whose charter has been revoked***  
5 ***pursuant to this chapter may be dissolved by:***

6       ***(a) Filing with the Secretary of State a certificate of***  
7 ***dissolution; and***

8       ***(b) Paying a fee of \$500.***

9       ***2. The certificate of dissolution becomes effective upon the***  
10 ***filing of the certificate of dissolution or upon a later date specified***  
11 ***in the certificate, which must be not more than 90 days after the***  
12 ***date on which the certificate is filed.***

13       **Sec. 16.** NRS 84.009 is hereby amended to read as follows:

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

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

20       (a) Prepare a certificate of correction which:

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

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

24           (3) Specifies the inaccuracy or defect;

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

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

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

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

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

42       ***4. If a corporation sole has made a filing with the Secretary***  
43 ***of State and the Secretary of State has not processed the filing and***  
44 ***placed the filing into the public record, the corporation sole may***  
45 ***cancel the filing by:***



1 (a) *Filing a statement of cancellation with the Secretary of*  
2 *State; and*

3 (b) *Paying a fee of \$50.*

4 **Sec. 17.** NRS 86.246 is hereby amended to read as follows:

5 86.246 1. In addition to any records required to be kept  
6 pursuant to NRS 86.241, a limited-liability company shall maintain  
7 at its registered office or principal place of business in this State:

8 (a) A current list of each member and manager; or

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

10 2. ~~1A~~ *Upon the request of the Secretary of State, the* limited-  
11 liability company shall:

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

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

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

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

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

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

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

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

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

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

40 **Sec. 18.** NRS 86.263 is hereby amended to read as follows:

41 86.263 1. A limited-liability company shall, on or before the  
42 last day of the first month after the filing of its articles of  
43 organization with the Secretary of State, file with the Secretary of  
44 State, on a form furnished by him, a list that contains:

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



- 1 (b) The file number of the limited-liability company, if known;
- 2 (c) The names and titles of all of its managers or, if there is no
- 3 manager, all of its managing members;
- 4 (d) The address, either residence or business, of each manager or
- 5 managing member listed, following the name of the manager or
- 6 managing member;
- 7 (e) The information required pursuant to NRS 77.310; and
- 8 (f) The signature of a manager or managing member of the
- 9 limited-liability company certifying that the list is true, complete
- 10 and accurate.

11 2. The limited-liability company shall thereafter, on or before

12 the last day of the month in which the anniversary date of its

13 organization occurs, file with the Secretary of State, on a form

14 furnished by him, an annual list containing all of the information

15 required in subsection 1.

16 3. Each list required by subsections 1 and 2 must be

17 accompanied by a declaration under penalty of perjury that the

18 limited-liability company:

- 19 (a) Has complied with the provisions of NRS 360.780; and
- 20 (b) Acknowledges that pursuant to NRS 239.330, it is a category
- 21 C felony to knowingly offer any false or forged instrument for filing
- 22 in the Office of the Secretary of State.

23 4. Upon filing:

24 (a) The initial list required by subsection 1, the limited-liability

25 company shall pay to the Secretary of State a fee of \$125.

26 (b) Each annual list required by subsection 2, the limited-

27 liability company shall pay to the Secretary of State a fee of \$125.

28 5. If a manager or managing member of a limited-liability

29 company resigns and the resignation is not reflected on the annual or

30 amended list of managers and managing members, the limited-

31 liability company or the resigning manager or managing member

32 shall pay to the Secretary of State a fee of \$75 to file the resignation.

33 6. The Secretary of State shall, 90 days before the last day for

34 filing each list required by subsection 2, ~~cause to be mailed~~

35 *provide* to each limited-liability company which is required to

36 comply with the provisions of this section, and which has not

37 become delinquent, a notice of the fee due under subsection 4 and a

38 reminder to file ~~a~~ *the* list required by subsection 2. Failure of any

39 company to receive a notice ~~or form~~ does not excuse it from the

40 penalty imposed by law.

41 7. If the list to be filed pursuant to the provisions of subsection

42 1 or 2 is defective or the fee required by subsection 4 is not paid, the

43 Secretary of State may return the list for correction or payment.





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

4 **Sec. 19.** NRS 86.491 is hereby amended to read as follows:

5 86.491 1. A limited-liability company must be dissolved and  
6 its affairs wound up:

7 (a) At the time, if any, specified in the articles of organization;

8 (b) Upon the occurrence of an event specified in an operating  
9 agreement;

10 (c) Unless otherwise provided in the articles of organization or  
11 operating agreement, upon the affirmative vote or written agreement  
12 of all the members; ~~or~~

13 (d) Upon entry of a decree of judicial dissolution pursuant to  
14 NRS 86.495 ~~or~~; *or*

15 *(e) If the charter of the limited-liability company has been*  
16 *revoked pursuant to this chapter, upon filing with the Secretary of*  
17 *State a certificate of dissolution and paying a fee of \$500.*

18 2. The affairs of a series of a limited-liability company must be  
19 wound up:

20 (a) At the time, if any, specified in the articles of organization;

21 (b) Upon the occurrence of an event specified in the operating  
22 agreement;

23 (c) Unless otherwise provided in the articles of organization or  
24 operating agreement, upon the affirmative vote or written agreement  
25 of all the members associated with the series; or

26 (d) Upon entry of a decree of judicial termination of the series  
27 pursuant to NRS 86.495.

28 3. Unless otherwise provided in the articles of organization or  
29 operating agreement, upon the occurrence of an event requiring the  
30 affairs of a series to be wound up, a manager of the series who has  
31 not wrongfully terminated the series or, if none, the members  
32 associated with a series, or a person approved by all those members,  
33 may wind up the affairs of the series. Unless otherwise provided in  
34 the articles of organization or operating agreement, the person or  
35 persons winding up the affairs of the series:

36 (a) May take all actions necessary or proper to wind up the  
37 affairs of the series; and

38 (b) Shall distribute the assets of the series as provided in NRS  
39 86.521 to the creditors of the series and the members associated  
40 with the series.

41 4. Except as otherwise provided in the articles of organization  
42 or operating agreement, the death, retirement, resignation,  
43 expulsion, bankruptcy, dissolution or dissociation of a member or  
44 any other event affecting a member, including, without limitation, a  
45 sole member, does not:



- 1 (a) Terminate the status of the person as a member; or
- 2 (b) Cause the limited-liability company to be dissolved or its
- 3 affairs to be wound up.

