

ASSEMBLY BILL NO. 323—ASSEMBLYMAN WHEELER

MARCH 16, 2015

Referred to Committee on Judiciary

SUMMARY—Eliminates the fee for a state business license and certain other fees for filings by certain business associations. (BDR 7-171)

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

~

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

AN ACT relating to business associations; eliminating the fees for the application for and renewal of a state business license; eliminating fees relating to certain filings by certain business associations; and providing other matters properly relating thereto.

**Legislative Counsel’s Digest:**

- 1 Under existing law, certain businesses are required to pay a fee of \$100 to
- 2 obtain or renew a state business license to conduct a business in this State. (NRS
- 3 76.100, 76.130) **Sections 1 and 3** of this bill eliminate these fees.
- 4 Existing law requires business associations to file with the Secretary of State
- 5 certain information and to pay certain filing fees before conducting business in this
- 6 State and annually after the incorporation, organization or registration of the
- 7 business. (NRS 78.150, 78.760, 80.110, 82.523, 82.531, 84.015, 84.110, 86.263,
- 8 86.5461, 86.561, 87.440, 87.510, 87.541, 87A.290, 87A.315, 87A.560, 88.395,
- 9 88.415, 88.591, 88A.600, 88A.732, 88A.900, 89.210, 89.250) **Sections 5-98, 100,**
- 10 **101 and 104** of this bill eliminate these filing fees.
- 11 Existing law establishes fees for filing articles of merger of domestic and
- 12 foreign corporations based, in part, on the increase in the authorized stock of the
- 13 corporation created by the merger. (NRS 92A.210) **Section 99** of this bill revises
- 14 the fee to a flat \$350.
- 15 Existing law requires a person or governmental entity that operates a facility at
- 16 which certain exhibitions are held to pay a state business license fee on behalf of
- 17 businesses that take part in an exhibition. **Sections 102-104** of this bill eliminate
- 18 that fee.



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

- 1       **Section 1.** NRS 76.100 is hereby amended to read as follows:  
2       76.100 1. A person shall not conduct a business in this State  
3 unless and until the person obtains a state business license issued by  
4 the Secretary of State. If the person is:  
5       (a) An entity required to file an initial or annual list with the  
6 Secretary of State pursuant to this title, the person must obtain the  
7 state business license at the time of filing the initial or annual list.  
8       (b) Not an entity required to file an initial or annual list with the  
9 Secretary of State pursuant to this title, the person must obtain the  
10 state business license before conducting a business in this State.  
11       2. An application for a state business license must:  
12       (a) Be made upon a form prescribed by the Secretary of State;  
13       (b) Set forth the name under which the applicant transacts or  
14 intends to transact business, or if the applicant is an entity organized  
15 pursuant to this title and on file with the Secretary of State, the exact  
16 name on file with the Secretary of State, the entity number as  
17 assigned by the Secretary of State, if known, and the location in this  
18 State of the place or places of business; *and*  
19       (c) ~~Be accompanied by a fee in the amount of \$100; and~~  
20 ~~—(d)~~ Include any other information that the Secretary of State  
21 deems necessary.  
22       ↳ If the applicant is an entity organized pursuant to this title and on  
23 file with the Secretary of State and the applicant has no location in  
24 this State of its place of business, the address of its registered agent  
25 shall be deemed to be the location in this State of its place of  
26 business.  
27       3. The application must be signed pursuant to NRS 239.330 by:  
28       (a) The owner of a business that is owned by a natural person.  
29       (b) A member or partner of an association or partnership.  
30       (c) A general partner of a limited partnership.  
31       (d) A managing partner of a limited-liability partnership.  
32       (e) A manager or managing member of a limited-liability  
33 company.  
34       (f) An officer of a corporation or some other person specifically  
35 authorized by the corporation to sign the application.  
36       4. If the application for a state business license is defective in  
37 any respect , ~~for the fee required by this section is not paid,~~ the  
38 Secretary of State may return the application for correction . ~~for~~  
39 ~~payment.]~~  
40       5. The state business license required to be obtained pursuant  
41 to this section is in addition to any license to conduct business that



1 must be obtained from the local jurisdiction in which the business is  
2 being conducted.

3 6. For the purposes of this chapter, a person shall be deemed to  
4 conduct a business in this State if a business for which the person is  
5 responsible:

6 (a) Is organized pursuant to this title, other than a business  
7 organized pursuant to:

8 (1) Chapter 82 or 84 of NRS; or

9 (2) Chapter 81 of NRS if the business is a nonprofit  
10 religious, charitable, fraternal or other organization that qualifies as  
11 a tax-exempt organization pursuant to 26 U.S.C. § 501(c).

12 (b) Has an office or other base of operations in this State;

13 (c) Has a registered agent in this State; or

14 (d) Pays wages or other remuneration to a natural person who  
15 performs in this State any of the duties for which he or she is paid.

16 7. As used in this section, "registered agent" has the meaning  
17 ascribed to it in NRS 77.230.

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

19 76.110 If a person fails to obtain a state business license ~~and~~  
20 ~~pay the fee~~ required pursuant to NRS 76.100 before conducting a  
21 business in this State and the person is:

22 1. An entity required to file an annual list with the Secretary of  
23 State pursuant to this title, the person:

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

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

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

33 2. Not an entity required to file an annual list with the  
34 Secretary of State, the person shall pay a penalty in the amount of  
35 \$100 . ~~in addition to the annual state business license fee.~~

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

37 76.130 ~~[1. A person who applies for renewal of a state~~  
38 ~~business license shall submit a fee in the amount of \$100 to the~~  
39 ~~Secretary of State:~~

40 ~~—(a) If the person is an entity required to file an annual list with~~  
41 ~~the Secretary of State pursuant to this title, at the time the person~~  
42 ~~submits the annual list to the Secretary of State, unless the person~~  
43 ~~submits a certificate or other form evidencing the dissolution of the~~  
44 ~~entity; or~~



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

8 ~~—2.]~~ The Secretary of State shall, 90 days before the last day for  
9 filing an application for renewal of the state business license of a  
10 person who holds a state business license, provide to the person ~~{a~~  
11 ~~notice of the state business license fee due pursuant to this section~~  
12 ~~and}~~ a reminder to file the application for renewal required .  
13 ~~{pursuant to this section.}~~ Failure of any person to receive a ~~{notice}~~  
14 **reminder** does not excuse the person from the penalty imposed by  
15 law.

16 ~~{3.—If a person fails to submit the annual state business license~~  
17 ~~fee required pursuant to this section in a timely manner and the~~  
18 ~~person is:~~

19 ~~—(a) An entity required to file an annual list with the Secretary of~~  
20 ~~State pursuant to this title, the person:~~

21 ~~—(1) Shall pay a penalty of \$100 in addition to the annual state~~  
22 ~~business license fee;~~

23 ~~—(2) Shall be deemed to have not complied with the~~  
24 ~~requirement to file an annual list with the Secretary of State; and~~

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

30 ~~—(b) Not an entity required to file an annual list with the Secretary~~  
31 ~~of State, the person shall pay a penalty in the amount of \$100 in~~  
32 ~~addition to the annual state business license fee. The Secretary of~~  
33 ~~State shall provide to the person a written notice that:~~

34 ~~—(1) Must include a statement indicating the amount of the~~  
35 ~~fees and penalties required pursuant to this section and the costs~~  
36 ~~remaining unpaid.~~

37 ~~—(2) May be provided electronically, if the person has~~  
38 ~~requested to receive communications by electronic transmission, by~~  
39 ~~electronic mail or other electronic communication.]~~

40 **Sec. 4.** NRS 76.180 is hereby amended to read as follows:

41 76.180 1. Every person who conducts a business in this State  
42 and who willfully fails or neglects to obtain or renew a state  
43 business license as required by this chapter ~~{and to pay the fees~~  
44 ~~required by NRS 76.100 and 76.130}~~ is subject to a fine of not less



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

3 2. When the Secretary of State is advised that a person is  
4 subject to the fine described in subsection 1, the Secretary of State  
5 may, as soon as practicable, refer the matter to the district attorney  
6 of the county in which the person's principal place of business is  
7 located or the Attorney General, or both, for a determination of  
8 whether to institute proceedings to recover the fine. The district  
9 attorney of the county in which the person's principal place of  
10 business is located or the Attorney General may institute and  
11 prosecute the appropriate proceedings to recover the fine. If the  
12 district attorney or the Attorney General prevails in a proceeding to  
13 recover the fine described in subsection 1, the district attorney or the  
14 Attorney General is entitled to recover the costs of the proceeding,  
15 including, without limitation, the cost of any investigation and  
16 reasonable attorney's fees.

17 3. In the course of an investigation of a violation of this  
18 section, the Secretary of State may require a person to answer any  
19 interrogatory submitted by the Secretary of State that will assist in  
20 the investigation.

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

23 **Sec. 5.** NRS 78.050 is hereby amended to read as follows:

24 78.050 1. Upon the filing of the articles of incorporation  
25 pursuant to NRS 78.030 , ~~and the payment of the filing fees,~~ the  
26 Secretary of State shall issue to the corporation a certificate that the  
27 articles, containing the required statement of facts, have been filed.  
28 From the date the articles are filed, the corporation is a body  
29 corporate, by the name set forth in the articles of incorporation,  
30 subject to the forfeiture of its charter or dissolution as provided in  
31 this chapter.

32 2. Neither an incorporator nor a director designated in the  
33 articles of incorporation thereby becomes a subscriber or  
34 stockholder of the corporation.

35 3. The filing of the articles of incorporation does not, by itself,  
36 constitute commencement of business by the corporation.

37 **Sec. 6.** NRS 78.150 is hereby amended to read as follows:

38 78.150 1. A corporation organized pursuant to the laws of  
39 this State shall, on or before the last day of the first month after the  
40 filing of its articles of incorporation with the Secretary of State or, if  
41 the corporation has selected an alternative due date pursuant to  
42 subsection ~~10~~ 10, on or before that alternative due date, file with  
43 the Secretary of State a list, on a form furnished by the Secretary of  
44 State, containing:

45 (a) The name of the corporation;



- 1 (b) The file number of the corporation, if known;  
2 (c) The names and titles of the president, secretary and treasurer,  
3 or the equivalent thereof, and of all the directors of the corporation;  
4 (d) The address, either residence or business, of each officer and  
5 director listed, following the name of the officer or director; and  
6 (e) The signature of an officer of the corporation, or some other  
7 person specifically authorized by the corporation to sign the list,  
8 certifying that the list is true, complete and accurate.

9 2. The corporation shall annually thereafter, on or before the  
10 last day of the month in which the anniversary date of incorporation  
11 occurs in each year or, if, pursuant to subsection ~~[[1,]]~~ 10, the  
12 corporation has selected an alternative due date for filing the list  
13 required by subsection 1, on or before the last day of the month in  
14 which the anniversary date of the alternative due date occurs in each  
15 year, file with the Secretary of State, on a form furnished by the  
16 Secretary of State, an annual list containing all of the information  
17 required in subsection 1.

18 3. Each list required by subsection 1 or 2 must be accompanied  
19 by:

- 20 (a) A declaration under penalty of perjury that:  
21 (1) The corporation has complied with the provisions of  
22 chapter 76 of NRS;  
23 (2) The corporation acknowledges that pursuant to NRS  
24 239.330, it is a category C felony to knowingly offer any false or  
25 forged instrument for filing with the Office of the Secretary of State;  
26 and

27 (3) None of the officers or directors identified in the list has  
28 been identified in the list with the fraudulent intent of concealing the  
29 identity of any person or persons exercising the power or authority  
30 of an officer or director in furtherance of any unlawful conduct.

31 (b) A statement as to whether the corporation is a publicly  
32 traded company. If the corporation is a publicly traded company, the  
33 corporation must list its Central Index Key. The Secretary of State  
34 shall include on the Secretary of State's Internet website the Central  
35 Index Key of a corporation provided pursuant to this paragraph and  
36 instructions describing the manner in which a member of the public  
37 may obtain information concerning the corporation from the  
38 Securities and Exchange Commission.

39 4. ~~Upon filing the list required by:~~  
40 ~~—(a) Subsection 1, the corporation shall pay to the Secretary of~~  
41 ~~State a fee of \$125.~~  
42 ~~—(b) Subsection 2, the corporation shall pay to the Secretary of~~  
43 ~~State, if the amount represented by the total number of shares~~  
44 ~~provided for in the articles is:~~



1           \$75,000 or less..... \$125  
2           Over \$75,000 and not over \$200,000 ..... 175  
3           Over \$200,000 and not over \$500,000 ..... 275  
4           Over \$500,000 and not over \$1,000,000 ..... 375  
5           Over \$1,000,000:  
6           — For the first \$1,000,000..... 375  
7           — For each additional \$500,000 or fraction thereof..... 275  
8        ➔ ~~The maximum fee which may be charged pursuant to paragraph~~  
9        ~~(b) for filing the annual list is \$11,100.~~

11   ~~—5.]~~ If a director or officer of a corporation resigns and the  
12 resignation is not reflected on the annual or amended list of directors  
13 and officers, the corporation or the resigning director or officer shall  
14 pay to the Secretary of State a fee of \$75 to file the resignation.

15   ~~[6.]~~ 5. The Secretary of State shall, 90 days before the last day  
16 for filing each annual list required by subsection 2, provide to each  
17 corporation which is required to comply with the provisions of NRS  
18 78.150 to 78.185, inclusive, and which has not become delinquent,  
19 ~~[a notice of the fee due pursuant to subsection 4 and]~~ a reminder to  
20 file the annual list required by subsection 2. Failure of any  
21 corporation to receive a ~~[notice]~~ reminder does not excuse it from  
22 the penalty imposed by law.

23   ~~[7.]~~ 6. If the list to be filed pursuant to the provisions of  
24 subsection 1 or 2 is defective in any respect , ~~[for the fee required by~~  
25 ~~subsection 4 is not paid.]~~ the Secretary of State may return the list  
26 for correction . ~~[for payment.~~

27   ~~—8.]~~ 7. An annual list for a corporation not in default which is  
28 received by the Secretary of State more than 90 days before its due  
29 date shall be deemed an amended list for the previous year . ~~[and~~  
30 ~~must be accompanied by the appropriate fee as provided in~~  
31 ~~subsection 4 for filing. A payment submitted pursuant to this~~  
32 ~~subsection does not satisfy the requirements of subsection 2 for the~~  
33 ~~year to which the due date is applicable.~~

34   ~~—9.]~~  
35   8. A person who files with the Secretary of State a list required  
36 by subsection 1 or 2 which identifies an officer or director with the  
37 fraudulent intent of concealing the identity of any person or persons  
38 exercising the power or authority of an officer or director in  
39 furtherance of any unlawful conduct is subject to the penalty set  
40 forth in NRS 225.084.

41   ~~[10.]~~ 9. For the purposes of this section, a stockholder is not  
42 deemed to exercise actual control of the daily operations of a  
43 corporation based solely on the fact that the stockholder has voting  
44 control of the corporation.



1 ~~11~~ 10. The Secretary of State may allow a corporation to  
2 select an alternative due date for filing the list required by  
3 subsection 1.

4 ~~12~~ 11. The Secretary of State may adopt regulations to  
5 administer the provisions of subsection ~~11~~ 10.

6 **Sec. 7.** NRS 78.155 is hereby amended to read as follows:

7 78.155 If a corporation has filed the initial or annual list in  
8 compliance with NRS 78.150 ~~and has paid the appropriate fee for~~  
9 ~~the filing, the cancelled check or other proof of payment received~~  
10 ~~by~~, *the Secretary of State shall issue to* the corporation  
11 ~~constitutes~~ a certificate authorizing it to transact its business within  
12 this State until the last day of the month in which the anniversary of  
13 its incorporation occurs in the next succeeding calendar year.

14 **Sec. 8.** NRS 78.170 is hereby amended to read as follows:

15 78.170 1. Each corporation which is required to make a filing  
16 ~~and~~ *or* pay ~~the~~ *any* fee prescribed in NRS 78.150 to 78.185,  
17 inclusive, and which refuses or neglects to do so within the time  
18 provided shall be deemed in default.

19 2. Upon notification from the Administrator of the Real Estate  
20 Division of the Department of Business and Industry that a  
21 corporation which is a unit-owners' association as defined in  
22 NRS 116.011 or 116B.030 has failed to register pursuant to NRS  
23 116.31158 or 116B.625 or failed to pay the fees pursuant to NRS  
24 116.31155 or 116B.620, the Secretary of State shall deem the  
25 corporation to be in default. If, after the corporation is deemed to be  
26 in default, the Administrator notifies the Secretary of State that the  
27 corporation has registered pursuant to NRS 116.31158 or 116B.625  
28 and paid the fees pursuant to NRS 116.31155 or 116B.620, the  
29 Secretary of State shall reinstate the corporation if the corporation  
30 complies with the requirements for reinstatement as provided in this  
31 section and NRS 78.180 and 78.185.

32 3. For default there must be added to the amount of ~~the~~ *any*  
33 *applicable* fee a penalty of \$75. The fee and penalty must be  
34 collected as provided in this chapter.

35 **Sec. 9.** NRS 78.175 is hereby amended to read as follows:

36 78.175 1. The Secretary of State shall notify, by providing  
37 written notice to its registered agent, each corporation deemed in  
38 default pursuant to NRS 78.170. The written notice:

39 (a) Must include a statement indicating the amount of ~~the~~  
40 ~~filing~~ *any applicable* fee, penalties incurred and costs remaining  
41 unpaid.

