

PROPOSED REGULATION OF THE SECRETARY OF STATE

LCB File No. R079-13

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

AUTHORITY: NRS 77.430

A REGULATION relating to registered agents and the requirements of the Commercial Registered Agent Registration Statement.

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

Sec. 2. *As used in sections 2 to XX, inclusive, of this regulation, unless the context otherwise requires, the words and terms defined in sections 3 and 4 of this regulation have the meanings ascribed to them in those sections.*

Sec. 3. *“Legal name” means:*

- 1. The name, if an entity organized pursuant to Title 7 of NRS as listed on the organizational or qualification documents on file with the Nevada Secretary of State; or if an individual or partnership not required to be organized or qualified in Nevada pursuant to Title 7 of NRS, the name as it appears on the State Business License issued by the Nevada Secretary of State;*
- 2. All DBAs or fictitious firm names by which the commercial registered agent conducts business in Nevada; and*
- 3. All websites or domain names by which the commercial registered agent conducts business in Nevada or through which he or she offers registered agent services in Nevada.*

Sec 4. *“Individual with the authority to act on behalf of the commercial registered agent” means a natural person who is a manager, owner, officer, director or other natural person with decision making authority in the day-to-day operations of the commercial registered agent.*

Sec 5. *“Affiliated registered agent” means a registered agent that has the same owners or other principals with control over a commercial registered agent filing a commercial registered agent registration statement.*

Sec 6. *The street or physical address and telephone number of the individual with the authority to act on behalf of the commercial registered agent pursuant to NRS 77.320 must be that where contact may be made during normal business hours.*

Sec 7. *Pursuant to Section 8(2)(g) of Senate Bill 60 of the 2013 Regular Session of the Nevada Legislature, the commercial registered agent statement shall include the names of all affiliated registered agents.*

Sec 8. *A commercial registered agent registration statement is required:*

a. When a registered agent reaches 10 represented entities, the registered agent shall within 30 days submit to the Secretary of State the commercial registered agent registration statement required pursuant to NRS 77.320.

b. If a registered agent believes he will reach 10 represented entities, he or she may submit to the Secretary of State the commercial registered agent registration statement.

c. A person may be treated as a commercial registered agent by submitting the commercial registered agent registration form.

Sec 9. *A registered agent who fails to submit the commercial registered agent registration statement after written notice and opportunity to correct the failure within 14 business days may be enjoined from serving as a registered agent pursuant to NRS 77.430.*

Sec 10. 1. *If a Commercial Registered Agent is enjoined from serving as a registered agent pursuant to this section, an entity within 30 days shall file with the Secretary of State a change of registered agent pursuant to Title 7 of the Nevada Revised Statutes.*

2. An entity that fails to comply with subsection 1 shall be deemed in default and subject to the provisions of Title 7 of the Nevada Revised Statutes relating to defaulting entities.

Sec 11. *Within 30 days of a change in any information required in the commercial registered agent statement, a commercial registered agent shall file a statement of change of commercial registered agent statement reflecting the change and pay the fee pursuant to NRS 77.280.*

Sec. 12. Section 6 of adopted regulation R067-11 (that has not yet been codified) is hereby amended to read as follows:

A registered agent or other person who holds himself or herself out as being willing to serve as the registered agent of an entity shall not produce or direct the production of any correspondence, publication, website or other written material, whether in printed or electronic form, which:

1. Is intended to deceive or defraud the public or promote an illegal activity.
2. Contains false or misleading statements concerning the requirements for filing documents with the Secretary of State pursuant to title 7 of NRS, including, without limitation, a statement which falsely implies or states that a fee, action or filing is necessary.
3. Except as otherwise provided in this subsection, solicits the hiring of the registered agent or other person as the registered agent of an entity and contains the image of the Great Seal

of the State of Nevada. This subsection does not prohibit a registered agent or any other person who holds himself or herself out as being willing to serve as the registered agent of an entity from producing or directing the production of the official forms and correspondence which are prepared by the Secretary of State and which accompany correspondence from the registered agent or person to a represented entity.

4. Changes the registered agent of an entity unless the correspondence, publication, website or other written material prominently displays ~~at~~ *the* written statement ~~{disclosing that effect}~~ *“This is a solicitation to change your registered agent” in at least 14-point bold print, or if the correspondence publication, website or other written material is in larger than 12-point print, in a larger point bold print at least 2 points larger than the {remainder} main body of the correspondence, publication, website or other written material. This must be a separate statement, on a separate line at the top of the page.*

Sec. 12. Section 8 of adopted regulation R067-11 (that has not yet been codified) is hereby amended to read as follows:

1. Except as otherwise provided in subsection 2, a registered agent or other person who holds himself or herself out as willing to serve as the registered agent of an entity in Nevada shall not produce or direct the production of any correspondence, publication, website or other written material, whether in printed or electronic form, which mentions the State of Nevada by name and in which the registered agent or other person advertises its willingness to act as the registered agent of an entity in Nevada in exchange for a fee unless the correspondence, publication, website or other written material prominently displays the following statement:

This is a third-party solicitation and is NOT official correspondence from the Office of the Nevada Secretary of State. You are under no legal obligation to respond to this correspondence.

This statement must be in at least 14-point bold print, or if the correspondence publication, website or other written material is in larger than 12-point print, in a larger point bold print at least 2 points larger than the ~~remainder~~ main body of the correspondence, publication, website or other written material. This must be a separate statement, on a separate line at the top of the page.

2. The provisions of subsection 1 do not apply to any communication between a registered agent and an entity for which the registered agent is serving as registered agent.