
ASSEMBLY BILL NO. 78—COMMITTEE ON JUDICIARY

(ON BEHALF OF THE SECRETARY OF STATE)

PREFILED DECEMBER 15, 2010

Referred to Committee on Judiciary

SUMMARY—Makes various changes relating to business.
(BDR 7-403)

FISCAL NOTE: Effect on Local Government: No.
Effect on the State: No.

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

AN ACT relating to business associations; excluding certain nonprofit organizations from the definition of “business”; imposing a fine on certain business entities that transact business in this State without qualifying to do business in this State under certain circumstances; revising provisions relating to certain filings with the Secretary of State by certain business associations; making various technical corrections to various provisions relating to business associations; requiring and increasing certain fees; and providing other matters properly relating thereto.

Legislative Counsel’s Digest:

1 Existing law defines “business” for the purposes of statutes governing state
2 business licenses. (NRS 76.020) **Section 1** of this bill amends the definition to
3 exclude certain nonprofit organizations.

4 **Sections 2 and 3** of this bill provide for a fine of not less than \$1,000 but not
5 more than \$10,000 upon a business entity that fails to obtain or renew a state
6 business license before conducting business in this State within 30 days of
7 receiving notice of such failure and authorize the Secretary of State to instruct a
8 district attorney or the Attorney General, or both, to institute proceedings to recover
9 the penalty, fine and certain costs and fees in a court of competent jurisdiction.
10 Finally, **sections 2 and 3** authorize the Secretary of State to adopt regulations to
11 administer the provisions of **sections 2 and 3**.

12 Existing law provides for a fine against certain business associations purporting
13 to do business in this State that willfully fail or neglect to comply with certain
14 requirements for qualification to do business in this State. (NRS 78.047, 80.055,
15 82.5234, 86.213, 86.548, 87.445, 87.5405, 87A.237, 87A.610, 87A.632, 87A.652,



16 88.352, 88.600, 88.6062, 88.6087, 88A.215, 88A.750, 89.215) **Sections 4, 6, 8, 9**
17 **and 11-24** of this bill eliminate the element of willfulness from these provisions.
18 **Sections 5, 7 and 10** of this bill revise the list of items that certain business
19 associations must file with the Secretary of State.
20 **Section 27** of this bill requires the Secretary of State to charge a fee of \$50 for
21 each duplicate certificate issued and increases the fee for certifying certain
22 documents from \$20 to \$30.

THE PEOPLE OF THE STATE OF NEVADA, REPRESENTED IN
SENATE AND ASSEMBLY, DO ENACT AS FOLLOWS:

1 **Section 1.** NRS 76.020 is hereby amended to read as follows:
2 76.020 1. Except as otherwise provided in subsection 2,
3 “business” means:
4 (a) Any person, except a natural person, that performs a service
5 or engages in a trade for profit;
6 (b) Any natural person who performs a service or engages in a
7 trade for profit if the person is required to file with the Internal
8 Revenue Service a Schedule C (Form 1040), Profit or Loss From
9 Business Form, or its equivalent or successor form, a Schedule E
10 (Form 1040), Supplemental Income and Loss Form, or its
11 equivalent or successor form, or a Schedule F (Form 1040), Profit or
12 Loss From Farming Form, or its equivalent or successor form, for
13 that activity; or
14 (c) Any entity organized pursuant to this title, including, without
15 limitation, those entities required to file with the Secretary of State,
16 whether or not the entity performs a service or engages in a business
17 for profit.
18 2. The term does not include:
19 (a) A governmental entity.
20 (b) A nonprofit religious, charitable, fraternal or other
21 organization that qualifies as a tax-exempt organization pursuant to
22 26 U.S.C. § 501(c).
23 (c) A *natural* person who operates a business from his or her
24 ~~home~~ *personal residence* and whose net earnings from that
25 business are not more than $66 \frac{2}{3}$ percent of the average annual
26 wage, as computed for the preceding calendar year pursuant to
27 chapter 612 of NRS and rounded to the nearest hundred dollars.
28 (d) A natural person whose sole business is the rental of four or
29 fewer dwelling units to others.
30 (e) A business whose primary purpose is to create or produce
31 motion pictures. As used in this paragraph, “motion pictures” has
32 the meaning ascribed to it in NRS 231.020.
33 (f) A business organized pursuant to chapter 82 or 84 of NRS.



1 *(g) A nonprofit organization without shares of stock formed*
2 *pursuant to chapter 81 of NRS.*

3 *(h) A foreign nonprofit organization without shares of stock*
4 *registered pursuant to chapter 80 of NRS.*

5 **Sec. 2.** NRS 76.110 is hereby amended to read as follows:

6 76.110 **1.** If a person fails to obtain a state business license
7 and pay the fee required pursuant to NRS 76.100 before conducting
8 a business in this State and the person is:

9 ~~[(1)]~~ **(a)** An entity required to file an annual list with the
10 Secretary of State pursuant to this title, the person:

11 ~~[(a)]~~ **(1)** Shall pay a penalty of \$100 in addition to the annual
12 state business license fee;

13 ~~[(b)]~~ **(2)** Shall be deemed to have not complied with the
14 requirement to file an annual list with the Secretary of State; and

15 ~~[(c)]~~ **(3)** Is subject to all applicable provisions relating to the
16 failure to file an annual list, including, without limitation, the
17 provisions governing default and revocation of its charter or right to
18 transact business in this State, except that the person is required to
19 pay the penalty set forth in ~~[paragraph (a)]~~ **subparagraph (1).**

20 ~~[(2)]~~ **(b)** Not an entity required to file an annual list with the
21 Secretary of State, the person shall pay a penalty ~~[in the amount]~~ of
22 \$100 in addition to the annual state business license fee.

23 **2.** *A person who fails to obtain a state business license*
24 *pursuant to this section within 30 days after receiving notice of*
25 *failure to obtain a state business license from the Secretary of*
26 *State is subject to a fine of not less than \$1,000 but not more than*
27 *\$10,000. The penalty and fine set forth in this section are to be*
28 *recovered in a court of competent jurisdiction.*

29 **3.** *When the Secretary of State is advised that a person is*
30 *subject to the fine described in subsection 2, the Secretary of State*
31 *may, as soon as practicable, instruct the district attorney of the*
32 *county in which the person's principal place of business is located*
33 *or the Attorney General, or both, to institute proceedings to*
34 *recover the penalty and fine. If the district attorney or the Attorney*
35 *General prevails in a proceeding to recover the penalty and fine*
36 *set forth in this section, the district attorney or the Attorney*
37 *General is entitled to recover the costs of the proceeding,*
38 *including, without limitation, the cost of any investigation and*
39 *reasonable attorney's fees.*

40 **4.** *The Secretary of State may adopt regulations to administer*
41 *the provisions of this section.*

42 **Sec. 3.** NRS 76.130 is hereby amended to read as follows:

43 76.130 **1.** A person who applies for renewal of a state
44 business license shall submit a fee in the amount of \$100 to the
45 Secretary of State:



1 (a) If the person is an entity required to file an annual list with
2 the Secretary of State pursuant to this title, at the time the person
3 submits the annual list to the Secretary of State, unless the person
4 submits a certificate or other form evidencing the dissolution of the
5 entity; or

6 (b) If the person is not an entity required to file an annual list
7 with the Secretary of State pursuant to this title, on the last day of
8 the month in which the anniversary date of issuance of the state
9 business license occurs in each year, unless the person submits a
10 written statement to the Secretary of State, at least 10 days before
11 that date, indicating that the person will not be conducting a
12 business in this State after that date.