42 (b) At the request of the registered agent, may be provided  
43 electronically.

44 2. On the first day of the first anniversary of the month  
45 following the month in which the filing was required, the charter of





1 the corporation is revoked and its right to transact business is  
2 forfeited.

3 3. The Secretary of State shall compile a complete list  
4 containing the names of all corporations whose right to transact  
5 business has been forfeited.

6 4. The Secretary of State shall forthwith notify, by providing  
7 written notice to its registered agent, each corporation specified in  
8 subsection 3 of the forfeiture of its charter. The written notice:

9 (a) Must include a statement indicating the amount of ~~the~~  
10 ~~filing~~ *any applicable* fee, penalties incurred and costs remaining  
11 unpaid.

12 (b) At the request of the registered agent, may be provided  
13 electronically.

14 5. If the charter of a corporation is revoked and the right to  
15 transact business is forfeited as provided in subsection 2, all the  
16 property and assets of the defaulting domestic corporation must be  
17 held in trust by the directors of the corporation as for insolvent  
18 corporations, and the same proceedings may be had with respect  
19 thereto as are applicable to insolvent corporations. Any person  
20 interested may institute proceedings at any time after a forfeiture has  
21 been declared, but, if the Secretary of State reinstates the charter, the  
22 proceedings must at once be dismissed and all property restored to  
23 the officers of the corporation.

24 6. Where the assets are distributed, they must be applied in the  
25 following manner:

26 (a) To the payment of ~~the filing~~ *any applicable* fee, penalties  
27 incurred and costs due the State;

28 (b) To the payment of the creditors of the corporation; and

29 (c) Any balance remaining, to distribution among the  
30 stockholders.

31 **Sec. 10.** NRS 78.180 is hereby amended to read as follows:

32 78.180 1. Except as otherwise provided in ~~subsections~~  
33 *subsection* 3 ~~and 4~~ and NRS 78.152, the Secretary of State shall  
34 reinstate a corporation which has forfeited or which forfeits its right  
35 to transact business pursuant to the provisions of this chapter and  
36 shall restore to the corporation its right to carry on business in this  
37 State, and to exercise its corporate privileges and immunities, if it:

38 (a) Files with the Secretary of State:

39 (1) The list required by NRS 78.150;

40 (2) The statement required by NRS 78.153, if applicable;

41 (3) The information required pursuant to NRS 77.310; and

42 (4) A declaration under penalty of perjury, on a form  
43 provided by the Secretary of State, that the reinstatement is  
44 authorized by a court of competent jurisdiction in this State or by  
45 the duly elected board of directors of the corporation or, if the



1 corporation does not have a board of directors, the equivalent of  
2 such a board; and

3 (b) Pays to the Secretary of State:

- 4 (1) ~~[The filing]~~ *Any applicable* fee and penalty set forth in  
5 NRS 78.150 and 78.170 for each year or portion thereof during  
6 which it failed to file each required annual list in a timely manner;  
7 (2) The fee set forth in NRS 78.153, if applicable; and  
8 (3) A fee of \$300 for reinstatement.

9 2. When the Secretary of State reinstates the corporation, the  
10 Secretary of State shall issue to the corporation a certificate of  
11 reinstatement if the corporation:

12 (a) Requests a certificate of reinstatement; and

13 (b) Pays the required fees pursuant to subsection 7 of  
14 NRS 78.785.

15 3. ~~[The Secretary of State shall not order a reinstatement unless  
16 all delinquent fees and penalties have been paid, and the revocation  
17 of the charter occurred only by reason of failure to pay the fees and  
18 penalties.~~

19 ~~—4.]~~ If a corporate charter has been revoked pursuant to the  
20 provisions of this chapter and has remained revoked for a period of  
21 5 consecutive years, the charter must not be reinstated.

22 ~~[5.]~~ 4. Except as otherwise provided in NRS 78.185, a  
23 reinstatement pursuant to this section relates back to the date on  
24 which the corporation forfeited its right to transact business under  
25 the provisions of this chapter and reinstates the corporation's right  
26 to transact business as if such right had at all times remained in full  
27 force and effect.

28 **Sec. 11.** NRS 78.215 is hereby amended to read as follows:

29 78.215 1. A corporation may issue and dispose of its  
30 authorized shares for such consideration as may be prescribed in the  
31 articles of incorporation or, if no consideration is so prescribed, then  
32 for such consideration as may be fixed by the board of directors.

33 2. ~~[If a consideration is prescribed for shares without par value,  
34 that consideration must not be used to determine the fees required  
35 for filing articles of incorporation pursuant to NRS 78.760.~~

36 ~~—3.]~~ Unless the articles of incorporation provide otherwise,  
37 shares may be issued pro rata and without consideration to the  
38 corporation's stockholders or to the stockholders of one or more  
39 classes or series. An issuance of shares under this subsection is a  
40 share dividend.

41 ~~[4.]~~ 3. Shares of one class or series may not be issued as a  
42 share dividend in respect of shares of another class or series unless:

43 (a) The articles of incorporation so authorize;

44 (b) A majority of the votes entitled to be cast by the class or  
45 series to be issued approve the issue; or



1 (c) There are no outstanding shares of the class or series to be  
2 issued.

3 ~~[5.]~~ 4. If the board of directors does not fix the record date for  
4 determining stockholders entitled to a share dividend, it is the date  
5 the board of directors authorizes the share dividend.

6 **Sec. 12.** NRS 78.755 is hereby amended to read as follows:

7 78.755 1. The Secretary of State, for services relating to  
8 official duties and the records of the Office of the Secretary of State,  
9 shall charge and collect the fees designated in NRS ~~[78.760]~~ 78.765  
10 to 78.785, inclusive.

11 2. The Secretary of State may accept the filing of records by  
12 facsimile machine and employ new technology, as it is developed,  
13 to aid in the performance of all duties required by law. The  
14 Secretary of State may establish rules, fee schedules and regulations  
15 not inconsistent with law, for filing records by facsimile machine  
16 and for the adoption, employment and use of new technology in the  
17 performance of his or her duties.

18 **Sec. 13.** NRS 78.765 is hereby amended to read as follows:

19 78.765 ~~[1.]~~ The fee for filing ~~[a]~~ *each of the following*  
20 *certificates is \$175:*

21 *1. A certificate changing the number of authorized shares*  
22 *pursuant to NRS 78.209 . ~~[or a certificate of amendment to articles~~*  
23 *~~of incorporation that increases the corporation's authorized stock or~~*  
24 *~~a certificate of correction that increases the corporation's authorized~~*  
25 *~~stock is the difference between the fee computed at the rates~~*  
26 *~~specified in NRS 78.760 upon the total authorized stock of the~~*  
27 *~~corporation, including the proposed increase, and the fee computed~~*  
28 *~~at the rates specified in NRS 78.760 upon the total authorized~~*  
29 *~~capital, excluding the proposed increase. In no case may the amount~~*  
30 *~~be less than \$175.]~~*

31 2. ~~[The fee for filing a]~~ *A certificate of amendment to articles*  
32 *of incorporation ~~[that does not increase the corporation's authorized~~*  
33 *~~stock]~~ or a certificate of correction . ~~[that does not increase the~~*  
34 *~~corporation's authorized stock is \$175.]~~*

35 3. ~~[The fee for filing a]~~ *A certificate or an amended certificate*  
36 *pursuant to NRS 78.1955 . ~~[is \$175.]~~*

37 4. ~~[The fee for filing a]~~ *A certificate of termination pursuant to*  
38 *NRS 78.209, 78.380 or 78.390 or a certificate of withdrawal*  
39 *pursuant to NRS 78.1955 . ~~[is \$175.]~~*

40 **Sec. 14.** NRS 78.767 is hereby amended to read as follows:

41 78.767 ~~[1.]~~ The fee for filing a certificate of restated articles  
42 of incorporation ~~[that does not increase the corporation's authorized~~  
43 ~~stock]~~ is \$175.

44 ~~[2. The fee for filing a certificate of restated articles of~~  
45 ~~incorporation that increases the corporation's authorized stock is the~~



~~1 difference between the fee computed pursuant to NRS 78.760 based  
2 upon the total authorized stock of the corporation, including the  
3 proposed increase, and the fee computed pursuant to NRS 78.760  
4 based upon the total authorized stock of the corporation, excluding  
5 the proposed increase. In no case may the amount be less than  
6 \$175.]~~

7 **Sec. 15.** NRS 78.785 is hereby amended to read as follows:

8 78.785 1. The fee for certifying a copy of articles of  
9 incorporation is \$30.

10 2. The fee for certifying a copy of an amendment to articles of  
11 incorporation, or to a copy of the articles as amended, is \$30.

12 3. The fee for certifying an authorized printed copy of the  
13 general corporation law as compiled by the Secretary of State is  
14 \$30.

15 4. The fee for reserving a corporate name is \$25.

16 5. The fee for signing a certificate of corporate existence which  
17 does not list the previous records relating to the corporation, or a  
18 certificate of change in a corporate name, is \$50.

19 6. The fee for signing a certificate of corporate existence which  
20 lists the previous records relating to the corporation is \$50.

21 7. The fee for signing, certifying or filing any certificate or  
22 record not provided for in NRS ~~[78.760]~~ 78.765 to 78.785,  
23 inclusive, *other than filing articles of incorporation or filing a list  
24 required by subsection 1 or 2 of NRS 78.150*, is \$50.

25 8. The fee for copies provided by the Office of the Secretary of  
26 State is \$2 per page.

27 9. The ~~[fees]~~ *fee* for filing ~~[articles of incorporation, articles of  
28 merger, or certificates]~~ *a certificate* of amendment increasing the  
29 basic surplus of a mutual or reciprocal insurer ~~[must be computed  
30 pursuant to NRS 78.760, 78.765 and 92A.210, on the basis of the  
31 amount of basic surplus of the insurer.]~~ *is \$175.*

32 10. The fee for examining and provisionally approving any  
33 record at any time before the record is presented for filing is \$125.

34 **Sec. 16.** NRS 80.050 is hereby amended to read as follows:

35 80.050 1. Except as otherwise provided in subsection 3,  
36 foreign corporations shall pay the same fees to the Secretary of State  
37 as are required to be paid by corporations organized pursuant to the  
38 laws of this State . ~~[, but the amount of fees to be charged must not  
39 exceed:~~

40 ~~—(a) The sum of \$35,000 for filing records for initial  
41 qualification; or~~

42 ~~—(b) The sum of \$34,925 for each subsequent filing of a  
43 certificate increasing authorized capital stock.]~~

44 2. If the corporate records required to be filed set forth only the  
45 total number of shares of stock the corporation is authorized to issue



1 without reference to value, the authorized shares shall be deemed to  
2 be without par value . ~~[and the filing fee must be computed pursuant~~  
3 ~~to paragraph (b) of subsection 3 of NRS 78.760.]~~

4 3. Foreign corporations which are nonprofit corporations and  
5 which do not have or issue shares of stock shall pay the same fees to  
6 the Secretary of State as are required to be paid by nonprofit  
7 corporations organized pursuant to the laws of this State.

8 4. The fee for filing a notice of withdrawal from the State of  
9 Nevada by a foreign corporation is \$100.

10 **Sec. 17.** NRS 80.110 is hereby amended to read as follows:

11 80.110 1. Each foreign corporation doing business in this  
12 State shall, on or before the last day of the first month after the  
13 information required by NRS 80.010 is filed with the Secretary of  
14 State or, if the foreign corporation has selected an alternative due  
15 date pursuant to subsection ~~[9.]~~ 8, on or before that alternative due  
16 date, and annually thereafter on or before the last day of the month  
17 in which the anniversary date of its qualification to do business in  
18 this State occurs in each year or, if applicable, on or before the last  
19 day of the month in which the anniversary date of the alternative  
20 due date occurs in each year, file with the Secretary of State a list,  
21 on a form furnished by the Secretary of State, that contains:

22 (a) The names and addresses, either residence or business, of its  
23 president, secretary and treasurer, or the equivalent thereof, and all  
24 of its directors; and

25 (b) The signature of an officer of the corporation or some other  
26 person specifically authorized by the corporation to sign the list.

27 2. Each list filed pursuant to subsection 1 must be accompanied  
28 by:

29 (a) A declaration under penalty of perjury that:

30 (1) The foreign corporation has complied with the provisions  
31 of chapter 76 of NRS;

32 (2) The foreign corporation acknowledges that pursuant to  
33 NRS 239.330, it is a category C felony to knowingly offer any false  
34 or forged instrument for filing with the Office of the Secretary of  
35 State; and

36 (3) None of the officers or directors identified in the list has  
37 been identified in the list with the fraudulent intent of concealing the  
38 identity of any person or persons exercising the power or authority  
39 of an officer or director in furtherance of any unlawful conduct.

40 (b) A statement as to whether the foreign corporation is a  
41 publicly traded company. If the corporation is a publicly traded  
42 company, the corporation must list its Central Index Key. The  
43 Secretary of State shall include on the Secretary of State's Internet  
44 website the Central Index Key of a corporation provided pursuant to  
45 this subsection and instructions describing the manner in which a



1 member of the public may obtain information concerning the  
2 corporation from the Securities and Exchange Commission.

3 ~~3. Upon filing:~~

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

6 ~~—(b) Each annual list required by subsection 1, the corporation~~  
7 ~~shall pay to the Secretary of State, if the amount represented by the~~  
8 ~~total number of shares provided for in the articles is:~~

9		
10	\$75,000 or less.....	\$125
11	Over \$75,000 and not over \$200,000.....	175
12	Over \$200,000 and not over \$500,000.....	275
13	Over \$500,000 and not over \$1,000,000.....	375
14	Over \$1,000,000:	
15	— For the first \$1,000,000.....	375
16	— For each additional \$500,000 or fraction thereof.....	275

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

19  
20 ~~—4.]~~ If a director or officer of a corporation resigns and the  
21 resignation is not reflected on the annual or amended list of directors  
22 and officers, the corporation or the resigning director or officer shall  
23 pay to the Secretary of State a fee of \$75 to file the resignation.

24 ~~[5.]~~ 4. The Secretary of State shall, 90 days before the last day  
25 for filing each annual list required by subsection 1, provide to each  
26 corporation which is required to comply with the provisions of NRS  
27 80.110 to 80.175, inclusive, and which has not become delinquent,  
28 ~~[a notice of the fee due pursuant to subsection 3 and]~~ a reminder to  
29 file the list pursuant to subsection 1. Failure of any corporation to  
30 receive a ~~[notice]~~ reminder does not excuse it from the penalty  
31 imposed by the provisions of NRS 80.110 to 80.175, inclusive.

32 ~~[6.]~~ 5. An annual list for a corporation not in default which is  
33 received by the Secretary of State more than 90 days before its due  
34 date shall be deemed an amended list for the previous year and does  
35 not satisfy the requirements of subsection 1 for the year to which the  
36 due date is applicable.

37 ~~[7.]~~ 6. A person who files with the Secretary of State a list  
38 required by subsection 1 which identifies an officer or director with  
39 the fraudulent intent of concealing the identity of any person or  
40 persons exercising the power or authority of an officer or director in  
41 furtherance of any unlawful conduct is subject to the penalty set  
42 forth in NRS 225.084.

43 ~~[8.]~~ 7. For the purposes of this section, a stockholder is not  
44 deemed to exercise actual control of the daily operations of a



1 corporation based solely on the fact that the stockholder has voting  
2 control of the corporation.

3 ~~9.] 8.~~ The Secretary of State may allow a foreign corporation  
4 to select an alternative due date for filing the initial list required by  
5 subsection 1.

6 ~~10.] 9.~~ The Secretary of State may adopt regulations to  
7 administer the provisions of subsection ~~9.] 8.~~

8 **Sec. 18.** NRS 80.120 is hereby amended to read as follows:

9 80.120 If a corporation has filed the initial or annual list in  
10 compliance with NRS 80.110 ~~and has paid the appropriate fee for~~  
11 ~~the filing, the cancelled check or other proof of payment received~~  
12 ~~by], the Secretary of State shall issue to~~ the corporation  
13 ~~constitutes]~~ a certificate authorizing it to transact its business within  
14 this State until the last day of the month in which the anniversary of  
15 its qualification to transact business occurs in the next succeeding  
16 calendar year.

17 **Sec. 19.** NRS 80.150 is hereby amended to read as follows:

18 80.150 1. Any corporation which is required to make a filing  
19 ~~and] or~~ pay ~~the] any~~ fee prescribed in NRS 80.110 to 80.175,  
20 inclusive, and which refuses or neglects to do so within the time  
21 provided is in default.

22 2. For default there must be added to the amount of the fee a  
23 penalty of \$75, and unless the filing is made and ~~the] any~~  
24 *applicable* fee and *the* penalty are paid on or before the last day of  
25 the month in which the anniversary date of incorporation occurs in  
26 which filing was required, the defaulting corporation by reason of its  
27 default forfeits its right to transact any business within this State.  
28 The fee and penalty must be collected as provided in this chapter.

29 **Sec. 20.** NRS 80.160 is hereby amended to read as follows:

30 80.160 1. The Secretary of State shall notify, by providing  
31 written notice to its registered agent, each corporation deemed in  
32 default pursuant to NRS 80.150. The written notice:

33 (a) Must include a statement indicating the amount of ~~the~~  
34 *filing] any applicable* fee, penalties incurred and costs remaining  
35 unpaid.