4 5. Except as otherwise provided in the articles of organization  
5 or operating agreement, upon the death of a natural person who is  
6 the sole member of a limited-liability company or the sole member  
7 associated with a series, the status of the member, including the  
8 member's interest, may pass to the heirs, successors and assigns of  
9 the member by will or applicable law. The heir, successor or assign  
10 of the member's interest becomes a substituted member pursuant to  
11 NRS 86.351, subject to administration as provided by applicable  
12 law, without the permission or consent of the heirs, successors or  
13 assigns or those administering the estate of the deceased member.

14 **Sec. 20.** NRS 86.5461 is hereby amended to read as follows:

15 86.5461 1. Each foreign limited-liability company doing  
16 business in this State shall, on or before the last day of the first  
17 month after the filing of its application for registration as a foreign  
18 limited-liability company with the Secretary of State, and annually  
19 thereafter on or before the last day of the month in which the  
20 anniversary date of its qualification to do business in this State  
21 occurs in each year, file with the Secretary of State a list on a form  
22 furnished by him that contains:

- 23 (a) The name of the foreign limited-liability company;
- 24 (b) The file number of the foreign limited-liability company, if
- 25 known;
- 26 (c) The names and titles of all its managers or, if there is no
- 27 manager, all its managing members;
- 28 (d) The address, either residence or business, of each manager or
- 29 managing member listed pursuant to paragraph (c);
- 30 (e) The information required pursuant to NRS 77.310; and
- 31 (f) The signature of a manager or managing member of the
- 32 foreign limited-liability company certifying that the list is true,
- 33 complete and accurate.

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

- 37 (a) Has complied with the provisions of NRS 360.780; and
- 38 (b) Acknowledges that pursuant to NRS 239.330, it is a category
- 39 C felony to knowingly offer any false or forged instrument for filing
- 40 with the Office of the Secretary of State.

41 3. Upon filing:

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



1 4. If a manager or managing member of a foreign limited-  
2 liability company resigns and the resignation is not reflected on the  
3 annual or amended list of managers and managing members, the  
4 foreign limited-liability company or the resigning manager or  
5 managing member shall pay to the Secretary of State a fee of \$75 to  
6 file the resignation.

7 5. The Secretary of State shall, 90 days before the last day for  
8 filing each annual list required by this section, ~~cause to be mailed~~  
9 *provide* to each foreign limited-liability company which is required  
10 to comply with the provisions of NRS 86.5461 to 86.5468,  
11 inclusive, and which has not become delinquent, ~~the blank forms to~~  
12 ~~be completed and filed with him.~~ *a notice of the fee due pursuant*  
13 *to subsection 3 and a reminder to file the list required pursuant to*  
14 *subsection 1.* Failure of any foreign limited-liability company to  
15 receive ~~the forms~~ *a notice* does not excuse it from the penalty  
16 imposed by the provisions of NRS 86.5461 to 86.5468, inclusive.

17 6. If the list to be filed pursuant to the provisions of subsection  
18 1 is defective or the fee required by subsection 3 is not paid, the  
19 Secretary of State may return the list for correction or payment.

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

25 **Sec. 21.** NRS 86.54615 is hereby amended to read as follows:

26 86.54615 1. A foreign limited-liability company shall  
27 maintain at its registered office or principal place of business in this  
28 State:

- 29 (a) A current list of each member and manager; or  
30 (b) A statement indicating where such a list is maintained.

31 2. ~~The~~ *Upon the request of the Secretary of State, the*  
32 foreign limited-liability company shall:

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

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

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

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



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

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

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

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

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

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

17 **Sec. 22.** NRS 86.568 is hereby amended to read as follows:

18 86.568 1. A limited-liability company may correct a record  
19 filed in the Office of the Secretary of State with respect to the  
20 limited-liability company if the record contains an inaccurate  
21 description of a company action or was defectively signed, attested,  
22 sealed, verified or acknowledged.

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

24 (a) Prepare a certificate of correction that:

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

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

28 (3) Specifies the inaccuracy or defect;

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

31 (5) Is signed by a manager of the company or, if  
32 management is not vested in a manager, by a member of the  
33 company.

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

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

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

40 *4. If a limited-liability company has made a filing with the*  
41 *Secretary of State and the Secretary of State has not processed the*  
42 *filing and placed the filing into the public record, the limited-*  
43 *liability company may cancel the filing by:*

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



1 **(b) Paying a fee of \$50.**

2 **Sec. 23.** NRS 87.480 is hereby amended to read as follows:

3 87.480 A registered limited-liability partnership must have a  
4 registered agent who resides or is located in this State. A registered  
5 agent must have a street address for the service of process that is the  
6 principal office of the registered limited-liability ~~company~~  
7 **partnership** in this State, and may have a separate mailing address  
8 that is different from his street address.

9 **Sec. 24.** NRS 87.510 is hereby amended to read as follows:

10 87.510 1. A registered limited-liability partnership shall, on  
11 or before the last day of the first month after the filing of its  
12 certificate of registration with the Secretary of State, and annually  
13 thereafter on or before the last day of the month in which the  
14 anniversary date of the filing of its certificate of registration with the  
15 Secretary of State occurs, file with the Secretary of State, on a form  
16 furnished by him, a list that contains:

- 17 (a) The name of the registered limited-liability partnership;  
18 (b) The file number of the registered limited-liability  
19 partnership, if known;  
20 (c) The names of all of its managing partners;  
21 (d) The address, either residence or business, of each managing  
22 partner;  
23 (e) The information required pursuant to NRS 77.310; and  
24 (f) The signature of a managing partner of the registered limited-  
25 liability partnership certifying that the list is true, complete and  
26 accurate.

27 ➔ Each list filed pursuant to this subsection must be accompanied  
28 by a declaration under penalty of perjury that the registered limited-  
29 liability partnership has complied with the provisions of NRS  
30 360.780, an acknowledgment that pursuant to NRS 239.330, it is a  
31 category C felony to knowingly offer any false or forged instrument  
32 for filing in the Office of the Secretary of State.

33 2. Upon filing:

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

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

40 3. If a managing partner of a registered limited-liability  
41 partnership resigns and the resignation is not reflected on the annual  
42 or amended list of managing partners, the registered limited-liability  
43 partnership or the resigning managing partner shall pay to the  
44 Secretary of State a fee of \$75 to file the resignation.



