

**PROPOSED REGULATION OF THE
SECRETARY OF STATE**

LCB File No. R080-13

October 1, 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 ~~†~~, *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 ~~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 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.”