13 2. The Secretary of State shall, 90 days before the last day for
14 filing an application for renewal of the state business license of a
15 person who holds a state business license, provide to the person a
16 notice of the state business license fee due pursuant to this section
17 and a reminder to file the application for renewal required pursuant
18 to this section. Failure of any person to receive a notice does not
19 excuse the person from the penalty imposed by law.

20 3. If a person fails to submit the annual state business license
21 fee required pursuant to this section in a timely manner and the
22 person is:

23 (a) An entity required to file an annual list with the Secretary of
24 State pursuant to this title, the person:

25 (1) Shall pay a penalty of \$100 in addition to the annual state
26 business license fee;

27 (2) Shall be deemed to have not complied with the
28 requirement to file an annual list with the Secretary of State; and

29 (3) Is subject to all applicable provisions relating to the
30 failure to file an annual list, including, without limitation, the
31 provisions governing default and revocation of its charter or right to
32 transact business in this State, except that the person is required to
33 pay the penalty set forth in subparagraph (1).

34 (b) Not an entity required to file an annual list with the Secretary
35 of State, the person shall pay a penalty ~~[in the amount]~~ of \$100 in
36 addition to the annual state business license fee. The Secretary of
37 State shall provide to the person a written notice that:

38 (1) Must include a statement indicating the amount of the
39 fees and penalties required pursuant to this section and the costs
40 remaining unpaid.

41 (2) May be provided electronically, if the person has
42 requested to receive communications by electronic transmission, by
43 electronic mail or other electronic communication.

44 ***4. A person who fails to renew a state business license***
45 ***pursuant to this section within 30 days after receiving notice of***



1 *failure to renew a state business license from the Secretary of*
2 *State is subject to a fine of not less than \$1,000 but not more than*
3 *\$10,000. The penalty and fine set forth in this section are to be*
4 *recovered in a court of competent jurisdiction.*

5 *5. When the Secretary of State is advised that a person is*
6 *subject to the fine described in subsection 4, the Secretary of State*
7 *may, as soon as practicable, instruct the district attorney of the*
8 *county in which the person's principal place of business is located*
9 *or the Attorney General, or both, to institute proceedings to*
10 *recover the penalty and fine. If the district attorney or the Attorney*
11 *General prevails in a proceeding to recover the penalty and fine*
12 *set forth in this section, the district attorney or the Attorney*
13 *General is entitled to recover the costs of the proceeding,*
14 *including, without limitation, the cost of any investigation and*
15 *reasonable attorney's fees.*

16 *6. The Secretary of State may adopt regulations to administer*
17 *the provisions of this section.*

18 **Sec. 4.** NRS 78.047 is hereby amended to read as follows:

19 78.047 1. Every person, other than a corporation organized
20 and existing pursuant to the laws of another state, territory, the
21 District of Columbia, a possession of the United States or a foreign
22 country, who is purporting to do business in this State as a
23 corporation and who ~~{willfully}~~ fails or neglects to file with the
24 Secretary of State articles of incorporation is subject to a fine of not
25 less than \$1,000 but not more than \$10,000, to be recovered in a
26 court of competent jurisdiction.

27 2. When the Secretary of State is advised that a person is
28 subject to the fine described in subsection 1, the Secretary of State
29 may, as soon as practicable, instruct the district attorney of the
30 county in which the person's principal place of business is located
31 or the Attorney General, or both, to institute proceedings to recover
32 the fine. If the district attorney or the Attorney General prevails in a
33 proceeding to recover the fine described in subsection 1, the district
34 attorney or the Attorney General is entitled to recover the costs of
35 the proceeding, including, without limitation, the cost of any
36 investigation and reasonable attorney's fees.

37 3. The Secretary of State may adopt regulations to administer
38 the provisions of this section.

39 **Sec. 5.** NRS 80.010 is hereby amended to read as follows:

40 80.010 1. Before commencing or doing any business in this
41 State, each corporation organized pursuant to the laws of another
42 state, territory, the District of Columbia, a possession of the United
43 States or a foreign country that enters this State to do business must:

44 (a) File in the Office of the Secretary of State of this State:



1 (1) ~~[A certificate of corporate existence issued not more than~~
2 ~~90 days before the date of filing by an authorized officer of the~~
3 ~~jurisdiction of its incorporation setting forth the filing of records and~~
4 ~~instruments related to the articles of incorporation, or the~~
5 ~~governmental acts or other instrument or authority by which the~~
6 ~~corporation was created. If the certificate is in a language other than~~
7 ~~English, a translation, together with the oath of the translator and his~~
8 ~~or her attestation of its accuracy, must be attached to the certificate.~~

9 ~~— (2)]~~ The information required pursuant to NRS 77.310. The
10 street address of the registered agent is the registered office of the
11 corporation in this State.

12 ~~{(3)}~~ (2) A statement signed by an officer of the corporation
13 setting forth:

14 (I) A general description of the purposes of the
15 corporation; ~~{and}~~

16 (II) The authorized stock of the corporation and the
17 number and par value of shares having par value and the number of
18 shares having no par value ~~{-}~~;

19 *(III) A declaration of the existence of the corporation*
20 *and the name of the jurisdiction of its incorporation, or the*
21 *governmental acts or other instrument or authority by which the*
22 *corporation was created; and*

23 *(IV) A declaration that the corporation is in good*
24 *standing in the jurisdiction of its incorporation or creation, as*
25 *applicable.*

26 (b) Lodge in the Office of the Secretary of State a copy of the
27 record most recently filed by the corporation in the jurisdiction of its
28 incorporation setting forth the authorized stock of the corporation,
29 the number of par-value shares and their par value, and the number
30 of no-par-value shares.

31 2. The Secretary of State shall not file the records required by
32 subsection 1 for any foreign corporation whose name is not
33 distinguishable on the records of the Secretary of State from the
34 names of all other artificial persons formed, organized, registered or
35 qualified pursuant to the provisions of this title that are on file in the
36 Office of the Secretary of State and all names that are reserved in
37 the Office of the Secretary of State pursuant to the provisions of this
38 title, unless the written, acknowledged consent of the holder of the
39 name on file or reserved name to use the same name or the
40 requested similar name accompanies the articles of incorporation.