1 4. The Secretary of State shall, at least 90 days before the last  
2 day for filing each annual list required by subsection 1, ~~cause to be~~  
3 ~~mailed~~ *provide* to the registered limited-liability partnership a  
4 notice of the fee due pursuant to subsection 2 and a reminder to file  
5 the annual list required by subsection 1. The failure of any  
6 registered limited-liability partnership to receive a notice ~~for form~~  
7 does not excuse it from complying with the provisions of this  
8 section.

9 5. If the list to be filed pursuant to the provisions of subsection  
10 1 is defective, or the fee required by subsection 2 is not paid, the  
11 Secretary of State may return the list for correction or payment.

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

17 **Sec. 25.** NRS 87.515 is hereby amended to read as follows:

18 87.515 1. A registered limited-liability partnership shall  
19 maintain at its registered office or principal place of business in this  
20 State:

- 21 (a) A current list of its managing partners; or
- 22 (b) A statement indicating where such a list is maintained.

23 2. ~~The~~ *Upon the request of the Secretary of State, the*  
24 registered limited-liability partnership shall:

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

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

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

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

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

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



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

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

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

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

11 **Sec. 26.** NRS 87.541 is hereby amended to read as follows:

12 87.541 1. Each foreign registered limited-liability partnership  
13 doing business in this State shall, on or before the last day of the  
14 first month after the filing of its application for registration as a  
15 foreign registered limited-liability partnership with the Secretary of  
16 State, and annually thereafter on or before the last day of the month  
17 in which the anniversary date of its qualification to do business in  
18 this State occurs in each year, file with the Secretary of State a list,  
19 on a form furnished by him, that contains:

20 (a) The name of the foreign registered limited-liability  
21 partnership;

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

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

25 (d) The address, either residence or business, of each managing  
26 partner;

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

28 (f) The signature of a managing partner of the foreign registered  
29 limited-liability partnership certifying that the list is true, complete  
30 and accurate.

31 2. Each list filed pursuant to this section must be accompanied  
32 by a declaration under penalty of perjury that the foreign registered  
33 limited-liability partnership:

34 (a) Has complied with the provisions of NRS 360.780; and

35 (b) Acknowledges that pursuant to NRS 239.330, it is a category  
36 C felony to knowingly offer any false or forged instrument for filing  
37 in the Office of the Secretary of State.

38 3. Upon filing:

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

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



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

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

17 6. If the list to be filed pursuant to the provisions of subsection  
18 1 is defective or the fee required by subsection 3 is not paid, the  
19 Secretary of State may return the list for correction or payment.

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

25 **Sec. 27.** NRS 87.5413 is hereby amended to read as follows:

26 87.5413 1. A foreign registered limited-liability partnership  
27 shall maintain at its registered office or principal place of business  
28 in this State:

- 29 (a) A current list of its managing partners; or  
30 (b) A statement indicating where such a list is maintained.

31 2. ~~The~~ *Upon the request of the Secretary of State, the*  
32 foreign registered limited-liability partnership shall:

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

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

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

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





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

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

9 5. The Secretary of State shall not reinstate or revive the right  
10 of a foreign registered limited-liability partnership to transact  
11 business in this State that was revoked or suspended pursuant to  
12 subsection 4 unless:

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

15 (b) The law enforcement agency conducting the investigation  
16 advises the Secretary of State to reinstate or revive the right of the  
17 foreign registered limited-liability partnership to transact business in  
18 this State.

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

21 **Sec. 28.** NRS 87.5435 is hereby amended to read as follows:

22 87.5435 1. Except as otherwise provided in subsections 3 and  
23 4 and NRS 87.5413, the Secretary of State shall reinstate a foreign  
24 registered limited-liability partnership which has forfeited or which  
25 forfeits its right to transact business under the provisions of this  
26 chapter and shall restore to the foreign registered limited-liability  
27 partnership its right to transact business in this State, and to exercise  
28 its privileges and immunities, if it:

29 (a) Files with the Secretary of State ~~[the]~~ :

30 (1) *The* list required by NRS 87.541; and

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

32 (b) Pays to the Secretary of State:

33 (1) The filing fee and penalty set forth in NRS 87.541 and  
34 87.5425 for each year or portion thereof that its right to transact  
35 business was forfeited; and

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

37 2. When the Secretary of State reinstates the foreign registered  
38 limited-liability partnership, he shall issue to the foreign registered  
39 limited-liability partnership a certificate of reinstatement if the  
40 foreign registered limited-liability partnership:

41 (a) Requests a certificate of reinstatement; and

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

43 3. The Secretary of State shall not order a reinstatement unless  
44 all delinquent fees and penalties have been paid and the revocation



1 of the right to transact business occurred only by reason of failure to  
2 pay the fees and penalties.

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

8 5. Except as otherwise provided in NRS 87.544, a  
9 reinstatement pursuant to this section relates back to the date on  
10 which the foreign registered limited-liability partnership forfeited its  
11 right to transact business under the provisions of this chapter and  
12 reinstates the foreign registered limited-liability partnership's right  
13 to transact business as if such right had at all times remained in full  
14 force and effect.

15 **Sec. 29.** NRS 87.547 is hereby amended to read as follows:

16 87.547 1. A registered limited-liability partnership may  
17 correct a record filed in the Office of the Secretary of State with  
18 respect to the registered limited-liability partnership if the record  
19 contains an inaccurate description of a partnership action or if the  
20 record was defectively signed, attested, sealed, verified or  
21 acknowledged.

22 2. To correct a record, the registered limited-liability  
23 partnership must:

24 (a) Prepare a certificate of correction that:

25 (1) States the name of the registered limited-liability  
26 partnership;

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

29 (3) Specifies the inaccuracy or defect;

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

32 (5) Is signed by a managing partner of the registered limited-  
33 liability partnership.

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

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

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

40 *4. If a registered limited-liability partnership has made a*  
41 *filing with the Secretary of State and the Secretary of State has not*  
42 *processed the filing and placed the filing into the public record,*  
43 *the registered limited-liability partnership may cancel the filing*  
44 *by:*



1 (a) *Filing a statement of cancellation with the Secretary of*  
2 *State; and*

3 (b) *Paying a fee of \$50.*

4 **Sec. 30.** NRS 87A.200 is hereby amended to read as follows:

5 87A.200 1. A limited partnership shall maintain at its  
6 registered office or principal place of business in this State:

7 (a) A current list of each general partner; or

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

9 2. ~~[The]~~ *Upon the request of the Secretary of State, the*  
10 *limited partnership shall:*

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

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

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

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

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

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

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

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

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

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

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

42 87A.275 1. A limited partnership or foreign limited  
43 partnership may correct a record filed in the Office of the Secretary  
44 of State with respect to the limited partnership or foreign limited  
45 partnership if the record contains false or erroneous information or



1 if the record was defectively signed, attested, sealed, verified or  
2 acknowledged.

