

**ADOPTED REGULATION OF THE
SECRETARY OF STATE**

LCB File No. R077-13

Effective December 23, 2013

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

AUTHORITY: §§1-8 and 10, section 6 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 833 (NRS 77.305); §9, section 6 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 833 (NRS 77.305), and NRS 77.430, as amended by section 9 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 838.

A REGULATION relating to registered agents; adopting provisions governing the process by which an individual or a corporation may register a willingness to serve as the registered agent of an entity; adopting provisions governing the publication and updating of the list of individuals and corporations who have registered a willingness to serve as the registered agent of an entity; authorizing the Secretary of State to charge a fee to cover the cost of providing a printed version of the list; providing for the removal of an individual or a corporation from the list in certain circumstances; repealing certain provisions; and providing other matters properly relating thereto.

Section 1. Chapter 77 of NAC is hereby amended by adding thereto the provisions set forth as sections 2 to 9, inclusive, of this regulation.

Sec. 2. *As used in sections 2 to 9, inclusive, of this regulation, unless the context otherwise requires, “Registered Agent List” means the list of individuals residing or corporations located in this State who have registered a willingness to serve as the registered agent of an entity pursuant to section 6 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 833 (NRS 77.305).*

Sec. 3. 1. *To be included on the Registered Agent List for a calendar year pursuant to section 6 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 833 (NRS*

77.305), an individual residing or a corporation located in this State must submit to the Secretary of State:

(a) The registration form prescribed by the Secretary of State; and

(b) The fee required by subsection 1 of section 6 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 833 (NRS 77.305).

2. The Secretary of State may reject a registration form submitted pursuant to subsection 1 if the form is incomplete.

3. Except as otherwise provided in section 8 of this regulation, an individual or a corporation who submits the registration form and fee described in subsection 1:

(a) Between December 1 and December 31 will be included on the Registered Agent List compiled and published by the Secretary of State for the following calendar year pursuant to subsection 1 of section 7 of this regulation. The registration will expire on December 31 of the year following the year in which the registration form and fee were submitted.

(b) At any time other than between December 1 and December 31 will be included on the Registered Agent List for that calendar year as updated by the Secretary of State pursuant to subsection 2 of section 7 of this regulation. The registration will expire on December 31 of the year in which the registration form and fee were submitted, and the fee will not be prorated.

Sec. 4. 1. An individual or a corporation included on the Registered Agent List may amend any information listed for that individual or corporation by submitting to the Secretary of State:

(a) The amendment form prescribed by the Secretary of State; and

(b) The fee required pursuant to subsection 3 of section 6 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 833 (NRS 77.305).

2. The Secretary of State may reject an amendment form submitted pursuant to subsection 1 if the form is incomplete.

3. As soon as reasonably practicable after receiving an amendment form and the fee required pursuant to subsection 3 of section 6 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 833 (NRS 77.305), the Secretary of State will update the Registered Agent List to reflect the requested amendment.

Sec. 5. *1. An individual or a corporation included on the Registered Agent List may withdraw from the Registered Agent List at any time by submitting to the Secretary of State a request to be withdrawn from the Registered Agent List.*

2. If an individual or a corporation submits a request to be withdrawn from the Registered Agent List, the Secretary of State will not refund any portion of any fee paid by the person to be included on the Registered Agent List.

3. As soon as reasonably practicable after receiving a request to be withdrawn from the Registered Agent List, the Secretary of State will remove the individual or corporation submitting the request from the Registered Agent List.

Sec. 6. *An individual or a corporation submitting a form or request pursuant to section 3, 4 or 5 of this regulation may request expedited service from the Secretary of State by:*

1. Requesting expedited service in the same manner as expedited service is requested for other documents filed with the Secretary of State; and

2. Paying the applicable fee prescribed by paragraph (d) of subsection 2 of NRS 225.140.

Sec. 7. *1. On or before February 1 of each year, the Secretary of State will compile and publish the Registered Agent List for that calendar year.*

2. The Secretary of State will update the Registered Agent List as soon as reasonably practicable after:

(a) Receiving a registration of a willingness to serve as the registered agent of an entity pursuant to section 3 of this regulation at any time other than between December 1 and December 31;

(b) Receiving an amendment form pursuant to section 4 of this regulation;

(c) Receiving a request to be withdrawn from the Registered Agent List pursuant to section 5 of this regulation; or

(d) Removing an individual or a corporation from the Registered Agent List pursuant to section 8 or 9 of this regulation.

3. The Secretary of State will list in alphabetical order the name of each individual and corporation included on the Registered Agent List. If a symbol or numeral is used in place of a word that represents the symbol or number, the spelling of the meaning of the symbol or numeral will be used to alphabetize the Registered Agent List. Punctuation will not be considered in determining the alphabetical order of the Registered Agent List.