36 (b) At the request of the registered agent, may be provided  
37 electronically.

38 2. Immediately after the last day of the month in which the  
39 anniversary date of incorporation occurs, the Secretary of State shall  
40 compile a complete list containing the names of all corporations  
41 whose right to transact business has been forfeited.

42 3. The Secretary of State shall notify, by providing written  
43 notice to its registered agent, each corporation specified in  
44 subsection 2 of the forfeiture of its right to do business. The written  
45 notice:



1 (a) Must include a statement indicating the amount of ~~the~~  
2 ~~filing~~ *any applicable* fee, penalties incurred and costs remaining  
3 unpaid.

4 (b) At the request of the registered agent, may be provided  
5 electronically.

6 **Sec. 21.** NRS 80.170 is hereby amended to read as follows:

7 80.170 1. Except as otherwise provided in ~~subsections~~  
8 *subsection* 3 ~~and 4~~ or NRS 80.113, the Secretary of State shall  
9 reinstate a corporation which has forfeited or which forfeits its right  
10 to transact business under the provisions of this chapter and shall  
11 restore to the corporation its right to transact business in this State,  
12 and to exercise its corporate privileges and immunities, if it:

13 (a) Files with the Secretary of State:

14 (1) The list as provided in NRS 80.110 and 80.140;

15 (2) The statement required by NRS 80.115, if applicable;

16 (3) The information required pursuant to NRS 77.310; and

17 (4) A declaration under penalty of perjury, on a form  
18 provided by the Secretary of State, that the reinstatement is  
19 authorized by a court of competent jurisdiction in this State or by  
20 the duly elected board of directors of the foreign corporation or, if  
21 the foreign corporation does not have a board of directors, the  
22 equivalent of such a board; and

23 (b) Pays to the Secretary of State:

24 (1) ~~The filing~~ *Any applicable* fee and penalty set forth in  
25 NRS 80.110 and 80.150 for each year or portion thereof that its right  
26 to transact business was forfeited;

27 (2) The fee set forth in NRS 80.115, if applicable; and

28 (3) A fee of \$300 for reinstatement.

29 2. When the Secretary of State reinstates the corporation, the  
30 Secretary of State shall issue to the corporation a certificate of  
31 reinstatement if the corporation:

32 (a) Requests a certificate of reinstatement; and

33 (b) Pays the required fees pursuant to subsection 7 of  
34 NRS 78.785.

35 3. ~~The Secretary of State shall not order a reinstatement unless~~  
36 ~~all delinquent fees and penalties have been paid and the revocation~~  
37 ~~of the right to transact business occurred only by reason of failure to~~  
38 ~~pay the fees and penalties.~~

39 ~~—4.]~~ If the right of a corporation to transact business in this State  
40 has been forfeited pursuant to the provisions of this chapter and has  
41 remained forfeited for a period of 5 consecutive years, the right is  
42 not subject to reinstatement.

43 ~~[5.]~~ 4. Except as otherwise provided in NRS 80.175, a  
44 reinstatement pursuant to this section relates back to the date on  
45 which the corporation forfeited its right to transact business under





1 the provisions of this chapter and reinstates the corporation's right  
2 to transact business as if such right had at all times remained in full  
3 force and effect.

4 **Sec. 22.** NRS 81.060 is hereby amended to read as follows:

5 81.060 1. The articles of incorporation must be:

6 (a) Signed by three or more of the original members, a majority  
7 of whom must be residents of this State.

8 (b) Filed in the Office of the Secretary of State in all respects in  
9 the same manner as other articles of incorporation are filed.

10 2. ~~If a corporation formed under NRS 81.010 to 81.160,~~  
11 ~~inclusive, is authorized to issue stock, there must be paid to the~~  
12 ~~Secretary of State for filing the articles of incorporation the fee~~  
13 ~~applicable to the amount of authorized stock of the corporation~~  
14 ~~which the Secretary of State is required by law to collect upon the~~  
15 ~~filing of articles of incorporation which authorize the issuance of~~  
16 ~~stock.~~

17 ~~—3.]~~ The Secretary of State shall issue to the corporation over  
18 the Great Seal of the State a certificate that a copy of the articles  
19 containing the required statements of facts has been filed in the  
20 Office of the Secretary of State.

21 ~~[4.]~~ 3. Upon the issuance of the certificate by the Secretary of  
22 State, the persons signing the articles and their associates and  
23 successors are a body politic and corporate. When so filed, the  
24 articles of incorporation or certified copies thereof must be received  
25 in all the courts of this State, and other places, as prima facie  
26 evidence of the facts contained therein.

27 **Sec. 23.** NRS 81.130 is hereby amended to read as follows:

28 81.130 1. Upon written assent of two-thirds of all the  
29 members or by a vote of members representing two-thirds of the  
30 total votes of all members of each of two or more such nonprofit  
31 cooperative corporations to cooperate with each other for the more  
32 economical carrying on of their respective businesses by  
33 consolidation, the consolidation may be effected by two or more  
34 associations entering into an agreement in writing and adopting a  
35 name. The agreement must:

36 (a) Be signed by two-thirds of the members of each such  
37 association.

38 (b) State all the matters necessary to articles of incorporation.

39 (c) Be acknowledged by the signers before a person competent  
40 to take an acknowledgment of deeds in this State.

41 2. A certified copy of the agreement must be filed in the Office  
42 of the Secretary of State . ~~[and the same fees for filing and~~  
43 ~~recording, as required for filing and recording of original articles of~~  
44 ~~incorporation, must be paid.]~~ Upon the filing of the certified copy,



1 the former associations comprising the component parts cease to  
2 exist, and the consolidated association:

3 (a) Succeeds to all the rights, duties and powers of the  
4 component associations.

5 (b) Is possessed of all the rights, duties and powers prescribed in  
6 the agreement of consolidated associations not inconsistent with  
7 NRS 81.010 to 81.160, inclusive.

8 (c) Is subject to all the liabilities and obligations of the former  
9 component associations.

10 (d) Succeeds to all the property and interests thereof.

11 (e) May make bylaws and do all things permitted by NRS  
12 81.010 to 81.160, inclusive.

13 3. Any such corporation, upon resolution adopted by its board  
14 of directors, may:

15 (a) Enter into contracts and agreements.

16 (b) Make stipulations and arrangements with any other  
17 corporation or corporations for the cooperative and more  
18 economical carrying on of its business, or any part or parts thereof.

19 4. Any two or more cooperative corporations organized under  
20 NRS 81.010 to 81.160, inclusive, upon resolutions adopted by their  
21 respective boards of directors, may, for the purpose of more  
22 economically carrying out their respective businesses, by agreement,  
23 unite in adopting, employing and using, or several such corporations  
24 may separately adopt, employ and use, the same methods, policy,  
25 means, agents, agencies and terms of marketing for carrying on and  
26 conducting their respective businesses.

27 **Sec. 24.** NRS 82.111 is hereby amended to read as follows:

28 82.111 1. Upon the filing of the articles of incorporation  
29 pursuant to NRS 82.081 , ~~[and the payment of the filing fees,]~~ the  
30 Secretary of State shall issue to the corporation a certificate that the  
31 articles, containing the required statement of facts, have been filed.  
32 Upon the filing of the articles, the corporation is a body corporate,  
33 by the name set forth in the articles, subject to the forfeiture of its  
34 charter and dissolution as provided in this chapter.

35 2. The filing of the articles does not, by itself, constitute  
36 commencement of business by the corporation.

37 **Sec. 25.** NRS 82.193 is hereby amended to read as follows:

38 82.193 1. A corporation shall have a registered agent in the  
39 manner provided in NRS 78.090 and 78.097. The registered agent  
40 and the corporation shall comply with the provisions of those  
41 sections.

42 2. Upon notification from the Administrator of the Real Estate  
43 Division of the Department of Business and Industry that a  
44 corporation which is a unit-owners' association as defined in NRS  
45 116.011 or 116B.030 has failed to register pursuant to



1 NRS 116.31158 or 116B.625 or failed to pay the fees pursuant to  
2 NRS 116.31155 or 116B.620, the Secretary of State shall deem the  
3 corporation to be in default. If, after the corporation is deemed to be  
4 in default, the Administrator notifies the Secretary of State that the  
5 corporation has registered pursuant to NRS 116.31158 or 116B.625  
6 and paid the fees pursuant to NRS 116.31155 or 116B.620, the  
7 Secretary of State shall reinstate the corporation if the corporation  
8 complies with the requirements for reinstatement as provided in this  
9 section and NRS 78.180 and 78.185.

10 3. A corporation is subject to the provisions of NRS 78.150 to  
11 78.185, inclusive, except that:

12 (a) ~~[(The fee for filing a list is \$25;~~

13 ~~—(b)]~~ The penalty ~~[added]~~ for default is \$50; and

14 ~~[(e)]~~ (b) The fee for reinstatement is \$100.

15 **Sec. 26.** NRS 82.523 is hereby amended to read as follows:

16 82.523 1. Each foreign nonprofit corporation doing business  
17 in this State shall, on or before the last day of the first month after  
18 the filing of its application for registration as a foreign nonprofit  
19 corporation with the Secretary of State or, if the foreign nonprofit  
20 corporation has selected an alternative due date pursuant to  
21 subsection ~~[9.]~~ 8, on or before that alternative due date, and annually  
22 thereafter on or before the last day of the month in which the  
23 anniversary date of its qualification to do business in this State  
24 occurs in each year or, if applicable, on or before the last day of the  
25 month in which the anniversary date of the alternative due date  
26 occurs in each year, file with the Secretary of State a list, on a form  
27 furnished by the Secretary of State, that contains:

28 (a) The name of the foreign nonprofit corporation;

29 (b) The file number of the foreign nonprofit corporation, if  
30 known;

31 (c) The names and titles of the president, the secretary and the  
32 treasurer, or the equivalent thereof, and all the directors of the  
33 foreign nonprofit corporation;

34 (d) The address, either residence or business, of the president,  
35 secretary and treasurer, or the equivalent thereof, and each director  
36 of the foreign nonprofit corporation; and

37 (e) The signature of an officer of the foreign nonprofit  
38 corporation, or some other person specifically authorized by the  
39 foreign nonprofit corporation to sign the list, certifying that the list  
40 is true, complete and accurate.

41 2. Each list filed pursuant to this section must be accompanied  
42 by a declaration under penalty of perjury that:

43 (a) The foreign nonprofit corporation has complied with the  
44 provisions of chapter 76 of NRS;



1 (b) The foreign nonprofit corporation acknowledges that  
2 pursuant to NRS 239.330, it is a category C felony to knowingly  
3 offer any false or forged instrument for filing with the Office of the  
4 Secretary of State; and

5 (c) None of the officers or directors identified in the list has  
6 been identified in the list with the fraudulent intent of concealing the  
7 identity of any person or persons exercising the power or authority  
8 of an officer or director in furtherance of any unlawful conduct.

9 ~~3. Upon filing the initial list and each annual list pursuant to~~  
10 ~~this section, the foreign nonprofit corporation must pay to the~~  
11 ~~Secretary of State a fee of \$25.~~

12 ~~—4.]~~ The Secretary of State shall, 60 days before the last day for  
13 filing each annual list, provide to each foreign nonprofit corporation  
14 which is required to comply with the provisions of NRS 82.523 to  
15 82.5239, inclusive, and which has not become delinquent, ~~[a notice~~  
16 ~~of the fee due pursuant to subsection 3 and]~~ a reminder to file the  
17 list required pursuant to subsection 1. Failure of any foreign  
18 nonprofit corporation to receive a ~~[notice]~~ reminder does not excuse  
19 it from the penalty imposed by the provisions of NRS 82.523 to  
20 82.5239, inclusive.

21 ~~[5.]~~ 4. If the list to be filed pursuant to the provisions of  
22 subsection 1 is defective, ~~[for the fee required by subsection 3 is not~~  
23 ~~paid,]~~ the Secretary of State may return the list for correction. ~~[or~~  
24 ~~payment.~~

25 ~~—6.]~~ 5. An annual list for a foreign nonprofit corporation not in  
26 default that is received by the Secretary of State more than 90 days  
27 before its due date shall be deemed an amended list for the previous  
28 year and does not satisfy the requirements of subsection 1 for the  
29 year to which the due date is applicable.

30 ~~[7.]~~ 6. A person who files with the Secretary of State a list  
31 pursuant to this section which identifies an officer or director with  
32 the fraudulent intent of concealing the identity of any person or  
33 persons exercising the power or authority of an officer or director in  
34 furtherance of any unlawful conduct is subject to the penalty set  
35 forth in NRS 225.084.

36 ~~[8.]~~ 7. For the purposes of this section, a member of a foreign  
37 nonprofit corporation is not deemed to exercise actual control of the  
38 daily operations of the foreign nonprofit corporation based solely on  
39 the fact that the member has voting control of the foreign nonprofit  
40 corporation.

41 ~~[9.]~~ 8. The Secretary of State may allow a foreign nonprofit  
42 corporation to select an alternative due date for filing the initial list  
43 required by this section.

44 ~~[10.]~~ 9. The Secretary of State may adopt regulations to  
45 administer the provisions of subsection ~~[9.]~~ 8.



1       **Sec. 27.** NRS 82.5231 is hereby amended to read as follows:

2       82.5231 Except as otherwise provided in NRS 82.392, if a  
3 foreign nonprofit corporation has filed the initial or annual list in  
4 compliance with NRS 82.523 ~~and has paid the appropriate fee for~~  
5 ~~the filing, the cancelled check or other proof of payment received~~  
6 ~~by~~, *the Secretary of State shall issue to* the foreign nonprofit  
7 corporation ~~constitutes~~ a certificate authorizing it to transact its  
8 business within this State until the last day of the month in which  
9 the anniversary of its qualification to transact business occurs in the  
10 next succeeding calendar year.

11       **Sec. 28.** NRS 82.5235 is hereby amended to read as follows:

12       82.5235 1. Each foreign nonprofit corporation which is  
13 required to make a filing ~~and pay the fee~~ prescribed in NRS 82.523  
14 to 82.5239, inclusive, and which refuses or neglects to do so within  
15 the time provided is in default.

16       2. For default there must be ~~added to the amount of the fee~~  
17 *imposed* a penalty of \$50, and unless the filing is made and the ~~fee~~  
18 ~~and~~ penalty ~~are~~ *is* paid on or before the last day of the month in  
19 which the anniversary date of the foreign nonprofit corporation  
20 occurs, the defaulting foreign nonprofit corporation forfeits its right  
21 to transact any business within this State. The ~~fee and~~ penalty must  
22 be collected as provided in this chapter.

23       **Sec. 29.** NRS 82.5236 is hereby amended to read as follows:

24       82.5236 1. The Secretary of State shall notify, by providing  
25 written notice to its registered agent, each foreign nonprofit  
26 corporation deemed in default pursuant to NRS 82.5235. The  
27 written notice:

28       (a) Must include a statement indicating the amount of the ~~filing~~  
29 ~~fee,~~ penalties incurred and costs remaining unpaid.

30       (b) At the request of the registered agent, may be provided  
31 electronically.

32       2. Immediately after the last day of the month in which the  
33 anniversary date of incorporation occurs, the Secretary of State shall  
34 compile a complete list containing the names of all foreign nonprofit  
35 corporations whose right to transact business has been forfeited.

36       3. The Secretary of State shall notify, by providing written  
37 notice to its registered agent, each foreign nonprofit corporation  
38 specified in subsection 2 of the forfeiture of its right to transact  
39 business. The written notice:

40       (a) Must include a statement indicating the amount of the ~~filing~~  
41 ~~fee,~~ penalties incurred and costs remaining unpaid.

42       (b) At the request of the registered agent, may be provided  
43 electronically.



**Sec. 30.** NRS 82.5237 is hereby amended to read as follows:

82.5237 1. Except as otherwise provided in ~~subsections~~  
~~subsection 3 and 4~~ and NRS 82.183, the Secretary of State shall  
reinstatement a foreign nonprofit corporation which has forfeited or  
which forfeits its right to transact business pursuant to the  
provisions of NRS 82.523 to 82.5239, inclusive, and restore to the  
foreign nonprofit corporation its right to transact business in this  
State, and to exercise its corporate privileges and immunities, if it:

(a) Files with the Secretary of State:

(1) A list as provided in NRS 82.523; and

(2) A declaration under penalty of perjury, on a form  
provided by the Secretary of State, that the reinstatement is  
authorized by a court of competent jurisdiction in this State or by  
the duly elected board of directors of the foreign nonprofit  
corporation or, if the foreign nonprofit corporation does not have a  
board of directors, the equivalent of such a board; and

(b) Pays to the Secretary of State:

(1) The ~~filing fee and~~ penalty set forth in NRS ~~82.523 and~~  
82.5235 for each year or portion thereof that its right to transact  
business was forfeited; and

(2) A fee of \$100 for reinstatement.

2. When the Secretary of State reinstates the foreign nonprofit  
corporation, the Secretary of State shall issue to the foreign  
nonprofit corporation a certificate of reinstatement if the foreign  
nonprofit corporation:

(a) Requests a certificate of reinstatement; and

(b) Pays the fees as provided in subsection 7 of NRS 78.785.

~~3. The Secretary of State shall not order a reinstatement unless  
all delinquent fees and penalties have been paid and the revocation  
of the right to transact business occurred only by reason of failure to  
pay the fees and penalties.~~

~~4.]~~ If the right of a foreign nonprofit corporation to transact  
business in this State has been forfeited pursuant to the provisions of  
this chapter and has remained forfeited for a period of 5 consecutive  
years, the right to transact business must not be reinstated.