3 2. To correct a record, the limited partnership or foreign  
4 limited partnership must:

5 (a) Prepare a certificate of correction that:

6 (1) States the name of the limited partnership or foreign  
7 limited partnership;

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

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

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

13 (5) Is signed by a general partner of the limited partnership  
14 or foreign limited partnership.

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

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

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

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

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

24 ***4. If a limited partnership or foreign limited partnership has  
25 made a filing with the Secretary of State and the Secretary of State  
26 has not processed the filing and placed the filing into the public  
27 record, the limited partnership or foreign limited partnership may  
28 cancel the filing by:***

29 ***(a) Filing a statement of cancellation with the Secretary of  
30 State; and***

31 ***(b) Paying a fee of \$50.***

32 **Sec. 32.** NRS 87A.290 is hereby amended to read as follows:

33 87A.290 1. A limited partnership shall, on or before the last  
34 day of the first month after the filing of its certificate of limited  
35 partnership with the Secretary of State, and annually thereafter on or  
36 before the last day of the month in which the anniversary date of the  
37 filing of its certificate of limited partnership occurs, file with the  
38 Secretary of State, on a form furnished by him, a list that contains:

39 (a) The name of the limited partnership;

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

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

42 (d) The address, either residence or business, of each general  
43 partner;

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



1 (f) The signature of a general partner of the limited partnership  
2 certifying that the list is true, complete and accurate.

3 ➔ Each list filed pursuant to this subsection must be accompanied  
4 by a declaration under penalty of perjury that the limited partnership  
5 has complied with the provisions of NRS 360.780 and which  
6 acknowledges that pursuant to NRS 239.330 , it is a category C  
7 felony to knowingly offer any false or forged instrument for filing in  
8 the Office of the Secretary of State.

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

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

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

15 3. A registered limited-liability limited partnership shall, upon  
16 filing:

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

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

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

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

34 6. If the list to be filed pursuant to the provisions of subsection  
35 1 is defective or the fee required by subsection 2 or 3 is not paid, the  
36 Secretary of State may return the list for correction or payment.

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

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



1       **Sec. 33.** NRS 87A.490 is hereby amended to read as follows:

2       87A.490 Except as otherwise provided in NRS 87A.495, a  
3 limited partnership is dissolved, and its activities must be wound up,  
4 only upon the occurrence of any of the following:

5       1. The happening of an event specified in the partnership  
6 agreement;

7       2. The consent of all general partners and of limited partners  
8 owning a majority of the rights to receive distributions as limited  
9 partners at the time the consent is to be effective;

10       3. After the withdrawal of a person as a general partner:

11       (a) If the limited partnership has at least one remaining general  
12 partner, the consent to dissolve the limited partnership given within  
13 90 days after the withdrawal by partners owning a majority of the  
14 rights to receive distributions as partners at the time the consent is to  
15 be effective; or

16       (b) If the limited partnership does not have a remaining general  
17 partner, the passage of 90 days after the withdrawal, unless before  
18 the end of the period:

19           (1) Consent to continue the activities of the limited  
20 partnership and admit at least one general partner is given by limited  
21 partners owning a majority of the rights to receive distributions as  
22 limited partners at the time the consent is to be effective; and

23           (2) At least one person is admitted as a general partner in  
24 accordance with the consent; ~~for~~

25       4. The passage of 90 days after the withdrawal of the limited  
26 partnership's last limited partner, unless before the end of the period  
27 the limited partnership admits at least one limited partner ~~or~~; or

28       5. *If the certificate of limited partnership of the limited*  
29 *partnership has been revoked pursuant to this chapter, upon filing*  
30 *with the Secretary of State a certificate of dissolution and paying a*  
31 *fee of \$500.*

32       **Sec. 34.** NRS 87A.560 is hereby amended to read as follows:

33       87A.560 1. Each foreign limited partnership doing business  
34 in this State shall, on or before the last day of the first month after  
35 the filing of its application for registration as a foreign limited  
36 partnership with the Secretary of State, and annually thereafter on or  
37 before the last day of the month in which the anniversary date of its  
38 qualification to do business in this State occurs in each year, file  
39 with the Secretary of State a list, on a form furnished by him, that  
40 contains:

41       (a) The name of the foreign limited partnership;

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

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

44       (d) The address, either residence or business, of each general  
45 partner;



1 (e) The information required pursuant to NRS 77.310; and  
2 (f) The signature of a general partner of the foreign limited  
3 partnership certifying that the list is true, complete and accurate.

4 2. Each list filed pursuant to this section must be accompanied  
5 by a declaration under penalty of perjury that the foreign limited  
6 partnership:

7 (a) Has complied with the provisions of NRS 360.780; and

8 (b) Acknowledges that pursuant to NRS 239.330 , it is a  
9 category C felony to knowingly offer any false or forged instrument  
10 for filing in the Office of the Secretary of State.

11 3. Upon filing:

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

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

16 4. If a general partner of a foreign limited partnership resigns  
17 and the resignation is not reflected on the annual or amended list of  
18 general partners, the foreign limited partnership or the resigning  
19 general partner shall pay to the Secretary of State a fee of \$75 to file  
20 the resignation of the general partner.

21 5. The Secretary of State shall, 90 days before the last day for  
22 filing each annual list required by subsection 1, ~~cause to be mailed~~  
23 *provide* to each foreign limited partnership, which is required to  
24 comply with the provisions of NRS 87A.560 to 87A.600, inclusive,  
25 and which has not become delinquent, ~~the blank forms to be~~  
26 ~~completed and filed with him.~~ *a notice of the fee due pursuant to*  
27 *subsection 3 and a reminder to file the list required pursuant to*  
28 *subsection 1.* Failure of any foreign limited partnership to receive  
29 ~~the forms~~ *a notice* does not excuse it from the penalty imposed by  
30 the provisions of NRS 87A.560 to 87A.600, inclusive.

31 6. If the list to be filed pursuant to the provisions of subsection  
32 1 is defective or the fee required by subsection 3 is not paid, the  
33 Secretary of State may return the list for correction or payment.

