

**ADOPTED REGULATION OF THE
SECRETARY OF STATE**

LCB File No. R080-13

Effective December 23, 2013

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

AUTHORITY: §1, NRS 78.047, as amended by section 12 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 839; §2, NRS 80.055, as amended by section 18 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 846; §3, NRS 82.5234, as amended by section 25 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 851; §4, NRS 86.213 and 86.548, as amended by sections 32 and 38 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at pages 856 and 862; §5, NRS 87.445 and 87.5405, as amended by sections 42 and 45 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at pages 865 and 867; §6, NRS 87A.237, 87A.610, 87A.632 and 87A.652, as amended by sections 50, 57, 59 and 60 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at pages 871, 877 and 879; §7, NRS 88.352, 88.600, 88.6062 and 88.6087, as amended by sections 63, 69, 71 and 72 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at pages 881, 886 and 888; §8, NRS 88A.215 and 88A.750, as amended by sections 74 and 80 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at pages 889 and 894; §9, NRS 89.215, as amended by section 83 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 896.

A REGULATION relating to business entities; revising provisions relating to the institution of proceedings against certain persons conducting business in this State for the recovery of certain fines; and providing other matters properly relating thereto.

Section 1. Section 2 of LCB File No. R070-11 is hereby amended to read as follows:

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

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

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

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

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

Sec. 2. Section 7 of LCB File No. R070-11 is hereby amended to read as follows:

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

(a) Is doing business in this State but has willfully failed to file in the Office of the Secretary of State the information required to be filed pursuant to subsection 1 of NRS 80.010 ~~†~~, *as amended by section 17 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 844*; or

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

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

Sec. 3. Section 12 of LCB File No. R070-11 is hereby amended to read as follows:

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

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

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

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

Sec. 4. Section 17 of LCB File No. R070-11 is hereby amended to read as follows:

Sec. 17. 1. The Secretary of State may ~~instruct~~ *refer the matter to* the district attorney of the county in which a person’s principal place of business is located or the

Attorney General, or both, *for a determination of whether* to institute proceedings to recover the fine set forth in NRS 86.213 if the person:

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

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

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

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

(a) Is transacting business in this State but has willfully failed or neglected to register with the Secretary of State pursuant to NRS 86.544 ~~§~~, *as amended by section 35 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 859*; or

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

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

Sec. 5. Section 22 of LCB File No. R070-11 is hereby amended to read as follows:

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

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

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

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

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

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

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

3. As used in this section, "terminated status" means any status in the records of the Office of the Secretary of State which indicates that a registered limited-liability partnership or foreign registered limited-liability partnership, as applicable, no longer has

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

Sec. 6. Section 27 of LCB File No. R070-11 is hereby amended to read as follows:

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

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

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

- (a) Is transacting business in this State but has willfully failed to register with the Secretary of State pursuant to NRS 87A.540 or 88.575 ~~†~~, *as amended by sections 54 and 66 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at pages 875 and 884;* or

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

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

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

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

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

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

(a) Is transacting business in this State but has willfully failed to register with the Secretary of State pursuant to NRS 87A.540 or 88.575 ~~H~~, *as amended by sections 54 and 66 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at pages 875 and 884*; or

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

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

Sec. 7. Section 32 of LCB File No. R070-11 is hereby amended to read as follows:

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

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

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

- (a) Is transacting business in this State but has willfully failed to register with the Secretary of State pursuant to NRS 87A.540 or 88.575 ~~+~~, *as amended by sections 54*

and 66 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at pages 875 and 884; or

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

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

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

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

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

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

(a) Is transacting business in this State but has willfully failed to register with the Secretary of State pursuant to NRS 87A.540 or 88.575 ~~§~~, *as amended by sections 54 and 66 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at pages 875 and 884;* or

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

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

Sec. 8. Section 37 of LCB File No. R070-11 is hereby amended to read as follows:

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

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

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

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

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

(a) Is transacting business in this State but has willfully failed to register with the Secretary of State pursuant to NRS 88A.710 ~~††~~, *as amended by section 77 of Senate Bill No. 60, chapter 221, Statutes of Nevada 2013, at page 892*; or

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

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

Sec. 9. Section 42 of LCB File No. R070-11 is hereby amended to read as follows:

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

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

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

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

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

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

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.