

**PROPOSED REGULATION OF THE
SECRETARY OF STATE**

LCB File No. R079-13

October 1, 2013

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

AUTHORITY: §§1-5, NRS 77.320 and 77.430, as amended by sections 8 and 9 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at pages 835 and 838; §6, NRS 77.280, 77.320 and 77.430, as amended by sections 7.6, 8 and 9 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at pages 834, 835 and 838; §§7 and 8, 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 commercial registered agents and commercial registered agent registration statements; revising provisions governing written material produced by or at the direction of registered agents; 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 6, inclusive, of this regulation.

Sec. 2. *1. Before an individual or a domestic or foreign entity may serve as the registered agent of 10 or more domestic or foreign entities, the individual or domestic or foreign entity must file with the Secretary of State the commercial registered agent registration statement required pursuant to NRS 77.320, as amended by section 8 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 835.*

2. If an individual or a domestic or foreign entity reasonably believes that the individual or domestic or foreign entity will serve as the registered agent of 10 or more domestic or foreign entities, the individual or domestic or foreign entity may elect to file with the Secretary of State the commercial registered agent registration statement required pursuant to NRS

77.320, as amended by section 8 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 835.

Sec. 3. 1. Upon notice that an individual or a domestic or foreign entity is allegedly serving as the registered agent of 10 or more domestic or foreign entities without being registered as a commercial registered agent, the Secretary of State will provide to the individual or domestic or foreign entity written notice of the alleged violation and 14 business days to register as a commercial registered agent.

2. If an individual or a domestic or foreign entity does not register as a commercial registered agent within 14 business days pursuant to subsection 1, the Secretary of State may apply to a district court of competent jurisdiction to enjoin the individual or domestic or foreign entity from serving as a registered agent pursuant to the provisions of NRS 77.430, as amended by section 9 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 838.

Sec. 4. 1. In addition to the information required to be stated in a commercial registered agent registration statement pursuant to NRS 77.320, as amended by section 8 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 835, a commercial registered agent registration statement must state the legal name of each affiliated registered agent.

2. As used in this section:

(a) "Affiliated registered agent" means a registered agent who is controlled by the same owners or other principals as those with control over the commercial registered agent who is filing the commercial registered agent registration statement.

(b) "Legal name" includes, without limitation:

(1) The name of a business organized pursuant to title 7 of NRS as it is filed with the Secretary of State;

(2) The name of a business not required to be organized pursuant to title 7 of NRS or the name of an individual as it appears on the state business license issued to the business or individual;

(3) Any fictitious name by which an affiliated registered agent conducts business in this State; and

(4) Any website or domain name by which an affiliated registered agent conducts business in this State or through which an affiliated registered agent offers services in this State.

Sec. 5. 1. The address and telephone number of an individual who has the authority to act on behalf of a commercial registered agent as it is stated in a commercial registered agent registration statement pursuant to NRS 77.320, as amended by section 8 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 835, must be the address and telephone number where the individual can be contacted during normal working hours.

2. As used in this section, “individual” means any natural person who has the authority to act on behalf of a commercial registered agent in the day-to-day operations of the commercial registered agent.

Sec. 6. Within 30 days of a change in any information required to be stated in a commercial registered agent registration statement pursuant to NRS 77.320, as amended by section 8 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 835, a commercial registered agent shall:

- 1. File a statement of change with the Secretary of State; and*
- 2. Pay the fee required for a statement of change pursuant to NRS 77.280, as amended by section 7.6 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 834.*

Sec. 7. Section 6 of LCB File No. R067-11 is hereby amended to read as follows:

Sec. 6. **1.** 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:

~~1-1~~ **(a)** Is intended to deceive or defraud the public or promote an illegal activity.

~~2-1~~ **(b)** 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.

~~3-1~~ **(c)** Except as otherwise provided in this ~~subsection,~~ **paragraph**, 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~~ **paragraph** 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.

~~4-1~~ **(d)** Changes the registered agent of an entity unless the correspondence, publication, website or other written material prominently displays ~~a written~~ **the following** statement ~~disclosing that effect.~~ :

This is a solicitation to change your registered agent.

2. The statement required pursuant to paragraph (d) of subsection 1 must be placed on a separate line at the top of the correspondence, publication, website or other written material in at least 14-point bold font or, if the text of the main body of the correspondence, publication, website or other written material is larger than 12-point font, in a bold font at least 2 points larger than the text of the main body of the correspondence, publication, website or other printed material.

Sec. 8. Section 8 of LCB File No. R067-11 is hereby amended to read as follows:

Sec. 8. 1. Except as otherwise provided in subsection ~~12.1~~ 3, 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.

2. The statement required pursuant to subsection 1 must be placed on a separate line at the top of the correspondence, publication, website or other written material in

at least 14-point bold font or, if the text of the main body of the correspondence, publication, website or other written material is larger than 12-point font, in a bold font at least 2 points larger than the text of the main body of the correspondence, publication, website or other printed material.

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