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

39 **Sec. 35.** NRS 87A.580 is hereby amended to read as follows:

40 87A.580 1. A foreign limited partnership shall maintain at its  
41 registered office or principal place of business in this State:

42 (a) A current list of each general partner; or

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

44 2. ~~The~~ *Upon the request of the Secretary of State, the*  
45 foreign limited partnership shall:



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

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

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

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

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

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

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

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

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

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

33 **Sec. 36.** NRS 87A.630 is hereby amended to read as follows:

34 87A.630 1. To become a registered limited-liability limited  
35 partnership, a limited partnership shall file with the Secretary of  
36 State a certificate of registration stating each of the following:

37 (a) The name of the limited partnership.

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

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

40 (d) The name and business address of each organizer signing the  
41 certificate.

42 (e) The name and business address of each initial general  
43 partner.

44 (f) That the limited partnership thereafter will be a registered  
45 limited-liability limited partnership.





1 (g) Any other information that the limited partnership wishes to  
2 include.

3 2. The certificate of registration must be signed by the vote  
4 necessary to amend the partnership agreement or, in the case of a  
5 partnership agreement that expressly considers contribution  
6 obligations, the vote necessary to amend those provisions.

7 3. The Secretary of State shall register as a registered limited-  
8 liability limited partnership any limited partnership that submits a  
9 completed certificate of registration with the required fee.

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

16 5. The registration of a registered limited-liability limited  
17 partnership is effective on the later of the filing of the certificate of  
18 registration or a date specified in the certificate of registration.

19 **Sec. 37.** NRS 87A.640 is hereby amended to read as follows:

20 87A.640 1. A registered limited-liability limited partnership  
21 shall maintain at its registered office or principal place of business  
22 in this State:

23 (a) A current list of each general partner; or

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

25 2. ~~The~~ *Upon the request of the Secretary of State, the*  
26 *registered limited-liability limited partnership shall:*

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

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

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

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

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

42 4. If a registered limited-liability limited partnership fails to  
43 comply with any requirement pursuant to subsection 3, the Secretary  
44 of State may take any action necessary, including, without



1 limitation, the suspension or revocation of the certificate of  
2 registration.

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

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

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

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

13 **Sec. 38.** NRS 88.3355 is hereby amended to read as follows:

14 88.3355 1. A limited partnership shall maintain at its  
15 registered office or principal place of business in this State:

16 (a) A current list of each general partner; or

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

18 2. ~~[The]~~ *Upon the request of the Secretary of State, the*  
19 *limited partnership shall:*

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

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

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

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

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

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

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

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



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

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

6 **Sec. 39.** NRS 88.339 is hereby amended to read as follows:

7 88.339 1. A limited partnership may correct a record filed in  
8 the Office of the Secretary of State with respect to the limited  
9 partnership if the record contains an inaccurate description of a  
10 partnership action or if the record was defectively signed, attested,  
11 sealed, verified or acknowledged.

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

13 (a) Prepare a certificate of correction that:

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

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

17 (3) Specifies the inaccuracy or defect;

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

20 (5) Is signed by a general partner of the limited partnership.

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

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

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

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

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

33 *(b) Paying a fee of \$50.*

34 **Sec. 40.** NRS 88.395 is hereby amended to read as follows:

35 88.395 1. A limited partnership shall, on or before the last  
36 day of the first month after the filing of its certificate of limited  
37 partnership with the Secretary of State, and annually thereafter on or  
38 before the last day of the month in which the anniversary date of the  
39 filing of its certificate of limited partnership occurs, file with the  
40 Secretary of State, on a form furnished by him, a list that contains:

41 (a) The name of the limited partnership;

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

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

44 (d) The address, either residence or business, of each general  
45 partner;



- 1 (e) The information required pursuant to NRS 77.310; and  
2 (f) The signature of a general partner of the limited partnership  
3 certifying that the list is true, complete and accurate.  
4 ➔ Each list filed pursuant to this subsection must be accompanied  
5 by a declaration under penalty of perjury that the limited partnership  
6 has complied with the provisions of NRS 360.780 and which  
7 acknowledges that pursuant to NRS 239.330 , it is a category C  
8 felony to knowingly offer any false or forged instrument for filing in  
9 the Office of the Secretary of State.
- 10 2. Except as otherwise provided in subsection 3, a limited  
11 partnership shall, upon filing:  
12 (a) The initial list required by subsection 1, pay to the Secretary  
13 of State a fee of \$125.  
14 (b) Each annual list required by subsection 1, pay to the  
15 Secretary of State a fee of \$125.
- 16 3. A registered limited-liability limited partnership shall, upon  
17 filing:  
18 (a) The initial list required by subsection 1, pay to the Secretary  
19 of State a fee of \$125.  
20 (b) Each annual list required by subsection 1, pay to the  
21 Secretary of State a fee of \$175.
- 22 4. If a general partner of a limited partnership resigns and the  
23 resignation is not reflected on the annual or amended list of general  
24 partners, the limited partnership or the resigning general partner  
25 shall pay to the Secretary of State a fee of \$75 to file the resignation.
- 26 5. The Secretary of State shall, 90 days before the last day for  
27 filing each annual list required by subsection 1, ~~cause to be mailed~~  
28 *provide* to each limited partnership which is required to comply with  
29 the provisions of this section, and which has not become delinquent,  
30 a notice of the fee due pursuant to the provisions of subsection 2 or  
31 3, as appropriate, and a reminder to file the annual list ~~is~~ *required*  
32 *pursuant to subsection 1*. Failure of any limited partnership to  
33 receive a notice ~~for form~~ does not excuse it from the penalty  
34 imposed by NRS 88.400.
- 35 6. If the list to be filed pursuant to the provisions of subsection  
36 1 is defective or the fee required by subsection 2 or 3 is not paid, the  
37 Secretary of State may return the list for correction or payment.
- 38 7. An annual list for a limited partnership not in default that is  
39 received by the Secretary of State more than 90 days before its due  
40 date shall be deemed an amended list for the previous year and does  
41 not satisfy the requirements of subsection 1 for the year to which the  
42 due date is applicable.
- 43 8. A filing made pursuant to this section does not satisfy the  
44 provisions of NRS 88.355 and may not be substituted for filings  
45 submitted pursuant to NRS 88.355.