~~5.]~~ 4. Except as otherwise provided in NRS 82.5239, a  
reinstatement pursuant to this section relates back to the date on  
which the foreign nonprofit corporation forfeited its right to transact  
business under the provisions of this chapter and reinstates the  
foreign nonprofit corporation's right to transact business as if such  
right had at all times remained in full force and effect.

**Sec. 31.** NRS 82.531 is hereby amended to read as follows:

82.531 1. The fee for filing ~~articles of incorporation,~~  
amendments to or restatements of articles of incorporation,



1 certificates pursuant to NRS 82.061 and 82.063 and records for  
2 dissolution is \$50 for each record.

3 2. Except as otherwise provided in ~~[NRS 82.193 and]~~  
4 subsection 1, the fees for filing records are those set forth in NRS  
5 78.765 to 78.785, inclusive.

6 **Sec. 32.** NRS 84.015 is hereby amended to read as follows:

7 84.015 1. The fee for filing ~~[articles of incorporation,]~~  
8 amendments to or restatements of articles of incorporation and  
9 records for dissolution is \$50 for each record.

10 2. Except as otherwise provided in this chapter, the fees set  
11 forth in NRS 78.785 apply to this chapter.

12 **Sec. 33.** NRS 84.110 is hereby amended to read as follows:

13 84.110 1. Every corporation sole must have a registered  
14 agent in the manner provided in NRS 78.090 and 78.097. The  
15 registered agent shall comply with the provisions of those sections.

16 2. A corporation sole is subject to the provisions of NRS  
17 78.150 to 78.185, inclusive, except that:

18 (a) ~~[The fee for filing a list is \$25;~~

19 ~~—(b)]~~ The penalty ~~[added]~~ for default is \$50; and

20 ~~[(e)]~~ (b) The fee for reinstatement is \$100.

21 **Sec. 34.** NRS 84.140 is hereby amended to read as follows:

22 84.140 1. The Secretary of State shall notify, by providing  
23 written notice to its registered agent, each corporation sole deemed  
24 in default pursuant to the provisions of this chapter. The notice:

25 (a) Must include a statement indicating the amount of the  
26 ~~[filing]~~ fee, penalties incurred and costs remaining unpaid.

27 (b) At the request of the registered agent, may be provided  
28 electronically.

29 2. On the first day of the first anniversary of the month  
30 following the month in which the filing was required, the charter of  
31 the corporation sole is revoked and its right to transact business is  
32 forfeited.

33 3. The Secretary of State shall compile a complete list  
34 containing the names of all corporations sole whose right to transact  
35 business has been forfeited.

36 4. The Secretary of State shall forthwith notify, by providing  
37 written notice to its registered agent, each corporation specified in  
38 subsection 3 of the forfeiture of its charter. The written notice:

39 (a) Must include a statement indicating the amount of ~~[the~~  
40 ~~fil[ing]]~~ *any applicable* fee, penalties incurred and costs remaining  
41 unpaid.

42 (b) At the request of the registered agent, may be provided  
43 electronically.



1       **Sec. 35.** NRS 84.150 is hereby amended to read as follows:

2       84.150 1. Except as otherwise provided in ~~[subsections]~~  
3 *subsection 3*, ~~[and 4.]~~ the Secretary of State shall reinstate any  
4 corporation sole which has forfeited its right to transact business  
5 under the provisions of this chapter and restore the right to carry on  
6 business in this State and exercise its corporate privileges and  
7 immunities, if it:

8       (a) Files with the Secretary of State:

9           (1) The information required pursuant to NRS 77.310; and

10           (2) A declaration under penalty of perjury, on a form  
11 provided by the Secretary of State, that the reinstatement is  
12 authorized by a court of competent jurisdiction in this State or by  
13 the archbishop, bishop, president, trustee in trust, president of stake,  
14 president of congregation, overseer, presiding elder, district  
15 superintendent, other presiding officer or member of the clergy of a  
16 church or religious society or denomination, who has been chosen,  
17 elected or appointed in conformity with the constitution, canons,  
18 rites, regulations or discipline of the church or religious society or  
19 denomination, and in whom is vested the legal title to property held  
20 for the purposes, use or benefit of the church or religious society or  
21 denomination; and

22       (b) Pays to the Secretary of State:

23           (1) ~~[The filing]~~ *Any applicable* fees and *the* penalties set  
24 forth in this chapter for each year or portion thereof during which its  
25 charter has been revoked; and

26           (2) A fee of \$25 for reinstatement.

27       2. When the Secretary of State reinstates the corporation to its  
28 former rights, the Secretary of State shall:

29           (a) Immediately issue and deliver to the corporation a certificate  
30 of reinstatement authorizing it to transact business, as if the fees had  
31 been paid when due; and

32           (b) Upon demand, issue to the corporation a certified copy of the  
33 certificate of reinstatement.

34       3. ~~[The Secretary of State shall not order a reinstatement unless  
35 all delinquent fees and penalties have been paid, and the revocation  
36 of its charter occurred only by reason of its failure to pay the fees  
37 and penalties.~~

38 ~~—4.]~~ If a corporate charter has been revoked pursuant to the  
39 provisions of this chapter and has remained revoked for 10  
40 consecutive years, the charter must not be reinstated.

41 ~~[5.]~~ 4. A reinstatement pursuant to this section relates back to  
42 the date on which the corporation forfeited its right to transact  
43 business under the provisions of this chapter and reinstates the  
44 corporation's right to transact business as if such right had at all  
45 times remained in full force and effect.





**Sec. 36.** NRS 86.151 is hereby amended to read as follows:

86.151 1. One or more persons may form a limited-liability company by signing and filing with the Secretary of State articles of organization for the company.

2. Upon the filing of the articles of organization with the Secretary of State, ~~and the payment of the required filing fees,~~ the Secretary of State shall issue to the company a certificate that the articles, containing the required statement of facts, have been filed.

3. A signer of the articles of organization or a manager designated in the articles does not thereby become a member of the company. Except as otherwise provided in NRS 86.491, at all times after commencement of business by the company, the company must have one or more members. The filing of the articles does not, by itself, constitute commencement of business by the company.

**Sec. 37.** NRS 86.201 is hereby amended to read as follows:

86.201 1. A limited-liability company is considered legally organized pursuant to this chapter ~~;~~

~~(a) At~~ **at** the time of the filing of the articles of organization with the Secretary of State, upon a later date and time as specified in the articles, which date must not be more than 90 days after the date on which the articles are filed or, if the articles specify a later effective date but do not specify an effective time, at 12:01 a.m. in the Pacific time zone on the specified later date, whichever is applicable. ~~;~~ **and**

~~(b) Upon paying the required filing fees to the Secretary of State.]~~

2. A limited-liability company must not transact business or incur indebtedness, except that which is incidental to its organization or to obtaining subscriptions for or payment of contributions, until the company is considered legally organized pursuant to subsection 1.

3. A limited-liability company is an entity distinct from its managers and members.

**Sec. 38.** NRS 86.263 is hereby amended to read as follows:

86.263 1. A limited-liability company shall, on or before the last day of the first month after the filing of its articles of organization with the Secretary of State or, if the limited-liability company has selected an alternative due date pursuant to subsection ~~11,~~ **10**, on or before that alternative due date, file with the Secretary of State, on a form furnished by the Secretary of State, a list that contains:

(a) The name of the limited-liability company;

(b) The file number of the limited-liability company, if known;



1 (c) The names and titles of all of its managers or, if there is no  
2 manager, all of its managing members;

3 (d) The address, either residence or business, of each manager or  
4 managing member listed, following the name of the manager or  
5 managing member; and

6 (e) The signature of a manager or managing member of the  
7 limited-liability company, or some other person specifically  
8 authorized by the limited-liability company to sign the list,  
9 certifying that the list is true, complete and accurate.

10 2. The limited-liability company shall thereafter, on or before  
11 the last day of the month in which the anniversary date of its  
12 organization occurs or, if, pursuant to subsection ~~[[1,]]~~ 10, the  
13 limited-liability company has selected an alternative due date for  
14 filing the list required by subsection 1, on or before the last day of  
15 the month in which the anniversary date of the alternative due date  
16 occurs in each year, file with the Secretary of State, on a form  
17 furnished by the Secretary of State, an annual list containing all of  
18 the information required in subsection 1.

19 3. Each list required by subsections 1 and 2 must be  
20 accompanied by a declaration under penalty of perjury that:

21 (a) The limited-liability company has complied with the  
22 provisions of chapter 76 of NRS;

23 (b) The limited-liability company acknowledges that pursuant to  
24 NRS 239.330, it is a category C felony to knowingly offer any false  
25 or forged instrument for filing in the Office of the Secretary of  
26 State; and

27 (c) None of the managers or managing members identified in the  
28 list has been identified in the list with the fraudulent intent of  
29 concealing the identity of any person or persons exercising the  
30 power or authority of a manager or managing member in  
31 furtherance of any unlawful conduct.

32 4. ~~Upon filing:~~

33 ~~—(a) The initial list required by subsection 1, the limited liability~~  
34 ~~company shall pay to the Secretary of State a fee of \$125.~~

35 ~~—(b) Each annual list required by subsection 2, the limited-~~  
36 ~~liability company shall pay to the Secretary of State a fee of \$125.~~

37 ~~—5.]~~ If a manager or managing member of a limited-liability  
38 company resigns and the resignation is not reflected on the annual or  
39 amended list of managers and managing members, the limited-  
40 liability company or the resigning manager or managing member  
41 shall pay to the Secretary of State a fee of \$75 to file the resignation.

42 ~~[[6.]~~ 5. The Secretary of State shall, 90 days before the last day  
43 for filing each list required by subsection 2, provide to each limited-  
44 liability company which is required to comply with the provisions of  
45 this section, and which has not become delinquent, ~~[[a notice of the~~



1 ~~fee due under subsection 4 and~~ a reminder to file the list required  
2 by subsection 2. Failure of any company to receive a ~~notice~~  
3 *reminder* does not excuse it from the penalty imposed by law.

4 ~~7.~~ 6. If the list to be filed pursuant to the provisions of  
5 subsection 1 or 2 is defective, ~~for the fee required by subsection 4 is~~  
6 ~~not paid,~~ the Secretary of State may return the list for correction .  
7 ~~for payment.~~

8 ~~8.~~ 7. An annual list for a limited-liability company not in  
9 default received by the Secretary of State more than 90 days before  
10 its due date shall be deemed an amended list for the previous year.

11 ~~9.~~ 8. A person who files with the Secretary of State a list  
12 required by subsection 1 or 2 which identifies a manager or  
13 managing member with the fraudulent intent of concealing the  
14 identity of any person or persons exercising the power or authority  
15 of a manager or managing member in furtherance of any unlawful  
16 conduct is subject to the penalty set forth in NRS 225.084.

17 ~~10.~~ 9. For the purposes of this section, a member is not  
18 deemed to exercise actual control of the daily operations of a  
19 limited-liability company based solely on the fact that the member  
20 has voting control of the limited-liability company.

21 ~~11.~~ 10. The Secretary of State may allow a limited-liability  
22 company to select an alternative due date for filing the list required  
23 by subsection 1.

24 ~~12.~~ 11. The Secretary of State may adopt regulations to  
25 administer the provisions of subsection ~~11.~~ 10.

26 **Sec. 39.** NRS 86.266 is hereby amended to read as follows:

27 86.266 If a limited-liability company has filed the initial or  
28 annual list in compliance with NRS 86.263 ~~and has paid the~~  
29 ~~appropriate fee for the filing, the cancelled check or other proof of~~  
30 ~~payment received by~~ , *the Secretary of State shall issue to* the  
31 limited-liability company ~~constitutes~~ a certificate authorizing it to  
32 transact its business within this State until the last day of the month  
33 in which the anniversary of its formation occurs in the next  
34 succeeding calendar year.

35 **Sec. 40.** NRS 86.272 is hereby amended to read as follows:

36 86.272 1. Each limited-liability company which is required to  
37 make a filing ~~and~~ *or* pay ~~the~~ *any* fee prescribed in NRS 86.263  
38 ~~and~~ *or* 86.264 and which refuses or neglects to do so within the  
39 time provided is in default.

40 2. Upon notification from the Administrator of the Real  
41 Estate Division of the Department of Business and Industry that a  
42 limited-liability company which is a unit-owners' association as  
43 defined in NRS 116.011 or 116B.030 has failed to register  
44 pursuant to NRS 116.31158 or 116B.625 or failed to pay the fees  
45 pursuant to NRS 116.31155 or 116B.620, the Secretary of State



1 shall deem the limited-liability company to be in default. If, after the  
2 limited-liability company is deemed to be in default, the  
3 Administrator notifies the Secretary of State that the limited-liability  
4 company has registered pursuant to NRS 116.31158 or 116B.625  
5 and paid the fees pursuant to NRS 116.31155 or 116B.620, the  
6 Secretary of State shall reinstate the limited-liability company if the  
7 limited-liability company complies with the requirements for  
8 reinstatement as provided in this section and NRS 86.276.

9 3. For default there must be added to the amount of the fee a  
10 penalty of \$75. The fee and penalty must be collected as provided in  
11 this chapter.

12 **Sec. 41.** NRS 86.274 is hereby amended to read as follows:

13 86.274 1. The Secretary of State shall notify, by providing  
14 written notice to its registered agent, each limited-liability company  
15 deemed in default pursuant to the provisions of this chapter. The  
16 written notice:

17 (a) Must include a statement indicating the amount of ~~the~~  
18 ~~filing~~ *any applicable* fee, penalties incurred and costs remaining  
19 unpaid.

20 (b) At the request of the registered agent, may be provided  
21 electronically.

22 2. On the first day of the first anniversary of the month  
23 following the month in which the filing was required, the charter of  
24 the company is revoked and its right to transact business is forfeited.

25 3. The Secretary of State shall compile a complete list  
26 containing the names of all limited-liability companies whose right  
27 to transact business has been forfeited.

28 4. The Secretary of State shall forthwith notify, by providing  
29 written notice to its registered agent, each limited-liability company  
30 specified in subsection 3 of the forfeiture of its charter. The written  
31 notice:

32 (a) Must include a statement indicating the amount of ~~the~~  
33 ~~filing~~ *any applicable* fee, penalties incurred and costs remaining  
34 unpaid.

35 (b) At the request of the registered agent, may be provided  
36 electronically.

37 5. If the charter of a limited-liability company is revoked and  
38 the right to transact business is forfeited, all of the property and  
39 assets of the defaulting company must be held in trust by the  
40 managers or, if none, by the members of the company, and the same  
41 proceedings may be had with respect to its property and assets as  
42 apply to the dissolution of a limited-liability company pursuant to  
43 NRS 86.505 and 86.521. Any person interested may institute  
44 proceedings at any time after a forfeiture has been declared, but, if



1 the Secretary of State reinstates the charter, the proceedings must be  
2 dismissed and all property restored to the company.

3 6. If the assets are distributed, they must be applied in the  
4 following manner:

5 (a) To the payment of ~~the filing~~ *any applicable* fee, penalties  
6 incurred and costs due to the State; and

7 (b) To the payment of the creditors of the company.

8 ↪ Any balance remaining must be distributed among the members  
9 as provided in subsection 1 of NRS 86.521.

10 **Sec. 42.** NRS 86.276 is hereby amended to read as follows:

11 86.276 1. Except as otherwise provided in ~~subsections~~  
12 *subsection* 3 ~~and 4~~ and NRS 86.246, the Secretary of State shall  
13 reinstate any limited-liability company which has forfeited or which  
14 forfeits its right to transact business pursuant to the provisions of  
15 this chapter and shall restore to the company its right to carry on  
16 business in this State, and to exercise its privileges and immunities,  
17 if it:

18 (a) Files with the Secretary of State:

19 (1) The list required by NRS 86.263;

20 (2) The statement required by NRS 86.264, if applicable;

21 (3) The information required pursuant to NRS 77.310; and

22 (4) A declaration under penalty of perjury, on a form  
23 provided by the Secretary of State, that the reinstatement is  
24 authorized by a court of competent jurisdiction in this State or by  
25 the duly selected manager or managers of the limited-liability  
26 company or, if there are no managers, its managing members; and

27 (b) Pays to the Secretary of State:

28 (1) The ~~filing fee and~~ penalty set forth in NRS ~~86.263 and~~  
29 86.272 for each year or portion thereof during which it failed to file  
30 in a timely manner each required annual list;

31 (2) The fee set forth in NRS 86.264, if applicable; and

32 (3) A fee of \$300 for reinstatement.

33 2. When the Secretary of State reinstates the limited-liability  
34 company, the Secretary of State shall issue to the company a  
35 certificate of reinstatement if the limited-liability company:

36 (a) Requests a certificate of reinstatement; and

37 (b) Pays the required fees pursuant to NRS 86.561.

38 3. ~~The Secretary of State shall not order a reinstatement unless~~  
39 ~~all delinquent fees and penalties have been paid, and the revocation~~  
40 ~~of the charter occurred only by reason of failure to pay the fees and~~  
41 ~~penalties.~~

42 ~~—4.]~~ If a company's charter has been revoked pursuant to the  
43 provisions of this chapter and has remained revoked for a period of  
44 5 consecutive years, the charter must not be reinstated.