41 3. For the purposes of this section and NRS 80.012, a proposed
42 name is not distinguishable from a name on file or reserved solely
43 because one or the other names contains distinctive lettering, a
44 distinctive mark, a trademark or trade name, or any combination
45 thereof.



1 4. The name of a foreign corporation whose charter has been
2 revoked, which has merged and is not the surviving entity or whose
3 existence has otherwise terminated is available for use by any other
4 artificial person.

5 5. The Secretary of State shall not accept for filing the records
6 required by subsection 1 or NRS 80.110 for any foreign corporation
7 if the name of the corporation contains the words "engineer,"
8 "engineered," "engineering," "professional engineer," "registered
9 engineer" or "licensed engineer" unless the State Board of
10 Professional Engineers and Land Surveyors certifies that:

11 (a) The principals of the corporation are licensed to practice
12 engineering pursuant to the laws of this State; or

13 (b) The corporation is exempt from the prohibitions of
14 NRS 625.520.

15 6. The Secretary of State shall not accept for filing the records
16 required by subsection 1 or NRS 80.110 for any foreign corporation
17 if the name of the corporation contains the words "architect,"
18 "architecture," "registered architect," "licensed architect,"
19 "registered interior designer," "registered interior design,"
20 "residential designer," "registered residential designer," "licensed
21 residential designer" or "residential design" unless the State Board
22 of Architecture, Interior Design and Residential Design certifies
23 that:

24 (a) The principals of the corporation are holders of a certificate
25 of registration to practice architecture or residential design or to
26 practice as a registered interior designer, as applicable, pursuant to
27 the laws of this State; or

28 (b) The corporation is qualified to do business in this State
29 pursuant to NRS 623.349.

30 7. The Secretary of State shall not accept for filing the records
31 required by subsection 1 or NRS 80.110 for any foreign corporation
32 if it appears from the records that the business to be carried on by
33 the corporation is subject to supervision by the Commissioner of
34 Financial Institutions, unless the Commissioner certifies that:

35 (a) The corporation has obtained the authority required to do
36 business in this State; or

37 (b) The corporation is not subject to or is exempt from the
38 requirements for obtaining such authority.

39 8. The Secretary of State shall not accept for filing the records
40 required by subsection 1 or NRS 80.110 for any foreign corporation
41 if the name of the corporation contains the word "accountant,"
42 "accounting," "accountancy," "auditor" or "auditing" unless the
43 Nevada State Board of Accountancy certifies that the foreign
44 corporation:



1 (a) Is registered pursuant to the provisions of chapter 628 of
2 NRS; or

3 (b) Has filed with the Nevada State Board of Accountancy under
4 penalty of perjury a written statement that the foreign corporation is
5 not engaged in the practice of accounting and is not offering to
6 practice accounting in this State.

7 9. The Secretary of State may adopt regulations that interpret
8 the requirements of this section.

9 **Sec. 6.** NRS 80.055 is hereby amended to read as follows:

10 80.055 1. Every corporation which ~~willfully~~ fails or
11 neglects to comply with the provisions of NRS 80.010 to 80.040,
12 inclusive, is subject to a fine of not less than \$1,000 but not more
13 than \$10,000, to be recovered in a court of competent jurisdiction.

14 2. Except as otherwise provided in subsection 3, every
15 corporation which fails or neglects to comply with the provisions of
16 NRS 80.010 to 80.040, inclusive, may not commence or maintain
17 any action or proceeding in any court of this State until it has fully
18 complied with the provisions of NRS 80.010 to 80.040, inclusive.

19 3. An action or proceeding may be commenced by such a
20 corporation if an extraordinary remedy available pursuant to chapter
21 31 of NRS is all or part of the relief sought. Such an action or
22 proceeding must be dismissed without prejudice if the corporation
23 does not comply with the provisions of NRS 80.010 to 80.040,
24 inclusive, within 45 days after the action or proceeding is
25 commenced.

26 4. When the Secretary of State is advised that a corporation is
27 doing business in contravention of NRS 80.010 to 80.040, inclusive,
28 the Secretary of State may, as soon as practicable, instruct the
29 district attorney of the county where the corporation has its principal
30 place of business or the Attorney General, or both, to institute
31 proceedings to recover any applicable fine provided for in this
32 section. If the district attorney or the Attorney General prevails in a
33 proceeding to recover the fine described in subsection 1, the district
34 attorney or the Attorney General is entitled to recover the costs of
35 the proceeding, including, without limitation, the cost of any
36 investigation and reasonable attorney's fees.

37 5. The failure of a corporation to comply with the provisions of
38 NRS 80.010 to 80.040, inclusive, does not impair the validity of any
39 contract or act of the corporation, or prevent the corporation from
40 defending any action, suit or proceeding in any court of this State.

41 6. The Secretary of State may adopt regulations to administer
42 the provisions of this section.

43 **Sec. 7.** NRS 80.110 is hereby amended to read as follows:

44 80.110 1. Each foreign corporation doing business in this
45 State shall, on or before the last day of the first month after the filing



1 of ~~its certificate of corporate existence~~ *the records required by*
2 *this subsection or NRS 80.010* with the Secretary of State, and
3 annually thereafter on or before the last day of the month in which
4 the anniversary date of its qualification to do business in this State
5 occurs in each year, file with the Secretary of State a list, on a form
6 furnished by the Secretary of State, that contains:

7 (a) The names and addresses, either residence or business, of its
8 president, secretary and treasurer, or the equivalent thereof, and all
9 of its directors;

10 (b) The information required pursuant to NRS 77.310; and

11 (c) The signature of an officer of the corporation.

12 2. Each list filed pursuant to subsection 1 must be accompanied
13 by:

14 (a) A declaration under penalty of perjury that the foreign
15 corporation has complied with the provisions of chapter 76 of NRS
16 and which acknowledges that pursuant to NRS 239.330, it is a
17 category C felony to knowingly offer any false or forged instrument
18 for filing with the Office of the Secretary of State.

19 (b) A statement as to whether the foreign corporation is a
20 publicly traded company. If the corporation is a publicly traded
21 company, the corporation must list its Central Index Key. The
22 Secretary of State shall include on the Secretary of State's Internet
23 website the Central Index Key of a corporation provided pursuant to
24 this subsection and instructions describing the manner in which a
25 member of the public may obtain information concerning the
26 corporation from the Securities and Exchange Commission.

27 3. Upon filing:

28 (a) The initial list required by subsection 1, the corporation shall
29 pay to the Secretary of State a fee of \$125.