1     **Sec. 41.** NRS 88.550 is hereby amended to read as follows:

2     88.550 A limited partnership is dissolved and its affairs must  
3 be wound up upon the happening of the first of the following to  
4 occur:

5     1. At the time specified in the certificate of limited partnership;

6     2. Upon the happening of events specified in writing in the  
7 partnership agreement;

8     3. Written consent of all partners;

9     4. An event of withdrawal of a general partner unless at the  
10 time there is at least one other general partner and the written  
11 provisions of the partnership agreement permit the business of the  
12 limited partnership to be carried on by the remaining general partner  
13 and that partner does so, but the limited partnership is not dissolved  
14 and is not required to be wound up by reason of any event of  
15 withdrawal if, within 90 days after the withdrawal, all partners agree  
16 in writing to continue the business of the limited partnership and to  
17 the appointment of one or more additional general partners if  
18 necessary or desired; ~~for~~

19     5. Entry of a decree of judicial dissolution under NRS 88.555  
20 ~~for~~; or

21     6. *If the certificate of limited partnership of the limited*  
22 *partnership has been revoked pursuant to this chapter, upon filing*  
23 *with the Secretary of State a certificate of dissolution and paying a*  
24 *fee of \$500.*

25     **Sec. 42.** NRS 88.591 is hereby amended to read as follows:

26     88.591 1. Each foreign limited partnership doing business in  
27 this State shall, on or before the last day of the first month after the  
28 filing of its application for registration as a foreign limited  
29 partnership with the Secretary of State, and annually thereafter on or  
30 before the last day of the month in which the anniversary date of its  
31 qualification to do business in this State occurs in each year, file  
32 with the Secretary of State a list, on a form furnished by him, that  
33 contains:

34     (a) The name of the foreign limited partnership;

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

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

37     (d) The address, either residence or business, of each general  
38 partner;

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

40     (f) The signature of a general partner of the foreign limited  
41 partnership certifying that the list is true, complete and accurate.

42     2. Each list filed pursuant to this section must be accompanied  
43 by a declaration under penalty of perjury that the foreign limited  
44 partnership:

45     (a) Has complied with the provisions of NRS 360.780; and



1 (b) Acknowledges that pursuant to NRS 239.330 , it is a  
2 category C felony to knowingly offer any false or forged instrument  
3 for filing in the Office of the Secretary of State.

4 3. Upon filing:

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

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

9 4. If a general partner of a foreign limited partnership resigns  
10 and the resignation is not reflected on the annual or amended list of  
11 general partners, the foreign limited partnership or the resigning  
12 general partner shall pay to the Secretary of State a fee of \$75 to file  
13 the resignation of the general partner.

14 5. The Secretary of State shall, 90 days before the last day for  
15 filing each annual list required by subsection 1, ~~cause to be mailed~~  
16 *provide* to each foreign limited partnership, which is required to  
17 comply with the provisions of NRS 88.591 to 88.5945, inclusive,  
18 and which has not become delinquent, ~~the blank forms to be~~  
19 ~~completed and filed with him.] a notice of the fee due pursuant to~~  
20 ~~subsection 3 and a reminder to file the list required pursuant to~~  
21 ~~subsection 1.~~ Failure of any foreign limited partnership to receive  
22 ~~the forms] a notice~~ does not excuse it from the penalty imposed by  
23 the provisions of NRS 88.591 to 88.5945, inclusive.

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

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

32 **Sec. 43.** NRS 88.5927 is hereby amended to read as follows:

33 88.5927 1. A foreign limited partnership shall maintain at its  
34 registered office or principal place of business in this State:

35 (a) A current list of each general partner; or

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

37 2. ~~The] Upon the request of the Secretary of State, the~~  
38 foreign limited partnership shall:

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

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



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

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

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

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

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

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

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

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

26 **Sec. 44.** NRS 88.606 is hereby amended to read as follows:

27 88.606 1. To become a registered limited-liability limited  
28 partnership, a limited partnership shall file with the Secretary of  
29 State a certificate of registration stating each of the following:

30 (a) The name of the limited partnership.

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

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

33 (d) The name and business address of each organizer signing the  
34 certificate.

35 (e) The name and business address of each initial general  
36 partner.

37 (f) That the limited partnership thereafter will be a registered  
38 limited-liability limited partnership.

39 (g) Any other information that the limited partnership wishes to  
40 include.

41 2. The certificate of registration must be signed by the vote  
42 necessary to amend the partnership agreement or, in the case of a  
43 partnership agreement that expressly considers contribution  
44 obligations, the vote necessary to amend those provisions.



1 3. The Secretary of State shall register as a registered limited-  
2 liability limited partnership any limited partnership that submits a  
3 completed certificate of registration with the required fee.

4 4. *A partnership may register as a registered limited-liability*  
5 *limited partnership at the time of filing its certificate of limited*  
6 *partnership by filing a combined certificate of limited partnership*  
7 *and limited-liability limited partnership with the Secretary of State*  
8 *and paying the fees required pursuant to subsections 1 and 2 of*  
9 *NRS 88.415.*

10 5. The registration of a registered limited-liability limited  
11 partnership is effective at the time of the filing of the certificate of  
12 registration.

13 **Sec. 45.** NRS 88.6067 is hereby amended to read as follows:

14 88.6067 1. A registered limited-liability limited partnership  
15 shall maintain at its registered office or principal place of business  
16 in this State:

17 (a) A current list of each general partner; or

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

19 2. ~~The~~ *Upon the request of the Secretary of State, the*  
20 *registered limited-liability limited partnership shall:*

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

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

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

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

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

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

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

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





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

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

6 **Sec. 46.** NRS 88A.345 is hereby amended to read as follows:

7 88A.345 1. ~~[A]~~ *Upon the request of the Secretary of State, a*  
8 business trust shall:

9 (a) Provide the Secretary of State with the name and contact  
10 information of the custodian of the ledger, duplicate ledger or  
11 statement described in subsection 1 of NRS 88A.340. The  
12 information required pursuant to this paragraph shall be kept  
13 confidential by the Secretary of State.

14 (b) Provide written notice to the Secretary of State within 10  
15 days after any change in the information contained in the ledger,  
16 duplicate ledger or statement described in subsection 1 of  
17 NRS 88A.340.

18 2. Upon the request of any law enforcement agency in the  
19 course of a criminal investigation, the Secretary of State may require  
20 a business trust to:

21 (a) Submit to the Secretary of State, within 3 business days, a  
22 copy of the ledger, duplicate ledger or statement required to be  
23 maintained pursuant to subsection 1 of NRS 88A.340; or

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

26 3. If a business trust fails to comply with any requirement  
27 pursuant to subsection 2, the Secretary of State may take any action  
28 necessary, including, without limitation, the suspension or  
29 revocation of the certificate of trust.