1 ~~5.1~~ 4. Except as otherwise provided in NRS 86.278, a  
2 reinstatement pursuant to this section relates back to the date on  
3 which the company forfeited its right to transact business under the  
4 provisions of this chapter and reinstates the company's right to  
5 transact business as if such right had at all times remained in full  
6 force and effect.

7 **Sec. 43.** NRS 86.5461 is hereby amended to read as follows:

8 86.5461 1. Each foreign limited-liability company doing  
9 business in this State shall, on or before the last day of the first  
10 month after the filing of its application for registration as a foreign  
11 limited-liability company with the Secretary of State or, if the  
12 foreign limited-liability company has selected an alternative due  
13 date pursuant to subsection ~~H0.1~~ 9, on or before that alternative due  
14 date, and annually thereafter on or before the last day of the month  
15 in which the anniversary date of its qualification to do business in  
16 this State occurs in each year or, if applicable, on or before the last  
17 day of the month in which the anniversary date of the alternative  
18 due date occurs in each year, file with the Secretary of State a list on  
19 a form furnished by the Secretary of State that contains:

20 (a) The name of the foreign limited-liability company;

21 (b) The file number of the foreign limited-liability company, if  
22 known;

23 (c) The names and titles of all its managers or, if there is no  
24 manager, all its managing members;

25 (d) The address, either residence or business, of each manager or  
26 managing member listed pursuant to paragraph (c); and

27 (e) The signature of a manager or managing member of the  
28 foreign limited-liability company, or some other person specifically  
29 authorized by the foreign limited-liability company to sign the list,  
30 certifying that the list is true, complete and accurate.

31 2. Each list filed pursuant to this section must be accompanied  
32 by a declaration under penalty of perjury that:

33 (a) The foreign limited-liability company has complied with the  
34 provisions of chapter 76 of NRS;

35 (b) The foreign limited-liability company acknowledges that  
36 pursuant to NRS 239.330, it is a category C felony to knowingly  
37 offer any false or forged instrument for filing with the Office of the  
38 Secretary of State; and

39 (c) None of the managers or managing members identified in the  
40 list has been identified in the list with the fraudulent intent of  
41 concealing the identity of any person or persons exercising the  
42 power or authority of a manager or managing member in  
43 furtherance of any unlawful conduct.

44 3. ~~Upon filing:~~



1 ~~—(a) The initial list required by this section, the foreign limited-~~  
2 ~~liability company shall pay to the Secretary of State a fee of \$125.~~

3 ~~—(b) Each annual list required by this section, the foreign limited-~~  
4 ~~liability company shall pay to the Secretary of State a fee of \$125.~~

5 ~~—4.]~~ If a manager or managing member of a foreign limited-  
6 liability company resigns and the resignation is not reflected on the  
7 annual or amended list of managers and managing members, the  
8 foreign limited-liability company or the resigning manager or  
9 managing member shall pay to the Secretary of State a fee of \$75 to  
10 file the resignation.

11 ~~{5.}~~ 4. The Secretary of State shall, 90 days before the last day  
12 for filing each annual list required by this section, provide to each  
13 foreign limited-liability company which is required to comply with  
14 the provisions of NRS 86.5461 to 86.5468, inclusive, and which has  
15 not become delinquent, ~~{a notice of the fee due pursuant to~~  
16 ~~subsection 3 and}~~ a reminder to file the list required pursuant to  
17 subsection 1. Failure of any foreign limited-liability company to  
18 receive a ~~{notice}~~ reminder does not excuse it from the penalty  
19 imposed by the provisions of NRS 86.5461 to 86.5468, inclusive.

20 ~~{6.}~~ 5. If the list to be filed pursuant to the provisions of  
21 subsection 1 is defective, ~~{for the fee required by subsection 3 is not~~  
22 ~~paid.}~~ the Secretary of State may return the list for correction. ~~{or~~  
23 ~~payment.}~~

24 ~~—7.]~~ 6. An annual list for a foreign limited-liability company not  
25 in default which is received by the Secretary of State more than 90  
26 days before its due date shall be deemed an amended list for the  
27 previous year and does not satisfy the requirements of this section  
28 for the year to which the due date is applicable.

29 ~~{8.}~~ 7. A person who files with the Secretary of State a list  
30 required by this section which identifies a manager or managing  
31 member with the fraudulent intent of concealing the identity of any  
32 person or persons exercising the power or authority of a manager or  
33 managing members in furtherance of any unlawful conduct is  
34 subject to the penalty set forth in NRS 225.084.

35 ~~{9.}~~ 8. For the purposes of this section, a member is not  
36 deemed to exercise actual control of the daily operations of a foreign  
37 limited-liability company based solely on the fact that the member  
38 has voting control of the foreign limited-liability company.

39 ~~{10.}~~ 9. The Secretary of State may allow a foreign limited-  
40 liability company to select an alternative due date for filing the  
41 initial list required by this section.

42 ~~{11.}~~ 10. The Secretary of State may adopt regulations to  
43 administer the provisions of subsection ~~{10.}~~ 9.



1     **Sec. 44.** NRS 86.5463 is hereby amended to read as follows:  
2     86.5463 If a foreign limited-liability company has filed the  
3 initial or annual list in compliance with NRS 86.5461 ~~and has paid~~  
4 ~~the appropriate fee for the filing, the cancelled check or other proof~~  
5 ~~of payment received by~~, *the Secretary of State shall issue to* the  
6 foreign limited-liability company ~~constitutes~~ a certificate  
7 authorizing it to transact its business within this State until the last  
8 day of the month in which the anniversary of its qualification to  
9 transact business occurs in the next succeeding calendar year.

10    **Sec. 45.** NRS 86.5465 is hereby amended to read as follows:

11    86.5465 1. Each foreign limited-liability company which is  
12 required to make a filing ~~and~~ *or* pay ~~the~~ *any* fee prescribed in  
13 NRS 86.5461 to 86.5468, inclusive, and which refuses or neglects to  
14 do so within the time provided is in default.

15    2. For default there must be added to the amount of the fee a  
16 penalty of \$75, and unless the filing is made and the fee and penalty  
17 are paid on or before the last day of the month in which the  
18 anniversary date of the foreign limited-liability company occurs, the  
19 defaulting foreign limited-liability company by reason of its default  
20 forfeits its right to transact any business within this State. The fee  
21 and penalty must be collected as provided in this chapter.

22    **Sec. 46.** NRS 86.5466 is hereby amended to read as follows:

23    86.5466 1. The Secretary of State shall notify, by providing  
24 written notice to its registered agent, each foreign limited-liability  
25 company deemed in default pursuant to NRS 86.5465. The written  
26 notice:

27    (a) Must include a statement indicating the amount of the  
28 ~~filing~~ fee, penalties incurred and costs remaining unpaid.

29    (b) At the request of the registered agent, may be provided  
30 electronically.

31    2. Immediately after the last day of the month in which the  
32 anniversary date of its organization occurs, the Secretary of State  
33 shall compile a complete list containing the names of all foreign  
34 limited-liability companies whose right to transact business has been  
35 forfeited.

36    3. The Secretary of State shall notify, by providing written  
37 notice to its registered agent, each foreign limited-liability company  
38 specified in subsection 2 of the forfeiture of its right to transact  
39 business. The written notice:

40    (a) Must include a statement indicating the amount of ~~the~~  
41 ~~filing~~ *any applicable* fee, penalties incurred and costs remaining  
42 unpaid.

43    (b) At the request of the registered agent, may be provided  
44 electronically.





1 **Sec. 47.** NRS 86.5467 is hereby amended to read as follows:

2 86.5467 1. Except as otherwise provided in ~~subsections~~  
3 *subsection* 3 ~~and 4~~ and NRS 86.54615, the Secretary of State shall  
4 reinstate a foreign limited-liability company which has forfeited or  
5 which forfeits its right to transact business under the provisions of  
6 this chapter and shall restore to the foreign limited-liability company  
7 its right to transact business in this State, and to exercise its  
8 privileges and immunities, if it:

9 (a) Files with the Secretary of State:

10 (1) The list required by NRS 86.5461;  
11 (2) The statement required by NRS 86.5462, if applicable;  
12 (3) The information required pursuant to NRS 77.310; and  
13 (4) A declaration under penalty of perjury, on a form  
14 provided by the Secretary of State, that the reinstatement is  
15 authorized by a court of competent jurisdiction in this State or by  
16 the duly selected manager or managers of the foreign limited-  
17 liability company or, if there are no managers, its managing  
18 members; and

19 (b) Pays to the Secretary of State:

20 (1) ~~The filing~~ *Any applicable* fee and *the* penalty set forth  
21 in NRS 86.5461 and 86.5465 for each year or portion thereof that its  
22 right to transact business was forfeited;  
23 (2) The fee set forth in NRS 86.5462, if applicable; and  
24 (3) A fee of \$300 for reinstatement.

25 2. When the Secretary of State reinstates the foreign limited-  
26 liability company, the Secretary of State shall issue to the foreign  
27 limited-liability company a certificate of reinstatement if the foreign  
28 limited-liability company:

29 (a) Requests a certificate of reinstatement; and

30 (b) Pays the required fees pursuant to NRS 86.561.

31 3. ~~The Secretary of State shall not order a reinstatement unless~~  
32 ~~all delinquent fees and penalties have been paid and the revocation~~  
33 ~~of the right to transact business occurred only by reason of failure to~~  
34 ~~pay the fees and penalties.~~

35 ~~4.~~ If the right of a foreign limited-liability company to transact  
36 business in this State has been forfeited pursuant to the provisions of  
37 this chapter and has remained forfeited for a period of 5 consecutive  
38 years, the right must not be reinstated.

39 ~~5.~~ 4. Except as otherwise provided in NRS 86.5468, a  
40 reinstatement pursuant to this section relates back to the date on  
41 which the foreign limited-liability company forfeited its right to  
42 transact business under the provisions of this chapter and reinstates  
43 the foreign limited-liability company's right to transact business as  
44 if such right had at all times remained in full force and effect.



1     **Sec. 48.** NRS 86.561 is hereby amended to read as follows:

2     86.561 1. The Secretary of State shall charge and collect for:

3     (a) ~~Filing the original articles of organization, or for registration~~  
4 ~~of a foreign company, \$75;~~

5 ~~—(b)~~ Amending or restating the articles of organization,  
6 amending the registration of a foreign *limited-liability* company or  
7 filing a certificate of correction, \$175;

8 ~~(e)~~ (b) Filing the articles of dissolution of a domestic or  
9 foreign *limited-liability* company, \$100;

10 ~~(d)~~ (c) Certifying a copy of articles of organization or an  
11 amendment to the articles, \$30;

12 ~~(e)~~ (d) Certifying an authorized printed copy of this chapter,  
13 \$30;

14 ~~(f)~~ (e) Reserving a name for a limited-liability company, \$25;

15 ~~(g)~~ (f) Filing a certificate of cancellation, \$100;

16 ~~(h)~~ (g) Signing, filing or certifying any ~~other~~ record ~~(f)~~ *other*  
17 *than filing the original articles of organization, an application for*  
18 *registration as a foreign limited-liability company, or filing a list*  
19 *required by NRS 86.263 or 86.5461, \$50; and*

20 ~~(i)~~ (h) Copies provided by the Office of the Secretary of State,  
21 \$2 per page.

22     2. The Secretary of State shall charge and collect, at the time of  
23 any service of process on the Secretary of State as agent for service  
24 of process of a limited-liability company, \$100 which may be  
25 recovered as taxable costs by the party to the action causing the  
26 service to be made if the party prevails in the action.

27     3. Except as otherwise provided in this section, the fees set  
28 forth in NRS 78.785 apply to this chapter.

29     **Sec. 49.** NRS 87.440 is hereby amended to read as follows:

30     87.440 1. To become a registered limited-liability  
31 partnership, a partnership shall file with the Secretary of State a  
32 certificate of registration stating each of the following:

33     (a) The name of the partnership.

34     (b) The street address of its principal office.

35     (c) The information required pursuant to NRS 77.310.

36     (d) The name and business address of each managing partner.

37     (e) That the partnership thereafter will be a registered limited-  
38 liability partnership.

39     (f) Any other information that the partnership wishes to include.

40     2. The certificate of registration must be signed by a majority  
41 in interest of the partners or by one or more partners authorized to  
42 sign such a certificate.

43     3. ~~The certificate of registration must be accompanied by a fee~~  
44 ~~of \$75.~~



1 ~~—4.]~~ The Secretary of State shall register as a registered limited-  
2 liability partnership any partnership that submits a completed  
3 certificate of registration. ~~[with the required fee.]~~ A person shall not  
4 register a registered limited-liability partnership for any illegal  
5 purpose or with the fraudulent intent to conceal any business  
6 activity, or lack thereof, from another person or a governmental  
7 agency.

8 ~~[5.]~~ 4. The registration of a registered limited-liability  
9 partnership is effective at the time of the filing of the certificate of  
10 registration.

11 **Sec. 50.** NRS 87.510 is hereby amended to read as follows:

12 87.510 1. A registered limited-liability partnership shall, on  
13 or before the last day of the first month after the filing of its  
14 certificate of registration with the Secretary of State or, if the  
15 registered limited-liability partnership has selected an alternative  
16 due date pursuant to subsection ~~[8.]~~ 7, on or before that alternative  
17 due date, and annually thereafter on or before the last day of the  
18 month in which the anniversary date of the filing of its certificate of  
19 registration with the Secretary of State occurs or, if applicable, on or  
20 before the last day of the month in which the anniversary date of the  
21 alternative due date occurs in each year, file with the Secretary of  
22 State, on a form furnished by the Secretary of State, a list that  
23 contains:

24 (a) The name of the registered limited-liability partnership;

25 (b) The file number of the registered limited-liability  
26 partnership, if known;

27 (c) The names of all of its managing partners;

28 (d) The address, either residence or business, of each managing  
29 partner; and

30 (e) The signature of a managing partner of the registered  
31 limited-liability partnership, or some other person specifically  
32 authorized by the registered limited-liability partnership to sign the  
33 list, certifying that the list is true, complete and accurate.

34 ↪ Each list filed pursuant to this subsection must be accompanied  
35 by a declaration under penalty of perjury that the registered limited-  
36 liability partnership has complied with the provisions of chapter 76  
37 of NRS, that the registered limited-liability partnership  
38 acknowledges that pursuant to NRS 239.330, it is a category C  
39 felony to knowingly offer any false or forged instrument for filing in  
40 the Office of the Secretary of State and that none of the managing  
41 partners identified in the list has been identified in the list with the  
42 fraudulent intent of concealing the identity of any person or persons  
43 exercising the power or authority of a managing partner in  
44 furtherance of any unlawful conduct.

45 2. ~~[Upon filing:]~~



1 ~~—(a) The initial list required by subsection 1, the registered~~  
2 ~~limited liability partnership shall pay to the Secretary of State a fee~~  
3 ~~of \$125.~~

4 ~~—(b) Each annual list required by subsection 1, the registered~~  
5 ~~limited liability partnership shall pay to the Secretary of State a fee~~  
6 ~~of \$125.~~

7 ~~—3.]~~ If a managing partner of a registered limited-liability  
8 partnership resigns and the resignation is not reflected on the annual  
9 or amended list of managing partners, the registered limited-liability  
10 partnership or the resigning managing partner shall pay to the  
11 Secretary of State a fee of \$75 to file the resignation.

12 ~~[4.]~~ 3. The Secretary of State shall, at least 90 days before the  
13 last day for filing each annual list required by subsection 1, provide  
14 to the registered limited-liability partnership ~~[a notice of the fee due~~  
15 ~~pursuant to subsection 2 and]~~ a reminder to file the annual list  
16 required by subsection 1. The failure of any registered limited-  
17 liability partnership to receive a ~~[notice]~~ reminder does not excuse it  
18 from complying with the provisions of this section.

19 ~~[5.]~~ 4. If the list to be filed pursuant to the provisions of  
20 subsection 1 is defective, ~~[for the fee required by subsection 2 is not~~  
21 ~~paid.]~~ the Secretary of State may return the list for correction . ~~[or~~  
22 ~~payment.~~

23 ~~—6.]~~ 5. An annual list that is filed by a registered limited-  
24 liability partnership which is not in default more than 90 days before  
25 it is due shall be deemed an amended list for the previous year and  
26 does not satisfy the requirements of subsection 1 for the year to  
27 which the due date is applicable.

28 ~~[7.]~~ 6. A person who files with the Secretary of State an initial  
29 list or annual list required by subsection 1 which identifies a  
30 managing partner with the fraudulent intent of concealing the  
31 identity of any person or persons exercising the power or authority  
32 of a managing partner in furtherance of any unlawful conduct is  
33 subject to the penalty set forth in NRS 225.084.

34 ~~[8.]~~ 7. The Secretary of State may allow a registered limited-  
35 liability partnership to select an alternative due date for filing the  
36 initial list required by subsection 1.

37 ~~[9.]~~ 8. The Secretary of State may adopt regulations to  
38 administer the provisions of subsection ~~[8.]~~ 7.

39 **Sec. 51.** NRS 87.520 is hereby amended to read as follows:

40 87.520 1. A registered limited-liability partnership that fails  
41 to comply with the provisions of NRS 87.510 is in default.