30 (b) Each annual list required by subsection 1, the corporation
31 shall pay to the Secretary of State, if the amount represented by the
32 total number of shares provided for in the articles is:

33	
34	\$75,000 or less\$125
35	Over \$75,000 and not over \$200,000.....175
36	Over \$200,000 and not over \$500,000.....275
37	Over \$500,000 and not over \$1,000,000.....375
38	Over \$1,000,000:
39	For the first \$1,000,000.....375
40	For each additional \$500,000 or fraction thereof.....275

41 ➔ The maximum fee which may be charged pursuant to paragraph
42 (b) for filing the annual list is \$11,100.

43

44 4. If a director or officer of a corporation resigns and the
45 resignation is not reflected on the annual or amended list of directors



1 and officers, the corporation or the resigning director or officer shall
2 pay to the Secretary of State a fee of \$75 to file the resignation.

3 5. The Secretary of State shall, 90 days before the last day for
4 filing each annual list required by subsection 1, provide to each
5 corporation which is required to comply with the provisions of NRS
6 80.110 to 80.175, inclusive, and which has not become delinquent, a
7 notice of the fee due pursuant to subsection 3 and a reminder to file
8 the list pursuant to subsection 1. Failure of any corporation to
9 receive a notice does not excuse it from the penalty imposed by the
10 provisions of NRS 80.110 to 80.175, inclusive.

11 6. An annual list for a corporation not in default which is
12 received by the Secretary of State more than 90 days before its due
13 date shall be deemed an amended list for the previous year and does
14 not satisfy the requirements of subsection 1 for the year to which the
15 due date is applicable.

16 **Sec. 8.** NRS 82.5234 is hereby amended to read as follows:

17 82.5234 1. Every foreign nonprofit corporation which is
18 doing business in this State and which ~~willfully~~ fails or neglects to
19 qualify to do business in this State in accordance with the laws of
20 this State is subject to a fine of not less than \$1,000 but not more
21 than \$10,000, to be recovered in a court of competent jurisdiction.

22 2. Except as otherwise provided in subsection 3, every foreign
23 nonprofit corporation which is doing business in this State and
24 which fails or neglects to qualify to do business in this State in
25 accordance with the laws of this State may not commence or
26 maintain any action or proceeding in any court of this State until it
27 has qualified to do business in this State.

28 3. An action or proceeding may be commenced by such a
29 corporation if an extraordinary remedy available pursuant to chapter
30 31 of NRS is all or part of the relief sought. Such an action or
31 proceeding must be dismissed without prejudice if the corporation
32 does not qualify to do business in this State within 45 days after the
33 action or proceeding is commenced.

34 4. When the Secretary of State is advised that a foreign
35 nonprofit corporation is subject to the fine described in subsection 1,
36 the Secretary of State may, as soon as practicable, instruct the
37 district attorney of the county where the foreign nonprofit
38 corporation has its principal place of business or the Attorney
39 General, or both, to institute proceedings to recover the fine. If the
40 district attorney or the Attorney General prevails in a proceeding to
41 recover the fine described in subsection 1, the district attorney or the
42 Attorney General is entitled to recover the costs of the proceeding,
43 including, without limitation, the cost of any investigation and
44 reasonable attorney's fees.



1 5. The failure of a foreign nonprofit corporation to qualify to
2 do business in this State in accordance with the laws of this State
3 does not impair the validity of any contract or act of the corporation,
4 or prevent the corporation from defending any action, suit or
5 proceeding in any court of this State.

6 6. The Secretary of State may adopt regulations to administer
7 the provisions of this section.

8 **Sec. 9.** NRS 86.213 is hereby amended to read as follows:

9 86.213 1. Every person, other than a foreign limited-liability
10 company, who is purporting to do business in this State as a limited-
11 liability company and who ~~willfully~~ fails or neglects to file with
12 the Secretary of State articles of organization is subject to a fine of
13 not less than \$1,000 but not more than \$10,000, to be recovered in a
14 court of competent jurisdiction.

15 2. When the Secretary of State is advised that a person is
16 subject to the fine described in subsection 1, the Secretary of State
17 may, as soon as practicable, instruct the district attorney of the
18 county in which the person's principal place of business is located
19 or the Attorney General, or both, to institute proceedings to recover
20 the fine. If the district attorney or the Attorney General prevails in a
21 proceeding to recover the fine described in subsection 1, the district
22 attorney or the Attorney General is entitled to recover the costs of
23 the proceeding, including, without limitation, the cost of any
24 investigation and reasonable attorney's fees.

25 3. The Secretary of State may adopt regulations to administer
26 the provisions of this section.

27 **Sec. 10.** NRS 86.544 is hereby amended to read as follows:

28 86.544 Before transacting business in this State, a foreign
29 limited-liability company must register with the Secretary of State.
30 In order to register, a foreign limited-liability company must submit
31 to the Secretary of State an application for registration as a foreign
32 limited-liability company, signed by a manager of the company or,
33 if management is not vested in a manager, a member of the
34 company. The application for registration must set forth:

35 1. The name of the foreign limited-liability company and, if
36 different, the name under which it proposes to register and transact
37 business in this State;

38 2. The ~~state~~ *jurisdiction* and date of its formation;

39 3. *A declaration of the existence of the foreign limited-*
40 *liability company;*

41 4. *A declaration that the foreign limited-liability company is*
42 *in good standing in the jurisdiction of its formation;*

43 5. The information required pursuant to NRS 77.310;

44 ~~4-~~ 6. A statement that the Secretary of State is appointed the
45 agent of the foreign limited-liability company for service of process



1 if the authority of the registered agent has been revoked, or if the
2 registered agent has resigned or cannot be found or served with the
3 exercise of reasonable diligence;

4 ~~[5-]~~ 7. The address of the office required to be maintained in
5 the state of its organization by the laws of that state or, if not so
6 required, of the principal office of the foreign limited-liability
7 company;

8 ~~[6-]~~ 8. The name and business address of each manager or, if
9 management is not vested in a manager, each member;

10 ~~[7-]~~ 9. The address of the office at which is kept a list of the
11 names and addresses of the members and their capital contributions,
12 together with an undertaking by the foreign limited-liability
13 company to keep those records until the registration in this State of
14 the foreign limited-liability company is cancelled or withdrawn; and

15 ~~[8-]~~ 10. If the foreign limited-liability company has one or
16 more series of members and if the debts or liabilities of a series are
17 enforceable against the assets of that series only and not against the
18 assets of the company generally or another series, a statement to that
19 effect.

20 **Sec. 11.** NRS 86.548 is hereby amended to read as follows:

21 86.548 1. Every foreign limited-liability company transacting
22 business in this State which ~~[willfully]~~ fails or neglects to register
23 with the Secretary of State in accordance with the provisions of
24 NRS 86.544 is subject to a fine of not less than \$1,000 but not more
25 than \$10,000, to be recovered in a court of competent jurisdiction.

26 2. Every foreign limited-liability company transacting business
27 in this State which fails or neglects to register with the Secretary of
28 State in accordance with the provisions of NRS 86.544 may not
29 commence or maintain any action, suit or proceeding in any court of
30 this State until it has registered with the Secretary of State.