30 4. The Secretary of State shall not reinstate or revive a  
31 certificate of trust that was revoked or suspended pursuant to  
32 subsection 3 unless:

33 (a) The business trust complies with the requirements of  
34 subsection 2; or

35 (b) The law enforcement agency conducting the investigation  
36 advises the Secretary of State to reinstate or revive the business  
37 trust.

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

40 **Sec. 47.** NRS 88A.600 is hereby amended to read as follows:

41 88A.600 1. A business trust formed pursuant to this chapter  
42 shall, on or before the last day of the first month after the filing of  
43 its certificate of trust with the Secretary of State, and annually  
44 thereafter on or before the last day of the month in which the  
45 anniversary date of the filing of its certificate of trust with the



1 Secretary of State occurs, file with the Secretary of State, on a form  
2 furnished by him, a list signed by at least one trustee that contains  
3 the name and street address of at least one trustee and the  
4 information required pursuant to NRS 77.310. Each list filed  
5 pursuant to this subsection must be accompanied by a declaration  
6 under penalty of perjury that the business trust:

7 (a) Has complied with the provisions of NRS 360.780; and

8 (b) Acknowledges that pursuant to NRS 239.330, it is a category  
9 C felony to knowingly offer any false or forged instrument for filing  
10 in the Office of the Secretary of State.

11 2. Upon filing:

12 (a) The initial list required by subsection 1, the business trust  
13 shall pay to the Secretary of State a fee of \$125.

14 (b) Each annual list required by subsection 1, the business trust  
15 shall pay to the Secretary of State a fee of \$125.

16 3. If a trustee of a business trust resigns and the resignation is  
17 not reflected on the annual or amended list of trustees, the business  
18 trust or the resigning trustee shall pay to the Secretary of State a fee  
19 of \$75 to file the resignation.

20 4. The Secretary of State shall, 90 days before the last day for  
21 filing each annual list required by subsection 1, ~~cause to be mailed~~  
22 *provide* to each business trust which is required to comply with the  
23 provisions of NRS 88A.600 to 88A.660, inclusive, and which has  
24 not become delinquent, ~~the blank forms to be completed and filed~~  
25 ~~with him.] a notice of the fee due pursuant to subsection 2 and a~~  
26 *reminder to file the list required pursuant to subsection 1.* Failure  
27 of a business trust to receive ~~the forms]~~ *a notice* does not excuse it  
28 from the penalty imposed by law.

29 5. An annual list for a business trust not in default which is  
30 received by the Secretary of State more than 90 days before its due  
31 date shall be deemed an amended list for the previous year.

32 **Sec. 48.** NRS 88A.732 is hereby amended to read as follows:

33 88A.732 1. Each foreign business trust doing business in this  
34 State shall, on or before the last day of the first month after the filing  
35 of its application for registration as a foreign business trust with the  
36 Secretary of State, and annually thereafter on or before the last day  
37 of the month in which the anniversary date of its qualification to do  
38 business in this State occurs in each year, file with the Secretary of  
39 State a list, on a form furnished by him, that contains:

40 (a) The name of the foreign business trust;

41 (b) The file number of the foreign business trust, if known;

42 (c) The name of at least one of its trustees;

43 (d) The address, either residence or business, of the trustee listed  
44 pursuant to paragraph (c);

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



1 (f) The signature of a trustee of the foreign business trust  
2 certifying that the list is true, complete and accurate.

3 2. Each list required to be filed pursuant to this section must be  
4 accompanied by a declaration under penalty of perjury that the  
5 foreign business trust:

6 (a) Has complied with the provisions of NRS 360.780; and

7 (b) Acknowledges that pursuant to NRS 239.330 , it is a  
8 category C felony to knowingly offer any false or forged instrument  
9 for filing in the Office of the Secretary of State.

10 3. Upon filing:

11 (a) The initial list required by this section, the foreign business  
12 trust shall pay to the Secretary of State a fee of \$125.

13 (b) Each annual list required by this section, the foreign business  
14 trust shall pay to the Secretary of State a fee of \$125.

15 4. If a trustee of a foreign business trust resigns and the  
16 resignation is not reflected on the annual or amended list of trustees,  
17 the foreign business trust or the resigning trustee shall pay to the  
18 Secretary of State a fee of \$75 to file the resignation.

19 5. The Secretary of State shall, 90 days before the last day for  
20 filing each annual list required by subsection 1, ~~cause to be mailed~~  
21 *provide* to each foreign business trust which is required to comply  
22 with the provisions of NRS 88A.732 to 88A.738, inclusive, and  
23 which has not become delinquent, ~~the blank forms to be completed~~  
24 ~~and filed with him.]~~ *a notice of the fee due pursuant to subsection*  
25 *3 and a reminder to file the list required pursuant to subsection 1.*  
26 Failure of any foreign business trust to receive ~~the forms~~ *a notice*  
27 does not excuse it from the penalty imposed by the provisions of  
28 NRS 88A.732 to 88A.738, inclusive.

29 6. If the list to be filed pursuant to the provisions of subsection  
30 1 is defective or the fee required by subsection 3 is not paid, the  
31 Secretary of State may return the list for correction or payment.

32 7. An annual list for a foreign business trust not in default  
33 which is received by the Secretary of State more than 90 days before  
34 its due date shall be deemed an amended list for the previous year  
35 and does not satisfy the requirements of subsection 1 for the year to  
36 which the due date is applicable.

37 **Sec. 49.** NRS 88A.7345 is hereby amended to read as follows:

38 88A.7345 1. A foreign business trust shall maintain at its  
39 registered office:

40 (a) A current list of its beneficial owners; or

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

42 2. ~~The~~ *Upon the request of the Secretary of State, the*  
43 foreign business trust shall:

44 (a) Provide the Secretary of State with the name and contact  
45 information of the custodian of the list described in subsection 1.



1 The information required pursuant to this paragraph shall be kept  
2 confidential by the Secretary of State.

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

6 3. Upon the request of any law enforcement agency in the  
7 course of a criminal investigation, the Secretary of State may require  
8 a foreign business trust to:

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

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

14 4. If a foreign business trust fails to comply with any  
15 requirement pursuant to subsection 3, the Secretary of State may  
16 take any action necessary, including, without limitation, the  
17 suspension or revocation of the right of the foreign business trust to  
18 transact business in this State.