42 2. Upon notification from the Administrator of the Real Estate  
43 Division of the Department of Business and Industry that a  
44 registered limited-liability partnership which is a unit-owners'  
45 association as defined in NRS 116.011 or 116B.030 has failed to



1 register pursuant to NRS 116.31158 or 116B.625 or failed to pay the  
2 fees pursuant to NRS 116.31155 or 116B.620, the Secretary of State  
3 shall deem the registered limited-liability partnership to be in  
4 default. If, after the registered limited-liability partnership is deemed  
5 to be in default, the Administrator notifies the Secretary of State that  
6 the registered limited-liability partnership has registered pursuant to  
7 NRS 116.31158 or 116B.625 and paid the fees pursuant to NRS  
8 116.31155 or 116B.620, the Secretary of State shall reinstate the  
9 registered limited-liability partnership if the registered limited-  
10 liability partnership complies with the requirements for  
11 reinstatement as provided in this section and NRS 87.530.

12 3. Any registered limited-liability partnership that is in default  
13 pursuant to this section must, in addition to ~~the~~ any fee required to  
14 be paid pursuant to NRS 87.510, pay a penalty of \$75.

15 4. The Secretary of State shall provide written notice to the  
16 registered agent of any registered limited-liability partnership that is  
17 in default. The written notice:

18 (a) Must include the amount of any payment that is due from the  
19 registered limited-liability partnership.

20 (b) At the request of the registered agent, may be provided  
21 electronically.

22 5. If a registered limited-liability partnership fails to pay the  
23 amount that is due, the certificate of registration of the registered  
24 limited-liability partnership shall be deemed revoked immediately  
25 after the last day of the month in which the anniversary date of the  
26 filing of the certificate of registration occurs, and the Secretary of  
27 State shall notify the registered limited-liability partnership, by  
28 providing written notice to its registered agent or, if the registered  
29 limited-liability partnership does not have a registered agent, to a  
30 managing partner, that its certificate of registration is revoked. The  
31 written notice:

32 (a) Must include the amount of any fees and penalties incurred  
33 that are due.

34 (b) At the request of the registered agent or managing partner,  
35 may be provided electronically.

36 **Sec. 52.** NRS 87.530 is hereby amended to read as follows:

37 87.530 1. Except as otherwise provided in subsection 3 and  
38 NRS 87.515, the Secretary of State shall reinstate the certificate of  
39 registration of a registered limited-liability partnership that is  
40 revoked pursuant to NRS 87.520 if the registered limited-liability  
41 partnership:

42 (a) Files with the Secretary of State:

43 (1) The information required by NRS 87.510;

44 (2) The information required pursuant to NRS 77.310; and



1 (3) A declaration under penalty of perjury, on a form  
2 provided by the Secretary of State, that the reinstatement is  
3 authorized by a court of competent jurisdiction in this State or by  
4 the duly selected managing partners of the registered limited-  
5 liability partnership.

6 (b) Pays to the Secretary of State:

7 (1) ~~The~~ Any fee required to be paid pursuant to  
8 NRS 87.510;

9 (2) Any penalty required to be paid pursuant to NRS 87.520;  
10 and

11 (3) A reinstatement fee of \$300.

12 2. When the Secretary of State reinstates the registered limited-  
13 liability partnership, the Secretary of State shall issue to the  
14 registered limited-liability partnership a certificate of reinstatement  
15 if the registered limited-liability partnership:

16 (a) Requests a certificate of reinstatement; and

17 (b) Pays the required fees pursuant to NRS 87.550.

18 3. The Secretary of State shall not reinstate the certificate of  
19 registration of a registered limited-liability partnership if the  
20 certificate was revoked pursuant to the provisions of this chapter at  
21 least 5 years before the date of the proposed reinstatement.

22 4. Except as otherwise provided in NRS 87.455, a  
23 reinstatement pursuant to this section relates back to the date on  
24 which the registered limited-liability partnership's certificate of  
25 registration was revoked and reinstates the registered limited-  
26 liability's certificate of registration as if such certificate had at all  
27 times remained in full force and effect.

28 **Sec. 53.** NRS 87.541 is hereby amended to read as follows:

29 87.541 1. Each foreign registered limited-liability partnership  
30 doing business in this State shall, on or before the last day of the  
31 first month after the filing of its application for registration as a  
32 foreign registered limited-liability partnership with the Secretary of  
33 State or, if the foreign registered limited-liability partnership has  
34 selected an alternative due date pursuant to subsection ~~9~~ 8, on or  
35 before that alternative due date, and annually thereafter on or before  
36 the last day of the month in which the anniversary date of its  
37 qualification to do business in this State occurs in each year or, if  
38 applicable, on or before the last day of the month in which the  
39 anniversary date of the alternative due date occurs in each year, file  
40 with the Secretary of State a list, on a form furnished by the  
41 Secretary of State, that contains:

42 (a) The name of the foreign registered limited-liability  
43 partnership;

44 (b) The file number of the foreign registered limited-liability  
45 partnership, if known;



1 (c) The names of all its managing partners;  
2 (d) The address, either residence or business, of each managing  
3 partner; and

4 (e) The signature of a managing partner of the foreign registered  
5 limited-liability partnership, or some other person specifically  
6 authorized by the foreign registered limited-liability partnership to  
7 sign the list, certifying that the list is true, complete and accurate.

8 2. Each list filed pursuant to this section must be accompanied  
9 by a declaration under penalty of perjury that:

10 (a) The foreign registered limited-liability partnership has  
11 complied with the provisions of chapter 76 of NRS;

12 (b) The foreign registered limited-liability partnership  
13 acknowledges that pursuant to NRS 239.330, it is a category C  
14 felony to knowingly offer any false or forged instrument for filing in  
15 the Office of the Secretary of State; and

16 (c) None of the managing partners identified in the list has been  
17 identified in the list with the fraudulent intent of concealing the  
18 identity of any person or persons exercising the power or authority  
19 of a managing partner in furtherance of any unlawful conduct.

20 3. ~~Upon filing:~~

21 ~~—(a) The initial list required by this section, the foreign registered~~  
22 ~~limited-liability partnership shall pay to the Secretary of State a fee~~  
23 ~~of \$125.~~

24 ~~—(b) Each annual list required by this section, the foreign~~  
25 ~~registered limited-liability partnership shall pay to the Secretary of~~  
26 ~~State a fee of \$125.~~

27 ~~—4.]~~ If a managing partner of a foreign registered limited-  
28 liability partnership resigns and the resignation is not reflected on  
29 the annual or amended list of managing partners, the foreign  
30 registered limited-liability partnership or the managing partner shall  
31 pay to the Secretary of State a fee of \$75 to file the resignation.

32 ~~[5.]~~ 4. The Secretary of State shall, 90 days before the last day  
33 for filing each annual list required by subsection 1, provide to each  
34 foreign registered limited-liability partnership which is required to  
35 comply with the provisions of NRS 87.541 to 87.544, inclusive, and  
36 which has not become delinquent, ~~[a notice of the fee due pursuant~~  
37 ~~to subsection 3 and]~~ a reminder to file the list required pursuant to  
38 subsection 1. Failure of any foreign registered limited-liability  
39 partnership to receive a ~~[notice]~~ reminder does not excuse it from  
40 the penalty imposed by the provisions of NRS 87.541 to 87.544,  
41 inclusive.

42 ~~[6.]~~ 5. If the list to be filed pursuant to the provisions of  
43 subsection 1 is defective, ~~[or the fee required by subsection 3 is not~~  
44 ~~paid,]~~ the Secretary of State may return the list for correction. ~~[or~~  
45 ~~payment.~~



1 ~~—7.]~~ 6. An annual list for a foreign registered limited-liability  
2 partnership not in default which is received by the Secretary of State  
3 more than 90 days before its due date shall be deemed an amended  
4 list for the previous year and does not satisfy the requirements of  
5 subsection 1 for the year to which the due date is applicable.

6 ~~[8.]~~ 7. A person who files with the Secretary of State an initial  
7 list or annual list required by subsection 1 which identifies a  
8 managing partner with the fraudulent intent of concealing the  
9 identity of any person or persons exercising the power and authority  
10 of a managing partner in furtherance of any unlawful conduct is  
11 subject to the penalty set forth in NRS 225.084.

12 ~~[9.]~~ 8. The Secretary of State may allow a foreign registered  
13 limited-liability partnership to select an alternative due date for  
14 filing the initial list required by this section.

15 ~~[10.]~~ 9. The Secretary of State may adopt regulations to  
16 administer the provisions of subsection ~~[9.]~~ 8.

17 **Sec. 54.** NRS 87.5415 is hereby amended to read as follows:

18 87.5415 If a foreign registered limited-liability partnership has  
19 filed the initial or annual list in compliance with NRS 87.541 ~~[and~~  
20 ~~has paid the appropriate fee for the filing, the cancelled check or~~  
21 ~~other proof of payment received by]~~, *the Secretary of State shall*  
22 *issue to* the foreign registered limited-liability partnership  
23 ~~[constitutes]~~ a certificate authorizing it to transact its business within  
24 this State until the last day of the month in which the anniversary of  
25 its qualification to transact business occurs in the next succeeding  
26 calendar year.

27 **Sec. 55.** NRS 87.5425 is hereby amended to read as follows:

28 87.5425 1. Each foreign registered limited-liability  
29 partnership which is required to make a filing ~~[and]~~ *or* pay ~~[the]~~ *any*  
30 fee prescribed in NRS 87.541 to 87.544, inclusive, and which  
31 refuses or neglects to do so within the time provided is in default.

32 2. For default there must be added to the amount of the fee a  
33 penalty of \$75, and unless the filing is made and the fee and penalty  
34 are paid on or before the last day of the month in which the  
35 anniversary date of the foreign registered limited-liability  
36 partnership occurs, the defaulting foreign registered limited-liability  
37 partnership by reason of its default forfeits its right to transact any  
38 business within this State. The fee and penalty must be collected as  
39 provided in this chapter.

40 **Sec. 56.** NRS 87.543 is hereby amended to read as follows:

41 87.543 1. The Secretary of State shall notify, by providing  
42 written notice to its registered agent, each foreign registered limited-  
43 liability partnership deemed in default pursuant to NRS 87.5425.  
44 The written notice:





1 (a) Must include a statement indicating the amount of ~~the~~  
2 ~~filing~~ *any applicable* fee, penalties incurred and costs remaining  
3 unpaid.

4 (b) At the request of the registered agent, may be provided  
5 electronically.

6 2. Immediately after the last day of the month in which the  
7 anniversary date of its registration occurs, the Secretary of State  
8 shall compile a complete list containing the names of all foreign  
9 registered limited-liability partnerships whose right to transact  
10 business has been forfeited.

11 3. The Secretary of State shall notify, by providing written  
12 notice to its registered agent, each foreign registered limited-liability  
13 partnership specified in subsection 2 of the forfeiture of its right to  
14 transact business. The written notice:

15 (a) Must include a statement indicating the amount of ~~the~~  
16 ~~filing~~ *any applicable* fee, penalties incurred and costs remaining  
17 unpaid.

18 (b) At the request of the registered agent, may be provided  
19 electronically.

20 **Sec. 57.** NRS 87.5435 is hereby amended to read as follows:

21 87.5435 1. Except as otherwise provided in ~~subsections~~  
22 *subsection* 3 ~~and 4~~ and NRS 87.5413, the Secretary of State shall  
23 reinstate a foreign registered limited-liability partnership which has  
24 forfeited or which forfeits its right to transact business under the  
25 provisions of this chapter and shall restore to the foreign registered  
26 limited-liability partnership its right to transact business in this  
27 State, and to exercise its privileges and immunities, if it:

28 (a) Files with the Secretary of State:

29 (1) The list required by NRS 87.541;

30 (2) The information required pursuant to NRS 77.310; and

31 (3) A declaration under penalty of perjury, on a form  
32 provided by the Secretary of State, that the reinstatement is  
33 authorized by a court of competent jurisdiction in this State or by  
34 the duly selected managing partners of the foreign registered  
35 limited-liability partnership; and

36 (b) Pays to the Secretary of State:

37 (1) ~~The filing~~ *Any applicable* fee and *the* penalty set forth  
38 in NRS 87.541 and 87.5425 for each year or portion thereof that its  
39 right to transact business was forfeited; and

40 (2) A fee of \$300 for reinstatement.

41 2. When the Secretary of State reinstates the foreign registered  
42 limited-liability partnership, the Secretary of State shall issue to the  
43 foreign registered limited-liability partnership a certificate of  
44 reinstatement if the foreign registered limited-liability partnership:

45 (a) Requests a certificate of reinstatement; and



1 (b) Pays the required fees pursuant to NRS 87.550.

2 3. ~~¶ The Secretary of State shall not order a reinstatement unless~~  
3 ~~all delinquent fees and penalties have been paid and the revocation~~  
4 ~~of the right to transact business occurred only by reason of failure to~~  
5 ~~pay the fees and penalties.~~

6 ~~—4.¶~~ If the right of a foreign registered limited-liability  
7 partnership to transact business in this State has been forfeited  
8 pursuant to the provisions of this chapter and has remained forfeited  
9 for a period of 5 consecutive years, the right to transact business  
10 must not be reinstated.

11 ~~¶5.¶~~ 4. Except as otherwise provided in NRS 87.544, a  
12 reinstatement pursuant to this section relates back to the date on  
13 which the foreign registered limited-liability partnership forfeited its  
14 right to transact business under the provisions of this chapter and  
15 reinstates the foreign registered limited-liability partnership's right  
16 to transact business as if such right had at all times remained in full  
17 force and effect.

18 **Sec. 58.** NRS 87A.290 is hereby amended to read as follows:

19 87A.290 1. A limited partnership shall, on or before the last  
20 day of the first month after the filing of its certificate of limited  
21 partnership with the Secretary of State or, if the limited partnership  
22 has selected an alternative due date pursuant to subsection ~~¶10.¶~~ 8,  
23 on or before that alternative due date, and annually thereafter on or  
24 before the last day of the month in which the anniversary date of the  
25 filing of its certificate of limited partnership occurs or, if applicable,  
26 on or before the last day of the month in which the anniversary date  
27 of the alternative due date occurs in each year, file with the  
28 Secretary of State, on a form furnished by the Secretary of State, a  
29 list that contains:

- 30 (a) The name of the limited partnership;  
31 (b) The file number of the limited partnership, if known;  
32 (c) The names of all of its general partners;  
33 (d) The address, either residence or business, of each general  
34 partner; and  
35 (e) The signature of a general partner of the limited partnership,  
36 or some other person specifically authorized by the limited  
37 partnership to sign the list, certifying that the list is true, complete  
38 and accurate.

39 ↪ Each list filed pursuant to this subsection must be accompanied  
40 by a declaration under penalty of perjury that the limited partnership  
41 has complied with the provisions of chapter 76 of NRS, that the  
42 limited partnership acknowledges that pursuant to NRS 239.330, it  
43 is a category C felony to knowingly offer any false or forged  
44 instrument for filing in the Office of the Secretary of State, and that  
45 none of the general partners identified in the list has been identified



1 in the list with the fraudulent intent of concealing the identity of any  
2 person or persons exercising the power or authority of a general  
3 partner in furtherance of any unlawful conduct.

4 ~~2. Except as otherwise provided in subsection 3, a limited  
5 partnership shall, upon filing:~~

6 ~~—(a) The initial list required by subsection 1, pay to the Secretary  
7 of State a fee of \$125.~~

8 ~~—(b) Each annual list required by subsection 1, pay to the  
9 Secretary of State a fee of \$125.~~

10 ~~—3. A registered limited liability limited partnership shall, upon  
11 filing:~~

12 ~~—(a) The initial list required by subsection 1, pay to the Secretary  
13 of State a fee of \$125.~~

14 ~~—(b) Each annual list required by subsection 1, pay to the  
15 Secretary of State a fee of \$125.~~

16 ~~—4.]~~ If a general partner of a limited partnership resigns and the  
17 resignation is not reflected on the annual or amended list of general  
18 partners, the limited partnership or the resigning general partner  
19 shall pay to the Secretary of State a fee of \$75 to file the resignation.

20 ~~[5.]~~ 3. The Secretary of State shall, 90 days before the last day  
21 for filing each annual list required by subsection 1, provide to each  
22 limited partnership which is required to comply with the provisions  
23 of this section, and which has not become delinquent, ~~[a notice of  
24 the fee due pursuant to the provisions of subsection 2 or 3, as  
25 appropriate, and]~~ a reminder to file the annual list required pursuant  
26 to subsection 1. Failure of any limited partnership to receive a  
27 ~~[notice]~~ reminder does not excuse it from the penalty imposed by  
28 NRS 87A.300.

29 ~~[6.]~~ 4. If the list to be filed pursuant to the provisions of  
30 subsection 1 is defective, ~~[for the fee required by subsection 2 or 3 is  
31 not paid,]~~ the Secretary of State may return the list for correction .  
32 ~~[or payment.~~

33 ~~—7.]~~ 5. An annual list for a limited partnership not in default  
34 that is received by the Secretary of State more than 90 days before  
35 its due date shall be deemed an amended list for the previous year  
36 and does not satisfy the requirements of subsection 1 for the year to  
37 which the due date is applicable.

38 ~~[8.]~~ 6. A filing made pursuant to this section does not satisfy  
39 the provisions of NRS 87A.240 and may not be substituted for  
40 filings submitted pursuant to NRS 87A.240.

41 ~~[9.]~~ 7. A person who files with the Secretary of State a list  
42 required by subsection 1 which identifies a general partner with the  
43 fraudulent intent of concealing the identity of any person or persons  
44 exercising the power or authority of a general partner in furtherance



1 of any unlawful conduct is subject to the penalty set forth in  
2 NRS 225.084.