31 3. The failure of a foreign limited-liability company to register
32 with the Secretary of State does not impair the validity of any
33 contract or act of the foreign limited-liability company, or prevent
34 the foreign limited-liability company from defending any action,
35 suit or proceeding in any court of this State.

36 4. When the Secretary of State is advised that a foreign limited-
37 liability company is subject to the fine described in subsection 1, the
38 Secretary of State may, as soon as practicable, instruct the district
39 attorney of the county where the foreign limited-liability company
40 has its principal place of business or the Attorney General, or both,
41 to institute proceedings to recover the fine. If the district attorney or
42 the Attorney General prevails in a proceeding to recover the fine
43 described in subsection 1, the district attorney or the Attorney
44 General is entitled to recover the costs of the proceeding, including,



1 without limitation, the cost of any investigation and reasonable
2 attorney's fees.

3 5. A foreign limited-liability company, by transacting business
4 in this State without registering with the Secretary of State, appoints
5 the Secretary of State as its agent for service of process with respect
6 to causes of action arising out of the transaction of business in this
7 State by the foreign limited-liability company.

8 6. The Secretary of State may adopt regulations to administer
9 the provisions of this section.

10 **Sec. 12.** NRS 87.445 is hereby amended to read as follows:

11 87.445 1. Every person, other than a foreign registered
12 limited-liability partnership, who is purporting to do business in this
13 State as a registered limited-liability partnership and who ~~willfully~~
14 fails or neglects to file with the Secretary of State a certificate of
15 registration is subject to a fine of not less than \$1,000 but not more
16 than \$10,000, to be recovered in a court of competent jurisdiction.

17 2. When the Secretary of State is advised that a person is
18 subject to the fine described in subsection 1, the Secretary of State
19 may, as soon as practicable, instruct the district attorney of the
20 county in which the person's principal place of business is located
21 or the Attorney General, or both, to institute proceedings to recover
22 the fine. If the district attorney or the Attorney General prevails in a
23 proceeding to recover the fine described in subsection 1, the district
24 attorney or the Attorney General is entitled to recover the costs of
25 the proceeding, including, without limitation, the cost of any
26 investigation and reasonable attorney's fees.

27 3. The Secretary of State may adopt regulations to administer
28 the provisions of this section.

29 **Sec. 13.** NRS 87.5405 is hereby amended to read as follows:

30 87.5405 1. Every foreign registered limited-liability
31 partnership which is doing business in this State and which
32 ~~willfully~~ fails or neglects to register with the Secretary of State
33 pursuant to NRS 87.440 to 87.500, inclusive, and 87.541 to 87.544,
34 inclusive, is subject to a fine of not less than \$1,000 but not more
35 than \$10,000, to be recovered in a court of competent jurisdiction.

36 2. Every foreign registered limited-liability partnership which
37 is doing business in this State and which fails or neglects to register
38 with the Secretary of State pursuant to NRS 87.440 to 87.500,
39 inclusive, and 87.541 to 87.544, inclusive, may not commence or
40 maintain any action, suit or proceeding in any court of this State
41 until it has registered with the Secretary of State pursuant to NRS
42 87.440 to 87.500, inclusive, and 87.541 to 87.544, inclusive.

43 3. The failure of a foreign registered limited-liability
44 partnership to register in this State does not impair the validity of
45 any contract or act of the foreign registered limited-liability



1 partnership, or prevent the foreign registered limited-liability
2 partnership from defending any action, suit or proceeding in any
3 court of this State.

4 4. When the Secretary of State is advised that a foreign
5 registered limited-liability partnership is subject to the fine
6 described in subsection 1, the Secretary of State may, as soon as
7 practicable, instruct the district attorney of the county in which the
8 foreign registered limited-liability partnership's principal place of
9 business is located or the Attorney General, or both, to institute
10 proceedings to recover the fine. If the district attorney or the
11 Attorney General prevails in a proceeding to recover the fine
12 described in subsection 1, the district attorney or the Attorney
13 General is entitled to recover the costs of the proceeding, including,
14 without limitation, the cost of any investigation and reasonable
15 attorney's fees.

16 5. A foreign registered limited-liability partnership, by
17 transacting business in this State without registration, appoints the
18 Secretary of State as its agent for service of process with respect to
19 causes of action arising out of the transaction of business in this
20 State by the foreign registered limited-liability partnership.

21 6. The Secretary of State may adopt regulations to administer
22 the provisions of this section.

23 **Sec. 14.** NRS 87A.237 is hereby amended to read as follows:

24 87A.237 1. Every person, other than a foreign limited
25 partnership, who is purporting to do business in this State as a
26 limited partnership and who [willfully] fails or neglects to file with
27 the Secretary of State a certificate of limited partnership is subject to
28 a fine of not less than \$1,000 but not more than \$10,000, to be
29 recovered in a court of competent jurisdiction.

30 2. When the Secretary of State is advised that a person, other
31 than a foreign limited partnership, is subject to the fine described in
32 subsection 1, the Secretary of State may, as soon as practicable,
33 instruct the district attorney of the county in which the person's
34 principal place of business is located or the Attorney General, or
35 both, to institute proceedings to recover the fine. If the district
36 attorney or the Attorney General prevails in a proceeding to recover
37 the fine described in subsection 1, the district attorney or the
38 Attorney General is entitled to recover the costs of the proceeding,
39 including, without limitation, the cost of any investigation and
40 reasonable attorney's fees.

41 3. The Secretary of State may adopt regulations to administer
42 the provisions of this section.

43 **Sec. 15.** NRS 87A.610 is hereby amended to read as follows:

44 87A.610 1. Every foreign limited partnership transacting
45 business in this State which [willfully] fails or neglects to register



1 with the Secretary of State in accordance with the provisions of
2 NRS 87A.540 or 88.575 is subject to a fine of not less than \$1,000
3 but not more than \$10,000, to be recovered in a court of competent
4 jurisdiction.

5 2. Every foreign limited partnership transacting business in this
6 State which fails or neglects to register with the Secretary of State in
7 accordance with the provisions of NRS 87A.540 or 88.575 may not
8 commence or maintain any action, suit or proceeding in any court of
9 this State until it has registered with the Secretary of State.

10 3. The failure of a foreign limited partnership to register with
11 the Secretary of State does not impair the validity of any contract or
12 act of the foreign limited partnership or prevent the foreign limited
13 partnership from defending any action, suit or proceeding in any
14 court of this State.

15 4. When the Secretary of State is advised that a foreign limited
16 partnership is subject to the fine described in subsection 1, the
17 Secretary of State may, as soon as practicable, instruct the district
18 attorney of the county where the foreign limited partnership has its
19 principal place of business or the Attorney General, or both, to
20 institute proceedings to recover any applicable fine provided for in
21 this section. If the district attorney or the Attorney General prevails
22 in a proceeding to recover a fine pursuant to this section, the district
23 attorney or the Attorney General is entitled to recover the costs of
24 the proceeding, including, without limitation, the cost of any
25 investigation and reasonable attorney's fees.