19 5. The Secretary of State shall not reinstate or revive the right  
20 of a foreign business trust to transact business in this State that was  
21 revoked or suspended pursuant to subsection 4 unless:

22 (a) The foreign business trust complies with the requirements of  
23 subsection 3; or

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

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

29 **Sec. 50.** NRS 88A.930 is hereby amended to read as follows:

30 88A.930 1. A business trust may correct a record filed in the  
31 Office of the Secretary of State with respect to the business trust if  
32 the record contains an inaccurate description of a trust action or if  
33 the record was defectively signed, attested, sealed, verified or  
34 acknowledged.

35 2. To correct a record, the business trust must:

36 (a) Prepare a certificate of correction that:

37 (1) States the name of the business trust;

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

40 (3) Specifies the inaccuracy or defect;

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

43 (5) Is signed by a trustee of the business trust.

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

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



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

5 **4. *If a business trust has made a filing with the Secretary of***  
6 ***State and the Secretary of State has not processed the filing and***  
7 ***placed the filing into the public record, the business trust may***  
8 ***cancel the filing by:***

9 (a) *Filing a statement of cancellation with the Secretary of*  
10 *State; and*

11 (b) *Paying a fee of \$50.*

12 **Sec. 51.** NRS 89.045 is hereby amended to read as follows:

13 89.045 1. A professional entity shall maintain at its registered  
14 office or principal place of business in this State:

15 (a) A current list of its owners of record; or

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

17 2. ~~[The]~~ ***Upon the request of the Secretary of State, the***  
18 ***professional entity shall:***

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

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

26 3. Upon the request of any law enforcement agency in the  
27 course of a criminal investigation, the Secretary of State may require  
28 a professional entity to:

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

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

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

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

40 (a) The professional entity complies with the requirements of  
41 subsection 3; or

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



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

3       **Sec. 52.** NRS 89.251 is hereby amended to read as follows:

4       89.251 1. A professional association shall maintain at its  
5 registered office or principal place of business in this State:

6       (a) A current list of each member; or

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

8       2. ~~The~~ *Upon the request of the Secretary of State, the*  
9 professional association shall:

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

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

17       3. Upon the request of any law enforcement agency in the  
18 course of a criminal investigation, the Secretary of State may require  
19 a professional association to:

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

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

25       4. If a professional association fails to comply with any  
26 requirement pursuant to subsection 3, the Secretary of State may  
27 take any action necessary, including, without limitation, the  
28 suspension or revocation of the articles of association.

29       5. The Secretary of State shall not reinstate or revive articles of  
30 association that were revoked or suspended pursuant to subsection 4  
31 unless:

32       (a) The professional association complies with the requirements  
33 of subsection 3; or

34       (b) The law enforcement agency conducting the investigation  
35 advises the Secretary of State to reinstate or revive the articles of  
36 association.

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

39       **Sec. 53.** Chapter 92A of NRS is hereby amended by adding  
40 thereto a new section to read as follows:

41       *If an entity has made a filing with the Secretary of State*  
42 *pursuant to this chapter and the Secretary of State has not*  
43 *processed the filing and placed the filing into the public record,*  
44 *the entity may cancel the filing by:*



1 **1. Filing a statement of cancellation with the Secretary of**  
2 **State; and**

3 **2. Paying a fee of \$50.**

4 **Sec. 54.** NRS 360.765 is hereby amended to read as follows:

5 360.765 1. Except as otherwise provided in subsection 2,  
6 “business” means:

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

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

17 **(c) Any business entity organized pursuant to title 7 of NRS,**  
18 **including, without limitation, those business entities required to**  
19 **file with the Secretary of State.**

20 2. The term does not include:

21 (a) A governmental entity.

22 (b) A nonprofit religious, charitable, fraternal or other  
23 organization that qualifies as a tax-exempt organization pursuant to  
24 26 U.S.C. § 501(c).

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

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

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

35 **(f) A business organized pursuant to chapters 82 or 84 of NRS.**

36 **Sec. 55.** NRS 360.780 is hereby amended to read as follows:

37 360.780 1. Except as otherwise provided in subsection 7, a  
38 person shall not conduct a business in this State unless he has a state  
39 business license issued by the Department.

40 2. An application for a state business license must:

41 (a) Be made upon a form prescribed by the Department;

42 (b) Set forth the name under which the applicant transacts or  
43 intends to transact business, **or if the applicant is a business**  
44 **organized pursuant to title 7 of NRS and on file with the Secretary**



1 *of State, the exact name on file with the Secretary of State,* and the  
2 location *in this State* of his place or places of business;

3 (c) Be accompanied by a fee of \$100; and

4 (d) Include any other information that the Department deems  
5 necessary.

6 *↳ If the applicant is a business organized pursuant to title 7 of*  
7 *NRS and on file with the Secretary of State and the applicant has*  
8 *no location in this State of its place of business, the address of its*  
9 *registered agent shall be deemed to be the location in this State of*  
10 *its place of business.*

11 3. The application must be signed by:

12 (a) The owner, if the business is owned by a natural person;

13 (b) A member or partner, if the business is owned by an  
14 association or partnership; or

15 (c) An officer or some other person specifically authorized to  
16 sign the application, if the business is owned by a corporation.

17 4. If the application is signed pursuant to paragraph (c) of  
18 subsection 3, written evidence of the signer's authority must be  
19 attached to the application.

20 5. The state business license required to be obtained pursuant  
21 to this section is in addition to any license to conduct business that  
22 must be obtained from the local jurisdiction in which the business is  
23 being conducted.

24 6. For the purposes of NRS 360.760 to 360.798, inclusive, a  
25 person shall be deemed to conduct a business in this State if a  
26 business for which the person is responsible:

27 (a) Is organized pursuant to title 7 of NRS, other than a business  
28 organized pursuant to chapter 82 or 84 of NRS;

29 (b) Has an office or other base of operations in this State; ~~for~~

30 (c) *Has a registered agent in this State; or*

31 (d) Pays wages or other remuneration to a natural person who  
32 performs in this State any of the duties for which he is paid.

33 7. A person who takes part in an exhibition held in this State  
34 for a purpose related to the conduct of a business is not required to  
35 obtain a state business license specifically for that event if the  
36 operator of the facility where the exhibition is held pays the  
37 licensing fee on behalf of that person pursuant to NRS 360.787.

38 *8. As used in this section, "registered agent" has the meaning*  
39 *ascribed to it in NRS 77.230.*

40 **Sec. 56.** This act becomes effective on July 1, 2009.