3 ~~{10.}~~ 8. The Secretary of State may allow a limited partnership  
4 to select an alternative due date for filing the initial list required by  
5 subsection 1.

6 ~~{11.}~~ 9. The Secretary of State may adopt regulations to  
7 administer the provisions of subsection ~~{10.}~~ 8.

8 **Sec. 59.** NRS 87A.300 is hereby amended to read as follows:

9 87A.300 1. If a limited partnership has filed the list in  
10 compliance with NRS 87A.290 ~~{and has paid the appropriate fee for~~  
11 ~~{the filing, the cancelled check or other proof of payment received~~  
12 ~~{by}~~, *the Secretary of State shall issue to* the limited partnership  
13 ~~{constitutes}~~ a certificate authorizing it to transact its business within  
14 this State until the anniversary date of the filing of its certificate of  
15 limited partnership in the next succeeding calendar year.

16 2. Each limited partnership which is required to make a filing  
17 ~~{and}~~ *or* pay ~~{the}~~ *any* fee prescribed in NRS 87A.290 ~~{and}~~ *or*  
18 87A.295 and which refuses or neglects to do so within the time  
19 provided is in default.

20 3. Upon notification from the Administrator of the Real Estate  
21 Division of the Department of Business and Industry that a limited  
22 partnership which is a unit-owners' association as defined in NRS  
23 116.011 has failed to register pursuant to NRS 116.31158 or failed  
24 to pay the fees pursuant to NRS 116.31155, the Secretary of State  
25 shall deem the limited partnership to be in default. If, after the  
26 limited partnership is deemed to be in default, the Administrator  
27 notifies the Secretary of State that the limited partnership has  
28 registered pursuant to NRS 116.31158 and paid the fees pursuant to  
29 NRS 116.31155, the Secretary of State shall reinstate the limited  
30 partnership if the limited partnership complies with the requirements  
31 for reinstatement as provided in this section and NRS 87A.310.

32 4. For default there must be added to the amount of the fee a  
33 penalty of \$75, and unless the filings are made and the fee and  
34 penalty are paid on or before the first day of the first anniversary of  
35 the month following the month in which filing was required, the  
36 defaulting limited partnership, by reason of its default, forfeits its  
37 right to transact any business within this State.

38 **Sec. 60.** NRS 87A.305 is hereby amended to read as follows:

39 87A.305 1. The Secretary of State shall notify, by providing  
40 written notice to its registered agent, each defaulting limited  
41 partnership. The written notice:

42 (a) Must include a statement indicating the amount of ~~{the~~  
43 ~~{filing}~~ *any applicable* fee, penalties incurred and costs remaining  
44 unpaid.



1 (b) At the request of the registered agent, may be provided  
2 electronically.

3 2. Immediately after the first day of the first anniversary of the  
4 month following the month in which filing was required, the  
5 certificate of the limited partnership is revoked.

6 3. The Secretary of State shall compile a complete list  
7 containing the names of all limited partnerships whose right to  
8 transact business has been forfeited.

9 4. The Secretary of State shall notify, by providing written  
10 notice to its registered agent, each limited partnership specified in  
11 subsection 3 of the revocation of its certificate. The written notice:

12 (a) Must include a statement indicating the amount of ~~the~~  
13 ~~filing~~ *any applicable* fee, penalties incurred and costs remaining  
14 unpaid.

15 (b) At the request of the registered agent, may be provided  
16 electronically.

17 5. In case of revocation of the certificate and of the forfeiture  
18 of the right to transact business thereunder, all the property and  
19 assets of the defaulting domestic limited partnership are held in trust  
20 by the general partners, and the same proceedings may be had with  
21 respect thereto as for the judicial dissolution of a limited  
22 partnership. Any person interested may institute proceedings at any  
23 time after a forfeiture has been declared, but, if the Secretary of  
24 State reinstates the limited partnership, the proceedings must at once  
25 be dismissed and all property restored to the general partners.

26 **Sec. 61.** NRS 87A.310 is hereby amended to read as follows:

27 87A.310 1. Except as otherwise provided in ~~subsections~~  
28 *subsection* 3 ~~and 4~~ and NRS 87A.200, the Secretary of State shall  
29 reinstate any limited partnership which has forfeited or which  
30 forfeits its right to transact business under the provisions of this  
31 chapter and restore to the limited partnership its right to carry on  
32 business in this State, and to exercise its privileges and immunities  
33 if it:

34 (a) Files with the Secretary of State:

35 (1) The list required pursuant to NRS 87A.290;

36 (2) The statement required by NRS 87A.295, if applicable;

37 (3) The information required pursuant to NRS 77.310; and

38 (4) A declaration under penalty of perjury, on a form  
39 provided by the Secretary of State, that the reinstatement is  
40 authorized by a court of competent jurisdiction in this State or by  
41 the duly selected general partners of the limited partnership; and

42 (b) Pays to the Secretary of State:

43 (1) ~~The filing~~ *Any applicable* fee and *the* penalty set forth  
44 in NRS 87A.290 and 87A.300 for each year or portion thereof  
45 during which the certificate has been revoked;



1 (2) The fee set forth in NRS 87A.295, if applicable; and

2 (3) A fee of \$300 for reinstatement.

3 2. When the Secretary of State reinstates the limited  
4 partnership, the Secretary of State shall issue to the limited  
5 partnership a certificate of reinstatement if the limited partnership:

6 (a) Requests a certificate of reinstatement; and

7 (b) Pays the required fees pursuant to NRS 87A.315.

8 3. ~~The Secretary of State shall not order a reinstatement unless  
9 all delinquent fees and penalties have been paid, and the revocation  
10 occurred only by reason of failure to pay the fees and penalties.~~

11 ~~—4.]~~ If a limited partnership's certificate has been revoked  
12 pursuant to the provisions of this chapter and has remained revoked  
13 for a period of 5 years, the certificate must not be reinstated.

14 ~~[5.]~~ 4. If a limited partnership's certificate is reinstated  
15 pursuant to this section, the reinstatement relates back to and takes  
16 effect on the effective date of the revocation, and the limited  
17 partnership's status as a limited partnership continues as if the  
18 revocation had never occurred.

19 **Sec. 62.** NRS 87A.315 is hereby amended to read as follows:

20 87A.315 The Secretary of State, for services relating to the  
21 official duties of the Secretary of State and the records of the Office  
22 of the Secretary of State, shall charge and collect the following fees:

23 1. ~~[For filing a certificate of limited partnership, or for  
24 registering a foreign limited partnership, \$75.~~

25 ~~—2. For filing a certificate of registration of limited liability  
26 limited partnership, or for registering a foreign registered limited-  
27 liability limited partnership, \$100.~~

28 ~~—3.]~~ For filing a certificate of amendment of limited partnership  
29 or restated certificate of limited partnership, \$175.

30 ~~[4.]~~ 2. For certifying a copy of a certificate of limited  
31 partnership, an amendment to the certificate, or a certificate as  
32 amended, \$30 per certification.

33 ~~[5.]~~ 3. For certifying an authorized printed copy of the limited  
34 partnership law, \$30.

35 ~~[6.]~~ 4. For reserving a limited partnership name, or for signing,  
36 filing or certifying any ~~[other]~~ record ~~[.]~~ *other than filing a  
37 certificate of limited partnership, a certificate of registration of a  
38 limited-liability limited partnership, a registration as a foreign  
39 limited partnership or foreign registered limited-liability limited  
40 partnership, or any list required by NRS 87A.290 or 87A.560,* \$25.

41 ~~[7.]~~ 5. For copies provided by the Office of the Secretary of  
42 State, \$2 per page.

43 ~~[8.]~~ 6. For filing a certificate of cancellation of a limited  
44 partnership or a certificate of cancellation of the registration of a  
45 foreign limited partnership, \$100.



1 ↪ Except as otherwise provided in this section, the fees set forth in  
2 NRS 78.785 apply to this chapter.

3 **Sec. 63.** NRS 87A.545 is hereby amended to read as follows:

4 87A.545 1. If the Secretary of State finds that an application  
5 for registration filed by a foreign limited partnership conforms to  
6 law , ~~[and all requisite fees have been paid,]~~ the Secretary of State  
7 shall issue a certificate of registration to transact business in this  
8 State and mail it to the person who filed the application or the  
9 person's representative.

10 2. A certificate of registration does not authorize a foreign  
11 limited partnership to engage in any business or exercise any power  
12 that a limited partnership may not engage in or exercise in this State.

13 **Sec. 64.** NRS 87A.560 is hereby amended to read as follows:

14 87A.560 1. Each foreign limited partnership doing business  
15 in this State shall, on or before the last day of the first month after  
16 the filing of its application for registration as a foreign limited  
17 partnership with the Secretary of State or, if the foreign limited  
18 partnership has selected an alternative due date pursuant to  
19 subsection ~~[9.]~~ 8, on or before that alternative due date, and annually  
20 thereafter on or before the last day of the month in which the  
21 anniversary date of its qualification to do business in this State  
22 occurs in each year or, if applicable, on or before the last day of the  
23 month in which the anniversary date of the alternative due date  
24 occurs in each year, file with the Secretary of State a list, on a form  
25 furnished by the Secretary of State, that contains:

- 26 (a) The name of the foreign limited partnership;  
27 (b) The file number of the foreign limited partnership, if known;  
28 (c) The names of all its general partners;  
29 (d) The address, either residence or business, of each general  
30 partner; and  
31 (e) The signature of a general partner of the foreign limited  
32 partnership, or some other person specifically authorized by the  
33 foreign limited partnership to sign the list, certifying that the list is  
34 true, complete and accurate.

35 2. Each list filed pursuant to this section must be accompanied  
36 by a declaration under penalty of perjury that:

37 (a) The foreign limited partnership has complied with the  
38 provisions of chapter 76 of NRS;

39 (b) The foreign limited partnership acknowledges that pursuant  
40 to NRS 239.330, it is a category C felony to knowingly offer any  
41 false or forged instrument for filing in the Office of the Secretary of  
42 State; and

43 (c) None of the general partners identified in the list has been  
44 identified in the list with the fraudulent intent of concealing the



1 identity of any person or persons exercising the power or authority  
2 of a general partner in furtherance of any unlawful conduct.

3 ~~3. Upon filing:~~

4 ~~—(a) The initial list required by this section, the foreign limited  
5 partnership shall pay to the Secretary of State a fee of \$125.~~

6 ~~—(b) Each annual list required by this section, the foreign limited  
7 partnership shall pay to the Secretary of State a fee of \$125.~~

8 ~~—4.]~~ If a general partner of a foreign limited partnership resigns  
9 and the resignation is not reflected on the annual or amended list of  
10 general partners, the foreign limited partnership or the resigning  
11 general partner shall pay to the Secretary of State a fee of \$75 to file  
12 the resignation of the general partner.

13 ~~[5.]~~ 4. The Secretary of State shall, 90 days before the last day  
14 for filing each annual list required by subsection 1, provide to each  
15 foreign limited partnership, which is required to comply with the  
16 provisions of NRS 87A.560 to 87A.600, inclusive, and which has  
17 not become delinquent, ~~{a notice of the fee due pursuant to  
18 subsection 3 and}~~ a reminder to file the list required pursuant to  
19 subsection 1. Failure of any foreign limited partnership to receive a  
20 ~~{notice}~~ reminder does not excuse it from the penalty imposed by  
21 the provisions of NRS 87A.560 to 87A.600, inclusive.

22 ~~[6.]~~ 5. If the list to be filed pursuant to the provisions of  
23 subsection 1 is defective, ~~{or the fee required by subsection 3 is not  
24 paid,}~~ the Secretary of State may return the list for correction. ~~{or  
25 payment.~~

26 ~~—7.]~~ 6. An annual list for a foreign limited partnership not in  
27 default which is received by the Secretary of State more than 90  
28 days before its due date shall be deemed an amended list for the  
29 previous year and does not satisfy the requirements of subsection 1  
30 for the year to which the due date is applicable.

31 ~~[8.]~~ 7. A person who files with the Secretary of State a list  
32 required by this section which identifies a general partner with the  
33 fraudulent intent of concealing the identity of any person or persons  
34 exercising the power or authority of a general partner in furtherance  
35 of any unlawful conduct is subject to the penalty set forth in  
36 NRS 225.084.

37 ~~[9.]~~ 8. The Secretary of State may allow a foreign limited  
38 partnership to select an alternative due date for filing the initial list  
39 required by this section.

40 ~~[10.]~~ 9. The Secretary of State may adopt regulations to  
41 administer the provisions of subsection ~~[9.]~~ 8.

42 **Sec. 65.** NRS 87A.570 is hereby amended to read as follows:

43 87A.570 If a foreign limited partnership has filed the initial or  
44 annual list in compliance with NRS 87A.560 ~~{and has paid the  
45 appropriate fee for the filing, the cancelled check or other proof of~~





1 ~~payment received by~~, *the Secretary of State shall issue to* the  
2 foreign limited partnership ~~[constitutes]~~ a certificate authorizing it to  
3 transact its business within this State until the last day of the month  
4 in which the anniversary of its qualification to transact business  
5 occurs in the next succeeding calendar year.

6 **Sec. 66.** NRS 87A.585 is hereby amended to read as follows:

7 87A.585 1. Each foreign limited partnership which is  
8 required to make a filing ~~[and]~~ *or* pay ~~[the]~~ *any* fee prescribed in  
9 NRS 87A.560 to 87A.600, inclusive, and which refuses or neglects  
10 to do so within the time provided is in default.

11 2. For default there must be added to the amount of the fee a  
12 penalty of \$75 and unless the filing is made and the fee and penalty  
13 are paid on or before the last day of the month in which the  
14 anniversary date of the foreign limited partnership occurs, the  
15 defaulting foreign limited partnership by reason of its default  
16 forfeits its right to transact any business within this State. The fee  
17 and penalty must be collected as provided in this chapter.

18 **Sec. 67.** NRS 87A.590 is hereby amended to read as follows:

19 87A.590 1. The Secretary of State shall notify, by providing  
20 written notice to its registered agent, each foreign limited  
21 partnership deemed in default pursuant to NRS 87A.585. The  
22 written notice:

23 (a) Must include a statement indicating the amount of ~~[the~~  
24 ~~filing]~~ *any applicable* fee, penalties incurred and costs remaining  
25 unpaid.

26 (b) At the request of the registered agent, may be provided  
27 electronically.

28 2. Immediately after the last day of the month in which the  
29 anniversary date of the filing of the certificate of limited partnership  
30 occurs, the Secretary of State shall compile a complete list  
31 containing the names of all foreign limited partnerships whose right  
32 to transact business has been forfeited.

33 3. The Secretary of State shall notify, by providing written  
34 notice to its registered agent, each foreign limited partnership  
35 specified in subsection 2 of the forfeiture of its right to transact  
36 business. The written notice:

37 (a) Must include a statement indicating the amount of ~~[the~~  
38 ~~filing]~~ *any applicable* fee, penalties incurred and costs remaining  
39 unpaid.

40 (b) At the request of the registered agent, may be provided  
41 electronically.

42 **Sec. 68.** NRS 87A.595 is hereby amended to read as follows:

43 87A.595 1. Except as otherwise provided in ~~[subsections]~~  
44 *subsection 3* ~~[and 4]~~ and NRS 87A.580, the Secretary of State shall  
45 reinstate a foreign limited partnership which has forfeited or which



1 forfeits its right to transact business under the provisions of this  
2 chapter and shall restore to the foreign limited partnership its right  
3 to transact business in this State, and to exercise its privileges and  
4 immunities, if it:

5 (a) Files with the Secretary of State:

6 (1) The list required by NRS 87A.560;

7 (2) The statement required by NRS 87A.565, if applicable;

8 (3) The information required pursuant to NRS 77.310; and

9 (4) A declaration under penalty of perjury, on a form  
10 provided by the Secretary of State, that the reinstatement is  
11 authorized by a court of competent jurisdiction in this State or by  
12 the duly selected general partners of the foreign limited partnership;  
13 and

14 (b) Pays to the Secretary of State:

15 (1) ~~Any~~ *Any applicable* fee and *the* penalty set forth  
16 in NRS 87A.560 and 87A.585 for each year or portion thereof that  
17 its right to transact business was forfeited;

18 (2) The fee set forth in NRS 87A.565, if applicable; and

19 (3) A fee of \$300 for reinstatement.

20 2. When the Secretary of State reinstates the foreign limited  
21 partnership, the Secretary of State shall issue to the foreign  
22 limited partnership a certificate of reinstatement if the foreign  
23 limited partnership:

24 (a) Requests a certificate of reinstatement; and

25 (b) Pays the required fees pursuant to NRS 87A.315.

26 3. ~~The Secretary of State shall not order a reinstatement unless~~  
27 ~~all delinquent fees and penalties have been paid and the revocation~~  
28 ~~of the right to transact business occurred only by reason of failure to~~  
29 ~~pay the fees and penalties.~~

30 ~~—4.]~~ If the right of a foreign limited partnership to transact  
31 business in this State has been forfeited pursuant to the provisions of  
32 this chapter and has remained forfeited for a period of 5 consecutive  
33 years, the right is not subject to reinstatement.