26 5. A limited partner of a foreign limited partnership is not
27 liable as a general partner of the foreign limited partnership solely
28 by reason of having transacted business in this State without
29 registration.

30 6. A foreign limited partnership, by transacting business in this
31 State without registering with the Secretary of State, appoints the
32 Secretary of State as its agent for service of process with respect to
33 causes of action arising out of the transaction of business in this
34 State.

35 7. The Secretary of State may adopt regulations to administer
36 the provisions of this section.

37 **Sec. 16.** NRS 87A.632 is hereby amended to read as follows:

38 87A.632 1. Every person, other than a limited-liability
39 limited partnership formed pursuant to an agreement governed by
40 the laws of another state, who is purporting to do business in this
41 State as a registered limited-liability limited partnership and who
42 [willfully] fails or neglects to file with the Secretary of State a
43 certificate of registration is subject to a fine of not less than \$1,000
44 but not more than \$10,000, to be recovered in a court of competent
45 jurisdiction.



1 2. When the Secretary of State is advised that a person is
2 subject to the fine described in subsection 1, the Secretary of State
3 may, as soon as practicable, instruct the district attorney of the
4 county in which the person's principal place of business is located
5 or the Attorney General, or both, to institute proceedings to recover
6 the fine. If the district attorney or the Attorney General prevails in a
7 proceeding to recover the fine described in this section, the district
8 attorney or the Attorney General is entitled to recover the costs of
9 the proceeding, including, without limitation, the cost of any
10 investigation and reasonable attorney's fees.

11 3. The Secretary of State may adopt regulations to administer
12 the provisions of this section.

13 **Sec. 17.** NRS 87A.652 is hereby amended to read as follows:

14 87A.652 1. Every limited-liability limited partnership,
15 formed pursuant to an agreement governed by the laws of another
16 state, which is purporting to transact business in this State as a
17 foreign registered limited-liability limited partnership and which
18 [willfully] fails or neglects to register with the Secretary of State in
19 accordance with the provisions of NRS 87A.540 or 88.575 is subject
20 to a fine of not less than \$1,000 but not more than \$10,000, to be
21 recovered in a court of competent jurisdiction.

22 2. Every limited-liability limited partnership, formed pursuant
23 to an agreement governed by the laws of another state, which is
24 purporting to transact business in this State as a foreign registered
25 limited-liability limited partnership and which fails or neglects to
26 register with the Secretary of State in accordance with the
27 provisions of NRS 87A.540 or 88.575 may not commence or
28 maintain any action, suit or proceeding in any court of this State
29 until it has registered in this State.

30 3. The failure of a limited-liability limited partnership, formed
31 pursuant to an agreement governed by the laws of another state and
32 purporting to do business in this State as a foreign registered
33 limited-liability limited partnership, to register with the Secretary of
34 State in accordance with the provisions of NRS 87A.540 or 88.575
35 does not impair the validity of any contract or act of the limited-
36 liability limited partnership or prevent the limited-liability limited
37 partnership from defending any action, suit or proceeding in any
38 court of this State.

39 4. When the Secretary of State is advised that a limited-liability
40 limited partnership, formed pursuant to an agreement governed by
41 the laws of another state, is subject to the fine described in
42 subsection 1, the Secretary of State may, as soon as practicable,
43 instruct the district attorney of the county where the limited-liability
44 limited partnership has its principal place of business or the
45 Attorney General, or both, to institute proceedings to recover the



1 fine. If the district attorney or the Attorney General prevails in a
2 proceeding to recover the fine described in subsection 1, the district
3 attorney or the Attorney General is entitled to recover the costs of
4 the proceeding, including, without limitation, the cost of any
5 investigation and reasonable attorney's fees.

6 5. A limited partner of a limited-liability limited partnership,
7 formed pursuant to an agreement governed by the laws of another
8 state, is not liable as a general partner of the limited-liability limited
9 partnership solely by reason of having transacted business in this
10 State without registration.

11 6. A limited-liability limited partnership, formed pursuant to an
12 agreement governed by the laws of another state, by transacting
13 business in this State without registering with the Secretary of State
14 in accordance with the provisions of NRS 87A.540 or 88.575,
15 appoints the Secretary of State as its agent for service of process
16 with respect to causes of action arising out of the transaction of
17 business in this State.

18 7. The Secretary of State may adopt regulations to administer
19 the provisions of this section.

20 **Sec. 18.** NRS 88.352 is hereby amended to read as follows:

21 88.352 1. Every person, other than a foreign limited
22 partnership, who is purporting to do business in this State as a
23 limited partnership and who **[willfully]** fails or neglects to file with
24 the Secretary of State a certificate of limited partnership is subject to
25 a fine of not less than \$1,000 but not more than \$10,000, to be
26 recovered in a court of competent jurisdiction.

27 2. When the Secretary of State is advised that a person, other
28 than a foreign limited partnership, is subject to the fine described in
29 subsection 1, the Secretary of State may, as soon as practicable,
30 instruct the district attorney of the county in which the person's
31 principal place of business is located or the Attorney General, or
32 both, to institute proceedings to recover the fine. If the district
33 attorney or the Attorney General prevails in a proceeding to recover
34 the fine described in subsection 1, the district attorney or the
35 Attorney General is entitled to recover the costs of the proceeding,
36 including, without limitation, the cost of any investigation and
37 reasonable attorney's fees.

38 3. The Secretary of State may adopt regulations to administer
39 the provisions of this section.

40 **Sec. 19.** NRS 88.600 is hereby amended to read as follows:

41 88.600 1. Every foreign limited partnership transacting
42 business in this State which **[willfully]** fails or neglects to register
43 with the Secretary of State in accordance with the provisions of
44 NRS 87A.540 or 88.575 is subject to a fine of not less than \$1,000



1 but not more than \$10,000, to be recovered in a court of competent
2 jurisdiction.

3 2. Every foreign limited partnership transacting business in this
4 State which fails or neglects to register with the Secretary of State in
5 accordance with the provisions of NRS 87A.540 or 88.575 may not
6 commence or maintain any action, suit or proceeding in any court of
7 this State until it has registered in this State.

8 3. The failure of a foreign limited partnership to register with
9 the Secretary of State does not impair the validity of any contract or
10 act of the foreign limited partnership or prevent the foreign limited
11 partnership from defending any action, suit or proceeding in any
12 court of this State.