4. The Secretary of State will:

(a) Make the Registered Agent List available in electronic form on the Secretary of State's website.

(b) Upon request, provide a printed version of the Registered Agent List. The Secretary of State will charge a fee to a person who requests a printed version of the Registered Agent List to cover the cost of providing the printed version of the Registered Agent List.

Sec. 8. 1. If a corporation:

(a) Submits to the Secretary of State a registration form pursuant to section 3 of this regulation or is included on the Registered Agent List; and

(b) Is not in good standing with the Secretary of State,

↳ the Secretary of State will provide to the corporation a written notification stating the reason that the corporation is not in good standing with the Secretary of State and that the Secretary of State will refuse to include the corporation on the Registered Agent List or will remove the corporation from the Registered Agent List, whichever is applicable, unless the corporation corrects any deficiencies necessary to come into good standing with the Secretary of State.

2. If a corporation does not come into good standing with the Secretary of State after receiving a written notification pursuant to subsection 1, the Secretary of State will:

(a) Refuse to include the corporation on the Registered Agent List or remove the corporation from the Registered Agent List, whichever is applicable; and

(b) Notify the corporation of the action taken by the Secretary of State.

Sec. 9. 1. If an individual or a corporation has been enjoined from serving as a registered agent by a court of competent jurisdiction pursuant to NRS 77.430, as amended by section 9 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 838, or has had the ability to serve as a registered agent denied or revoked by the appropriate authority of this State or another state, the Secretary of State will remove the individual or corporation from the Registered Agent List.

2. Before an individual or a corporation who has been removed from the Registered Agent List pursuant to subsection 1 can be included on the Registered Agent List, the individual or corporation must:

- (a) Have the ability to serve as a registered agent restored; and*
- (b) Submit to the Secretary of State the registration form and fee required by subsection 1 of section 3 of this regulation.*

Sec. 10. NAC 78.200, 78.205, 78.210, 78.215, 78.250, 78.255, 78.260, 78.265, 78.270 and 78.275 are hereby repealed.

TEXT OF REPEALED SECTIONS

78.200 Definitions. (NRS 78.795) As used in NAC 78.200 to 78.275, inclusive, unless the context otherwise requires, the words and terms defined in NAC 78.205, 78.210 and 78.215 have the meanings ascribed to them in those sections.

78.205 “Entity” defined. (NRS 78.795) “Entity” has the meaning ascribed to it in NRS 77.060.

78.210 “Registered agent” defined. (NRS 78.795) “Registered agent” has the meaning ascribed to it in NRS 77.230.

78.215 “Registered Agent List” defined. (NRS 78.795) “Registered Agent List” means the list of natural persons and corporations residing or located in this State that have registered a willingness to serve as the registered agent of an entity pursuant to NRS 78.795.

78.250 Requirements for registration; expiration. (NRS 78.795)

1. To be included on the Registered Agent List for a calendar year pursuant to NRS 78.795, a natural person or corporation must submit to the Secretary of State:

- (a) The registration form prescribed by the Secretary of State; and

(b) The fee required by subsection 1 of NRS 78.795.

2. The Secretary of State may reject a registration form submitted pursuant to subsection 1 if the form is incomplete.

3. Except as otherwise provided in NAC 78.275, a natural person or corporation which submits the registration form and fee described in subsection 1:

(a) Between December 1 and December 31 will be included on the Registered Agent List compiled and published by the Secretary of State for the following calendar year pursuant to subsection 1 of NAC 78.270. The registration will expire on December 31 of the year following the year in which the registration form and fee were submitted.

(b) At any time other than between December 1 and December 31 will be included on the Registered Agent List for that calendar year as updated by the Secretary of State pursuant to subsection 2 of NAC 78.270. The registration will expire on December 31 of the year in which the registration form and fee were submitted, and the fee will not be prorated.

78.255 Amendment of information on List. (NRS 78.795)

1. A natural person or corporation included on the Registered Agent List may amend any information listed for that natural person or corporation by submitting to the Secretary of State:

(a) The amendment form prescribed by the Secretary of State; and

(b) The fee required pursuant to subsection 3 of NRS 78.795.

2. The Secretary of State may reject an amendment form submitted pursuant to subsection 1 if the form is incomplete.

3. As soon as reasonably practicable after receiving an amendment form and the fee required pursuant to subsection 3 of NRS 78.795, the Secretary of State will update the Registered Agent List to reflect the requested amendment.

78.260 Withdrawal from List. (NRS 78.795)

1. A natural person or corporation included on the Registered Agent List may withdraw from the Registered Agent List at any time by submitting to the Secretary of State a request to be withdrawn from the Registered Agent List.

2. If a natural person or corporation submits a request to be withdrawn from the Registered Agent List, the Secretary of State will not refund any portion of any fee paid by the person to be included on the Registered Agent List.

3. As soon as reasonably practicable after receiving a request to be withdrawn from the Registered Agent List, the Secretary of State will remove the natural person or corporation submitting the request from the Registered Agent List.

78.265 Expedited service. (NRS 78.795) A natural person or corporation submitting a form or request pursuant to NAC 78.250, 78.255 or 78.260 may request expedited service from the Secretary of State by:

1. Requesting expedited service in the same manner as expedited service is requested for other documents filed with the Secretary of State; and

2. Paying the applicable fee prescribed by paragraph (d) of subsection 2 of NRS 225.140.

78.270 Duties of Secretary of State. (NRS 78.795)

1. On or before February 1 of each year, the Secretary of State will compile and publish the Registered Agent List for that calendar year.

2. The Secretary of State will update the Registered Agent List as soon as reasonably practicable after:

(a) Receiving a registration of a willingness to serve as the registered agent of an entity pursuant to NAC 78.250 at any time other than between December 1 and December 31;

(b) Receiving an amendment form pursuant to NAC 78.255;

(c) Receiving a request to be withdrawn from the Registered Agent List pursuant to NAC 78.260; or

(d) Removing a natural person or corporation from the Registered Agent List pursuant to NAC 78.275.

3. The Secretary of State will list in alphabetical order the name of each natural person and corporation included on the Registered Agent List. If a symbol or numeral is used in place of a word that represents the symbol or number, the spelling of the meaning of the symbol or numeral will be used to alphabetize the Registered Agent List. Punctuation will not be considered in determining the alphabetical order of the Registered Agent List.

4. The Secretary of State will:

(a) Make the Registered Agent List available in electronic form on the Secretary of State's website.

(b) Upon request, provide a printed version of the Registered Agent List. The Secretary of State will charge a fee to a person who requests a printed version of the Registered Agent List to cover the cost of providing the printed version of the Registered Agent List.

78.275 Removal from or refusal to include certain corporations on List. (NRS 78.795)

1. If a corporation:

(a) Submits to the Secretary of State a registration form pursuant to NAC 78.250 or is included on the Registered Agent List; and

(b) Is not in good standing with the Secretary of State,

↳ the Secretary of State will provide to the corporation a written notification stating the reason that the corporation is not in good standing with the Secretary of State and that the Secretary of

State will refuse to include the corporation on the Registered Agent List or will remove the corporation from the Registered Agent List unless the corporation corrects any deficiencies necessary to come into good standing with the Secretary of State.

2. If a corporation does not come into good standing with the Secretary of State after receiving a written notification pursuant to subsection 1, the Secretary of State will:

- (a) Refuse to include the corporation on the Registered Agent List or remove the corporation from the Registered Agent List, whichever is applicable; and
- (b) Notify the corporation of the action taken by the Secretary of State.

LEGISLATIVE REVIEW OF ADOPTED REGULATIONS - NRS 233B.066
Informational Statement

LCB File Nos. R068-13, R077-13, R078-13, R079-13, R080-13 & R081-13
Regulations Relating to Commercial Recordings

The following statement is submitted for adopted amendments to Nevada Administrative Code (NAC) Chapters 68, 77, 78, 79, 80, 81, 86, 87, 87A, 88, 88A, 89 and 598.

- 1) **R068-13**: Adopting provisions relating to filing a Charitable Solicitation Registration Statement for certain Chapter 82 entities and adopting certain requirements for solicitation disclosures. This regulation is necessary to further define certain terms and to clarify the contents of and the financial information required in the Charitable Registration Information Statement.
- 2) **R077-13**: Adopting provisions governing the process by which an individual or entity may register a willingness to serve as a registered agent for an entity; governing the publication and updating of the list of such individuals and entities by the Secretary of State and other matters properly relating thereto. This regulation is necessary to place the regulation in the proper chapter of NAC relating to NRS Chapter 77 requirement. It adopts the same provisions as in current (now repealed) NAC Chapter 77 and adopts the provisions relating to the removal and reinstatement of a registered agent from the list under certain circumstances.
- 3) **R078-13**: Adopting provision relating to the selection of an alternative due date for filing certain required lists with the Secretary of State. This regulation provides the requirements for an entity to select an alternate due date pursuant to 78.150, 80.110, 82.523, 86.263, 86.5461, 87.510, 87.541, 87A.290, 87A.560, 88.395, 88.591, 88A.600, 88A.732 and 89.250 as amended by SB 60 of the 2013 session of the Nevada Legislature.
- 4) **R079-13**: Adopting provisions governing commercial registered agents and commercial registered agent registration statements; revising provisions governing written materials produced by or at the direction of registered agents. This regulation provides the requirements for the Commercial Registered Agent Registration Statement required pursuant to NRS Chapter 77 and clarifies the requirements therein. It also provides additional guidance for solicitations made to Nevada and Nevada qualified entities by registered agents.
- 5) **R080-13**: Revising provisions relating to the institution of proceedings against certain persons conducting business in Nevada for the recovery of certain fines. This regulation is necessary to use the same wording regarding the referral of matters to the district attorney or Attorney General as in Title 7 as amended by SB 60 of the 2013 session of the Nevada Legislature.
- 6) **R081-13**: Adopting provisions relating to the procedures for the imposition of penalties on persons who conduct business in Nevada and willfully fail or neglect to obtain or renew a state business license; requiring a person claiming exemption from the state business license to annually submit a claim for said exemption that contains certain required information. This Regulation is necessary to clarify provisions in NRS Chapter 76 relating to those conducting business in Nevada and adopts similar provisions in to NAC Chapter