13 4. When the Secretary of State is advised that a foreign limited
14 partnership is subject to the fine described in subsection 1, the
15 Secretary of State may, as soon as practicable, instruct the district
16 attorney of the county where the foreign limited partnership has its
17 principal place of business or the Attorney General, or both, to
18 institute proceedings to recover the fine. If the district attorney or
19 the Attorney General prevails in a proceeding to recover the fine
20 described in subsection 1, the district attorney or the Attorney
21 General is entitled to recover the costs of the proceeding, including,
22 without limitation, the cost of any investigation and reasonable
23 attorney's fees.

24 5. A limited partner of a foreign limited partnership is not
25 liable as a general partner of the foreign limited partnership solely
26 by reason of having transacted business in this State without
27 registration.

28 6. A foreign limited partnership, by transacting business in this
29 State without registering with the Secretary of State, appoints the
30 Secretary of State as its agent for service of process with respect to
31 causes of action arising out of the transaction of business in this
32 State.

33 7. The Secretary of State may adopt regulations to administer
34 the provisions of this section.

35 **Sec. 20.** NRS 88.6062 is hereby amended to read as follows:

36 88.6062 1. Every person, other than a limited-liability limited
37 partnership formed pursuant to an agreement governed by the laws
38 of another state, who is purporting to do business in this State as a
39 registered limited-liability limited partnership and who [willfully]
40 fails or neglects to file with the Secretary of State a certificate of
41 registration is subject to a fine of not less than \$1,000 but not more
42 than \$10,000, to be recovered in a court of competent jurisdiction.

43 2. When the Secretary of State is advised that a person is
44 subject to the fine described in subsection 1, the Secretary of State
45 may, as soon as practicable, instruct the district attorney of the



1 county in which the person's principal place of business is located
2 or the Attorney General, or both, to institute proceedings to recover
3 the fine. If the district attorney or the Attorney General prevails in a
4 proceeding to recover the fine described in this section, the district
5 attorney or the Attorney General is entitled to recover the costs of
6 the proceeding, including, without limitation, the cost of any
7 investigation and reasonable attorney's fees.

8 3. The Secretary of State may adopt regulations to administer
9 the provisions of this section.

10 **Sec. 21.** NRS 88.6087 is hereby amended to read as follows:

11 88.6087 1. Every limited-liability limited partnership, formed
12 pursuant to an agreement governed by the laws of another state,
13 which is purporting to transact business in this State as a foreign
14 registered limited-liability limited partnership and which [willfully]
15 fails or neglects to register with the Secretary of State in accordance
16 with the provisions of NRS 87A.540 or 88.575 is subject to a fine of
17 not less than \$1,000 but not more than \$10,000, to be recovered in a
18 court of competent jurisdiction.

19 2. Every limited-liability limited partnership, formed pursuant
20 to an agreement governed by the laws of another state, which is
21 purporting to transact business in this State as a foreign registered
22 limited-liability limited partnership and which fails or neglects to
23 register with the Secretary of State in accordance with the
24 provisions of NRS 87A.540 or 88.575 may not commence or
25 maintain any action, suit or proceeding in any court of this State
26 until it has registered in this State.

27 3. The failure of a limited-liability limited partnership, formed
28 pursuant to an agreement governed by the laws of another state and
29 purporting to do business in this State as a foreign registered
30 limited-liability limited partnership, to register with the Secretary of
31 State in accordance with the provisions of NRS 87A.540 or 88.575
32 does not impair the validity of any contract or act of the limited-
33 liability limited partnership or prevent the limited-liability limited
34 partnership from defending any action, suit or proceeding in any
35 court of this State.

36 4. When the Secretary of State is advised that a limited-liability
37 limited partnership, formed pursuant to an agreement governed by
38 the laws of another state, is subject to the fine described in
39 subsection 1, the Secretary of State may, as soon as practicable,
40 instruct the district attorney of the county where the limited-liability
41 limited partnership has its principal place of business or the
42 Attorney General, or both, to institute proceedings to recover the
43 fine. If the district attorney or the Attorney General prevails in a
44 proceeding to recover the fine described in subsection 1, the district
45 attorney or the Attorney General is entitled to recover the costs of



1 the proceeding, including, without limitation, the cost of any
2 investigation and reasonable attorney's fees.

3 5. A limited partner of a limited-liability limited partnership,
4 formed pursuant to an agreement governed by the laws of another
5 state, is not liable as a general partner of the limited-liability limited
6 partnership solely by reason of having transacted business in this
7 State without registration.

8 6. A limited-liability limited partnership, formed pursuant to an
9 agreement governed by the laws of another state, by transacting
10 business in this State without registering with the Secretary of State
11 in accordance with the provisions of NRS 87A.540 or 88.575,
12 appoints the Secretary of State as its agent for service of process
13 with respect to causes of action arising out of the transaction of
14 business in this State.

15 7. The Secretary of State may adopt regulations to administer
16 the provisions of this section.

17 **Sec. 22.** NRS 88A.215 is hereby amended to read as follows:

18 88A.215 1. Every person, other than a foreign business trust,
19 who is purporting to do business in this State as a business trust and
20 who **[willfully]** fails or neglects to file with the Secretary of State a
21 certificate of trust is subject to a fine of not less than \$1,000 but not
22 more than \$10,000, to be recovered in a court of competent
23 jurisdiction.

24 2. When the Secretary of State is advised that a person, other
25 than a foreign business trust, is subject to the fine described in
26 subsection 1, the Secretary of State may, as soon as practicable,
27 instruct the district attorney of the county in which the person's
28 principal place of business is located or the Attorney General, or
29 both, to institute proceedings to recover the fine. If the district
30 attorney or the Attorney General prevails in a proceeding to recover
31 the fine described in subsection 1, the district attorney or the
32 Attorney General is entitled to recover the costs of the proceeding,
33 including, without limitation, the cost of any investigation and
34 reasonable attorney's fees.

35 3. The Secretary of State may adopt regulations to administer
36 the provisions of this section.

37 **Sec. 23.** NRS 88A.750 is hereby amended to read as follows:

38 88A.750 1. Every foreign business trust transacting business
39 in this State which **[willfully]** fails or neglects to register with the
40 Secretary of State pursuant to the provisions of NRS 88A.710 is
41 subject to a fine of not less than \$1,000 but not more than \$10,000,
42 to be recovered in a court of competent jurisdiction.

43 2. Every foreign business trust transacting business in this State
44 which fails or neglects to register with the Secretary of State
45 pursuant to the provisions of NRS 88A.710 may not commence or



1 maintain any action, suit or proceeding in any court of this State
2 until it has registered with the Secretary of State.

3 3. The failure of a foreign business trust to register with the
4 Secretary of State does not impair the validity of any contract or act
5 of the foreign business trust or prevent the foreign business trust
6 from defending any action, suit or proceeding in any court of this
7 State.

8 4. When the Secretary of State is advised that a foreign
9 business trust is subject to the fine described in subsection 1, the
10 Secretary of State may, as soon as practicable, instruct the district
11 attorney of the county where the foreign business trust has its
12 principal place of business or the Attorney General, or both, to
13 institute proceedings to recover the fine. If the district attorney or
14 the Attorney General prevails in a proceeding to recover the fine
15 described in subsection 1, the district attorney or the Attorney
16 General is entitled to recover the costs of the proceeding, including,
17 without limitation, the cost of any investigation and reasonable
18 attorney's fees.

19 5. A foreign business trust, by transacting business in this State
20 without registering the Secretary of State, appoints the Secretary of
21 State as its agent for service of process with respect to causes of
22 action arising out of the transaction of business in this State.

23 6. The Secretary of State may adopt regulations to administer
24 the provisions of this section.

25 **Sec. 24.** NRS 89.215 is hereby amended to read as follows:

26 89.215 1. Every person who is purporting to do business in
27 this State as a professional association and who [~~willfully~~] fails or
28 neglects to file with the Secretary of State articles of association is
29 subject to a fine of not less than \$1,000 but not more than \$10,000,
30 to be recovered in a court of competent jurisdiction.

31 2. When the Secretary of State is advised that a person is
32 subject to the fine described in subsection 1, the Secretary of State
33 may, as soon as practicable, instruct the district attorney of the
34 county in which the person's principal place of business is located
35 or the Attorney General, or both, to institute proceedings to recover
36 the fine. If the district attorney or the Attorney General prevails in a
37 proceeding to recover the fine described in subsection 1, the district
38 attorney or the Attorney General is entitled to recover the costs of
39 the proceeding, including, without limitation, the cost of any
40 investigation and reasonable attorney's fees.

41 3. The Secretary of State may adopt regulations to administer
42 the provisions of this section.

43 **Sec. 25.** NRS 104.9526 is hereby amended to read as follows:

44 104.9526 1. The Secretary of State shall adopt and publish
45 rules to effectuate this article. The filing-office rules must be:



- 1 (a) Consistent with this article; and
- 2 (b) Adopted in accordance with the provisions of chapter 233B
- 3 of NRS.

4 2. To keep the filing-office rules and the practices of the filing
 5 office in harmony with the rules and practices of filing offices in
 6 other jurisdictions that enact substantially this part, and to keep the
 7 technology used by the filing office compatible with the technology
 8 used by filing offices in other jurisdictions that enact substantially
 9 this part, the Secretary of State, so far as is consistent with the
 10 purposes, policies, and provisions of this article, in adopting,
 11 amending, and repealing filing-office rules, shall:

12 (a) Consult with filing offices in other jurisdictions that enact
 13 substantially this part;

14 (b) Consult the most recent version of the Model Rules
 15 promulgated by the International Association of ~~Corporation~~
 16 *Commercial* Administrators or any successor organization; and

17 (c) Take into consideration the rules and practices of, and the
 18 technology used by, filing offices in other jurisdictions that enact
 19 substantially this part.

20 **Sec. 26.** NRS 104.9527 is hereby amended to read as follows:

21 104.9527 The Secretary of State shall report biennially on or
 22 before the first Monday of February in each odd-numbered year to
 23 the Governor and Legislature on the operation of the filing office.
 24 The report must contain a statement of the extent to which:

25 1. The filing-office rules are not in harmony with the rules of
 26 filing offices in other jurisdictions that enact substantially this part
 27 and the reasons for these variations; and

28 2. The filing-office rules are not in harmony with the most
 29 recent version of the Model Rules promulgated by the International
 30 Association of ~~Corporation~~ *Commercial* Administrators, or any
 31 successor organization, and the reasons for these variations.

32 **Sec. 27.** NRS 225.140 is hereby amended to read as follows:

33 225.140 1. Except as otherwise provided in subsection 2, in
 34 addition to other fees authorized by law, the Secretary of State shall
 35 charge and collect the following fees:

36
 37 For certifying to a copy of any law, joint
 38 resolution, transcript of record or other
 39 paper on file or of record with the
 40 Secretary of State, including, but not
 41 limited to, a document required to be filed
 42 pursuant to title 24 of NRS, and use of the
 43 State Seal, for each impression ~~[\$20]~~ \$30



1 For each passport or other document signed
 2 by the Governor and attested by the
 3 Secretary of State\$10
 4 *For each duplicate certificate issued by the*
 5 *Secretary of State\$50*

6
 7 2. The Secretary of State:

8 (a) Shall charge a reasonable fee for searching records and
 9 documents kept in his or her office, including, but not limited to,
 10 records and documents that are stored on a computer database.

11 (b) May charge or collect any filing or other fees for services
 12 rendered by him or her to the State of Nevada, any local
 13 governmental agency or agency of the Federal Government, or any
 14 officer thereof in his or her official capacity or respecting his or her
 15 office or official duties.

16 (c) May not charge or collect a filing or other fee for:

17 (1) Attesting extradition papers or executive warrants for
 18 other states.

19 (2) Any commission or appointment issued or made by the
 20 Governor, either for the use of the State Seal or otherwise.

21 (d) May charge a reasonable fee, not to exceed:

22 (1) One thousand dollars, for providing service within 1 hour
 23 after the time service is requested;

24 (2) Five hundred dollars, for providing service more than 1
 25 hour but within 2 hours after the time the service is requested; and

26 (3) One hundred twenty-five dollars, for providing any other
 27 special service, including, but not limited to, providing service more
 28 than 2 hours but within 24 hours after the time the service is
 29 requested, accepting documents filed by facsimile machine and
 30 other use of new technology.

31 (e) Shall charge a person, for each check or other negotiable
 32 instrument returned to the Office of the Secretary of State because
 33 the person had insufficient money or credit with the drawee to pay
 34 the check or other instrument or because the person stopped
 35 payment on the check or other instrument:

36 (1) A fee of \$25; and

37 (2) If the check or other instrument that was returned had
 38 been presented for the payment of a filing fee for more than one
 39 entity, an additional fee in an amount equal to the actual cost
 40 incurred by the Office of the Secretary of State to perform the
 41 following actions as a result of the returned check or instrument:

42 (I) Reversing the status of the entities in the records of the
 43 Office of the Secretary of State; and

44 (II) Recouping any fees charged for services rendered by
 45 the Office of the Secretary of State to the entities, including, without



1 limitation, fees charged for providing service pursuant to paragraph
2 (d), providing copies or issuing certificates.
3 ➔ The Secretary of State shall, by regulation, establish procedures
4 for the imposition of the fees authorized by this paragraph and the
5 manner in which a fee authorized by subparagraph (2) will be
6 calculated.
7 (f) May charge a reasonable fee for searching for and cancelling
8 or removing, if requested, any filing that has been submitted to him
9 or her but not yet processed.
10 3. The Secretary of State shall post a schedule of the fees
11 authorized to be charged pursuant to this section in a conspicuous
12 place at each office at which such fees are collected.
13 **Sec. 28.** This act becomes effective on July 1, 2011.

⑩