76 as is currently in regulation for business entities filed in the Office of the Secretary of State.

2) Public comments were solicited at the November 20, 2013 public workshop to solicit comments on proposed regulations and the December 3, 2013 hearing for the adoption of regulations. Copies of the proposed regulations, notices of workshop and notices of intent to act upon the regulations were sent via fax and email to persons known to have an interest in the subjects pertaining to registration requirements for entities which solicit or intend to solicit charitable contributions; commercial resident agent registration requirements, resident agent requirements; alternative due dates for filing certain required lists and procedures for imposing penalties on persons conducting business in the state who willfully fail or neglect to maintain a state business license. These documents were provided to the main libraries in each county. These documents were also made available on the Secretary of State website, www.NVSOS.gov and posted at the following locations:

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

The minutes of the November 20, 2013 public workshop to solicit comments on proposed regulations and the December 3, 2013 hearing for the adoption of regulations are attached hereto and contain a summary of the brief discussion held regarding the proposed amendments. A copy of the workshop and hearing minutes may be obtained from the office of the Secretary of State, 101 N. Carson Street, Suite 3, Carson City, Nevada 89701, 775-684-5720 or via email sent to scotta@sos.nv.gov.

3) The number of persons who:

- (a) **Attended the November 20, 2013 public workshop: 11**
- (b) **Testified at the November 20, 2013 public workshop: 3**
- (c) **Submitted to the agency written comments: 1**
- (d) **Attended the December 3, 2013 hearing for the adoption of regulations: 2**
- (e) **Testified at the December 3, 2013 hearing for the adoption of regulations: 1**
- (f) **Submitted to the Agency written comments: 1**

4) **For each person identified in paragraphs (b) and (c) of number 3 above, the following information if provided to the agency conducting the hearing:**

- (a) **Name; Matthew Taylor - Both workshop and hearing**
- (b) **Telephone number; 775-888-4070**
- (c) **Business address; 311 N. Third Street, Carson City, NV 89703**
- (d) **Business telephone number; 775-888-4070**
- (e) **Electronic mail address; mtaylor@nvbiz.com**
- (f) **Name of entity or organization represented Nevada Registered Agents'**

Association

- (a) **Name; Phil Johncock**
- (b) **Telephone number; 702-486-1266**
- (c) **Business address; 639 Isbell Court, Suite 460, Reno, NV 89509**
- (d) **Business telephone number; 702-486-1266**
- (e) **Electronic mail address; UNK**
- (f) **Name of entity or organization represented; Alliance for Nevada Nonprofits**

- (a) **Name; Andrew Platt**
- (b) **Telephone number; 702-433-9696**
- (c) **Business address; 1349 W. Galleria Drive, Suite 200, Henderson, NV 89014**
- (d) **Business telephone number; 702-433-9696**
- (e) **Electronic mail address; aplatt@woodserickson.com**
- (f) **Name of entity or organization represented: Woods Erickson**

5) Comments were solicited from affected businesses in the same manner as they were solicited from the public. In addition discussions were had with the Registered Agents Association, Business Law Section of the State Bar of Nevada and representatives from Alliance for Nevada Nonprofits (ANN) and other nonprofit organizations.

6) The permanent regulations were adopted on December 3, 2013 and included changes suggested at the November 20, 2013 public workshop to solicit comments on proposed regulations. There were no changes made as a result of the public workshop to regulations R077-13, R080-13 and R081-13 as no changes were suggested. Amendments were made as a result of the public workshop to regulations R078-013 and R079-13. These amendments did not substantively change the regulations as proposed and are included in the regulations transmitted to the Legislative Counsel Bureau. R068-13 had amendments offered at the hearing. The regulations are adopted without these amendments as they had been submitted to the Legislative Counsel Bureau for review and had not been returned by the adoption hearing. The amendments to R068-13 will be scheduled for future workshop and hearing.

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

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

9) There are no other state or government agency regulations that the regulation overlaps or duplicates.

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

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