34 ~~[5.]~~ 4. A reinstatement pursuant to this section relates back to  
35 the date on which the foreign limited partnership forfeited its right  
36 to transact business under the provisions of this chapter and  
37 reinstates the foreign limited partnership's right to transact business  
38 as if such right had at all times remained in full force and effect.

39 **Sec. 69.** NRS 87A.630 is hereby amended to read as follows:

40 87A.630 1. To become a registered limited-liability limited  
41 partnership, a limited partnership shall file with the Secretary of  
42 State a certificate of registration stating each of the following:

43 (a) The name of the limited partnership.

44 (b) The street address of its principal office.



- 1 (c) The information required pursuant to NRS 77.310.
- 2 (d) The name and business address of each organizer signing the
- 3 certificate.
- 4 (e) The name and business address of each initial general
- 5 partner.
- 6 (f) That the limited partnership thereafter will be a registered
- 7 limited-liability limited partnership.
- 8 (g) Any other information that the limited partnership wishes to
- 9 include.

10 2. The certificate of registration must be signed by the vote  
11 necessary to amend the partnership agreement or, in the case of a  
12 partnership agreement that expressly considers contribution  
13 obligations, the vote necessary to amend those provisions.

14 3. The Secretary of State shall register as a registered limited-  
15 liability limited partnership any limited partnership that submits a  
16 completed certificate of registration . ~~{with the required fee.}~~ A  
17 person shall not register a registered limited-liability limited  
18 partnership for any illegal purpose or with the fraudulent intent to  
19 conceal any business activity, or lack thereof, from another person  
20 or a governmental agency.

21 4. Any person may register as a registered limited-liability  
22 limited partnership at the time the person files a certificate of limited  
23 partnership by filing a certificate of limited partnership and a  
24 certificate of registration of a limited-liability limited partnership  
25 with the Secretary of State . ~~{and paying the fees prescribed in~~  
26 ~~subsections 1 and 2 of NRS 87A.315.}~~

27 5. The registration of a registered limited-liability limited  
28 partnership is effective at the time of the filing of the certificate of  
29 registration with the Secretary of State or upon a later date and time  
30 as specified in the certificate of registration, which date must not be  
31 more than 90 days after the date on which the certificate of  
32 registration is filed. If the certificate of registration specifies a later  
33 effective date but does not specify an effective time, the certificate  
34 of registration is effective at 12:01 a.m. in the Pacific time zone on  
35 the specified later date.

36 **Sec. 70.** NRS 88.395 is hereby amended to read as follows:

37 88.395 1. A limited partnership shall, on or before the last  
38 day of the first month after the filing of its certificate of limited  
39 partnership with the Secretary of State or, if the limited partnership  
40 has selected an alternative due date pursuant to subsection ~~{10.}~~ 8,  
41 on or before that alternative due date, and annually thereafter on or  
42 before the last day of the month in which the anniversary date of the  
43 filing of its certificate of limited partnership occurs or, if applicable,  
44 on or before the last day of the month in which the anniversary date  
45 of the alternative due date occurs in each year, file with the



1 Secretary of State, on a form furnished by the Secretary of State, a  
2 list that contains:

- 3 (a) The name of the limited partnership;
- 4 (b) The file number of the limited partnership, if known;
- 5 (c) The names of all of its general partners;
- 6 (d) The address, either residence or business, of each general  
7 partner; and
- 8 (e) The signature of a general partner of the limited partnership,  
9 or some other person specifically authorized by the limited  
10 partnership to sign the list, certifying that the list is true, complete  
11 and accurate.

12 ↪ Each list filed pursuant to this subsection must be accompanied  
13 by a declaration under penalty of perjury that the limited partnership  
14 has complied with the provisions of chapter 76 of NRS, that the  
15 limited partnership acknowledges that pursuant to NRS 239.330, it  
16 is a category C felony to knowingly offer any false or forged  
17 instrument for filing in the Office of the Secretary of State, and that  
18 none of the general partners identified in the list has been identified  
19 in the list with the fraudulent intent of concealing the identity of any  
20 person or persons exercising the power or authority of a general  
21 partner in furtherance of any unlawful conduct.

22 2. ~~Except as otherwise provided in subsection 3, a limited~~  
23 ~~partnership shall, upon filing:~~

24 ~~—(a) The initial list required by subsection 1, pay to the Secretary~~  
25 ~~of State a fee of \$125.~~

26 ~~—(b) Each annual list required by subsection 1, pay to the~~  
27 ~~Secretary of State a fee of \$125.~~

28 ~~3. A registered limited liability limited partnership shall, upon~~  
29 ~~filing:~~

30 ~~—(a) The initial list required by subsection 1, pay to the Secretary~~  
31 ~~of State a fee of \$125.~~

32 ~~—(b) Each annual list required by subsection 1, pay to the~~  
33 ~~Secretary of State a fee of \$175.~~

34 ~~4.] If a general partner of a limited partnership resigns and the~~  
35 ~~resignation is not reflected on the annual or amended list of general~~  
36 ~~partners, the limited partnership or the resigning general partner~~  
37 ~~shall pay to the Secretary of State a fee of \$75 to file the resignation.~~

38 ~~5.] 3. The Secretary of State shall, 90 days before the last day~~  
39 ~~for filing each annual list required by subsection 1, provide to each~~  
40 ~~limited partnership which is required to comply with the provisions~~  
41 ~~of this section, and which has not become delinquent, [a notice of~~  
42 ~~the fee due pursuant to the provisions of subsection 2 or 3, as~~  
43 ~~appropriate, and] a reminder to file the annual list required pursuant~~  
44 ~~to subsection 1. Failure of any limited partnership to receive a~~



1 ~~[notice]~~ *reminder* does not excuse it from the penalty imposed by  
2 NRS 88.400.

3 ~~[6.]~~ 4. If the list to be filed pursuant to the provisions of  
4 subsection 1 is defective, ~~[or the fee required by subsection 2 or 3 is~~  
5 ~~not paid,]~~ the Secretary of State may return the list for correction .  
6 ~~[or payment.~~

7 ~~—7.]~~ 5. An annual list for a limited partnership not in default  
8 that is received by the Secretary of State more than 90 days before  
9 its due date shall be deemed an amended list for the previous year  
10 and does not satisfy the requirements of subsection 1 for the year to  
11 which the due date is applicable.

12 ~~[8.]~~ 6. A filing made pursuant to this section does not satisfy  
13 the provisions of NRS 88.355 and may not be substituted for filings  
14 submitted pursuant to NRS 88.355.

15 ~~[9.]~~ 7. A person who files with the Secretary of State a list  
16 required by subsection 1 which identifies a general partner with the  
17 fraudulent intent of concealing the identity of any person or persons  
18 exercising the power or authority of a general partner in furtherance  
19 of any unlawful conduct is subject to the penalty set forth in  
20 NRS 225.084.

21 ~~[10.]~~ 8. The Secretary of State may allow a limited partnership  
22 to select an alternative due date for filing the initial list required by  
23 subsection 1.

24 ~~[11.]~~ 9. The Secretary of State may adopt regulations to  
25 administer the provisions of subsection ~~[10.]~~ 8.

26 **Sec. 71.** NRS 88.400 is hereby amended to read as follows:

27 88.400 1. If a limited partnership has filed the list in  
28 compliance with NRS 88.395 ~~[and has paid the appropriate fee for~~  
29 ~~the filing, the cancelled check or other proof of payment received~~  
30 ~~by], the Secretary of State shall issue to~~ the limited partnership  
31 ~~[constitutes]~~ a certificate authorizing it to transact its business within  
32 this State until the anniversary date of the filing of its certificate of  
33 limited partnership in the next succeeding calendar year.

34 2. Each limited partnership which is required to make a filing  
35 ~~[and] or~~ pay ~~[the] any~~ fee prescribed in NRS 88.395 ~~[and] or~~ 88.397  
36 and which refuses or neglects to do so within the time provided is in  
37 default.

38 3. Upon notification from the Administrator of the Real Estate  
39 Division of the Department of Business and Industry that a  
40 limited partnership which is a unit-owners' association as defined in  
41 NRS 116.011 or 116B.030 has failed to register pursuant to NRS  
42 116.31158 or 116B.625 or failed to pay the fees pursuant to NRS  
43 116.31155 or 116B.620, the Secretary of State shall deem the  
44 limited partnership to be in default. If, after the limited partnership  
45 is deemed to be in default, the Administrator notifies the Secretary



1 of State that the limited partnership has registered pursuant to NRS  
2 116.31158 or 116B.625 and paid the fees pursuant to NRS  
3 116.31155 or 116B.620, the Secretary of State shall reinstate the  
4 limited partnership if the limited partnership complies with the  
5 requirements for reinstatement as provided in this section and  
6 NRS 88.410.

7 4. For default there must be added to the amount of the fee a  
8 penalty of \$75, and unless the filings are made and the fee and  
9 penalty are paid on or before the first day of the first anniversary of  
10 the month following the month in which filing was required, the  
11 defaulting limited partnership, by reason of its default, forfeits its  
12 right to transact any business within this State.

13 **Sec. 72.** NRS 88.405 is hereby amended to read as follows:

14 88.405 1. The Secretary of State shall notify, by providing  
15 written notice to its registered agent, each defaulting limited  
16 partnership. The written notice:

17 (a) Must include a statement indicating the amount of ~~the~~  
18 ~~filing~~ *any applicable* fee, penalties incurred and costs remaining  
19 unpaid.

20 (b) At the request of the registered agent, may be provided  
21 electronically.

22 2. Immediately after the first day of the first anniversary of the  
23 month following the month in which filing was required, the  
24 certificate of the limited partnership is revoked.

25 3. The Secretary of State shall compile a complete list  
26 containing the names of all limited partnerships whose right to  
27 transact business has been forfeited.

28 4. The Secretary of State shall notify, by providing written  
29 notice to its registered agent, each limited partnership specified in  
30 subsection 3 of the revocation of its certificate. The written notice:

31 (a) Must include a statement indicating the amount of ~~the~~  
32 ~~filing~~ *any applicable* fee, penalties incurred and costs remaining  
33 unpaid.

34 (b) At the request of the registered agent, may be provided  
35 electronically.

36 5. In case of revocation of the certificate and of the forfeiture  
37 of the right to transact business thereunder, all the property and  
38 assets of the defaulting domestic limited partnership are held in trust  
39 by the general partners, and the same proceedings may be had with  
40 respect thereto as for the judicial dissolution of a limited  
41 partnership. Any person interested may institute proceedings at any  
42 time after a forfeiture has been declared, but, if the Secretary of  
43 State reinstates the limited partnership, the proceedings must at once  
44 be dismissed and all property restored to the general partners.



1     **Sec. 73.** NRS 88.410 is hereby amended to read as follows:

2     88.410 1. Except as otherwise provided in ~~subsections~~  
3 *subsection* 3 ~~and 4~~ and NRS 88.3355, the Secretary of State shall  
4 reinstate any limited partnership which has forfeited or which  
5 forfeits its right to transact business under the provisions of this  
6 chapter and restore to the limited partnership its right to carry on  
7 business in this State, and to exercise its privileges and immunities  
8 if it:

9     (a) Files with the Secretary of State:

10       (1) The list required pursuant to NRS 88.395;

11       (2) The statement required by NRS 88.397, if applicable;

12       (3) The information required pursuant to NRS 77.310; and

13       (4) A declaration under penalty of perjury, on a form  
14 provided by the Secretary of State, that the reinstatement is  
15 authorized by a court of competent jurisdiction in this State or by  
16 the duly selected general partners of the limited partnership; and

17     (b) Pays to the Secretary of State:

18       (1) ~~The filing~~ *Any applicable* fee and *the* penalty set forth  
19 in NRS 88.395 and 88.400 for each year or portion thereof during  
20 which the certificate has been revoked;

21       (2) The fee set forth in NRS 88.397, if applicable; and

22       (3) A fee of \$300 for reinstatement.

23     2. When the Secretary of State reinstates the limited  
24 partnership, the Secretary of State shall issue to the limited  
25 partnership a certificate of reinstatement if the limited partnership:

26       (a) Requests a certificate of reinstatement; and

27       (b) Pays the required fees pursuant to NRS 88.415.

28     3. ~~The Secretary of State shall not order a reinstatement unless~~  
29 ~~all delinquent fees and penalties have been paid, and the revocation~~  
30 ~~occurred only by reason of failure to pay the fees and penalties.~~

31 ~~—4.]~~ If a limited partnership's certificate has been revoked  
32 pursuant to the provisions of this chapter and has remained revoked  
33 for a period of 5 years, the certificate must not be reinstated.

34 ~~5.]~~ 4. Except as otherwise provided in NRS 88.327, a  
35 reinstatement pursuant to this section relates back to the date on  
36 which the limited partnership forfeited its right to transact business  
37 under the provisions of this chapter and reinstates the limited  
38 partnership's right to transact business as if such right had at all  
39 times remained in full force and effect.

40     **Sec. 74.** NRS 88.415 is hereby amended to read as follows:

41     88.415 The Secretary of State, for services relating to the  
42 official duties of the Secretary of State and the records of the Office  
43 of the Secretary of State, shall charge and collect the following fees:

44     1. ~~For filing a certificate of limited partnership, or for~~  
45 ~~registering a foreign limited partnership, \$75.~~



1 ~~—2. For filing a certificate of registration of limited liability~~  
2 ~~limited partnership, or for registering a foreign registered limited~~  
3 ~~liability limited partnership, \$100.~~

4 ~~—3.]~~ For filing a certificate of amendment of limited partnership  
5 or restated certificate of limited partnership, \$175.

6 [4.] 2. For certifying a copy of a certificate of limited  
7 partnership, an amendment to the certificate, or a certificate as  
8 amended, \$30 per certification.

9 [5.] 3. For certifying an authorized printed copy of the limited  
10 partnership law, \$30.

11 [6.] 4. For reserving a limited partnership name, or for signing,  
12 filing or certifying any ~~other~~ record ~~other than filing a~~  
13 ~~certificate of limited partnership, a certificate of registration of a~~  
14 ~~limited-liability limited partnership, a registration as a foreign~~  
15 ~~limited partnership or a foreign registered limited-liability limited~~  
16 ~~partnership, or a list required by NRS 88.395 or 88.591, \$25.~~

17 [7.] 5. For copies provided by the Office of the Secretary of  
18 State, \$2 per page.

19 [8.] 6. For filing a certificate of cancellation of a limited  
20 partnership, \$100.

21 ↪ Except as otherwise provided in this section, the fees set forth in  
22 NRS 78.785 apply to this chapter.

23 **Sec. 75.** NRS 88.591 is hereby amended to read as follows:

24 88.591 1. Each foreign limited partnership doing business in  
25 this State shall, on or before the last day of the first month after the  
26 filing of its application for registration as a foreign limited  
27 partnership with the Secretary of State or, if the foreign limited  
28 partnership has selected an alternative due date pursuant to  
29 subsection [9.] 8, on or before that alternative due date, and annually  
30 thereafter on or before the last day of the month in which the  
31 anniversary date of its qualification to do business in this State  
32 occurs in each year or, if applicable, on or before the last day of the  
33 month in which the anniversary date of the alternative due date  
34 occurs in each year, file with the Secretary of State a list, on a form  
35 furnished by the Secretary of State, that contains:

- 36 (a) The name of the foreign limited partnership;  
37 (b) The file number of the foreign limited partnership, if known;  
38 (c) The names of all its general partners;  
39 (d) The address, either residence or business, of each general  
40 partner; and

41 (e) The signature of a general partner of the foreign limited  
42 partnership, or some other person specifically authorized by the  
43 foreign limited partnership to sign the list, certifying that the list is  
44 true, complete and accurate.





1 2. Each list filed pursuant to this section must be accompanied  
2 by a declaration under penalty of perjury that:

3 (a) The foreign limited partnership has complied with the  
4 provisions of chapter 76 of NRS;

5 (b) The foreign limited partnership acknowledges that pursuant  
6 to NRS 239.330, it is a category C felony to knowingly offer any  
7 false or forged instrument for filing in the Office of the Secretary of  
8 State; and

9 (c) None of the general partners identified in the list has been  
10 identified in the list with the fraudulent intent of concealing the  
11 identity of any person or persons exercising the power or authority  
12 of a general partner in furtherance of any unlawful conduct.

13 3. ~~Upon filing:~~

14 ~~—(a) The initial list required by this section, the foreign limited~~  
15 ~~partnership shall pay to the Secretary of State a fee of \$125.~~

16 ~~—(b) Each annual list required by this section, the foreign limited~~  
17 ~~partnership shall pay to the Secretary of State a fee of \$125.~~

18 ~~—4.]~~ If a general partner of a foreign limited partnership resigns  
19 and the resignation is not reflected on the annual or amended list of  
20 general partners, the foreign limited partnership or the resigning  
21 general partner shall pay to the Secretary of State a fee of \$75 to file  
22 the resignation of the general partner.

23 ~~[5.]~~ 4. The Secretary of State shall, 90 days before the last day  
24 for filing each annual list required by subsection 1, provide to each  
25 foreign limited partnership, which is required to comply with the  
26 provisions of NRS 88.591 to 88.5945, inclusive, and which has not  
27 become delinquent, ~~[a notice of the fee due pursuant to subsection 3~~  
28 ~~and]~~ a reminder to file the list required pursuant to subsection 1.  
29 Failure of any foreign limited partnership to receive a ~~[notice]~~  
30 *reminder* does not excuse it from the penalty imposed by the  
31 provisions of NRS 88.591 to 88.5945, inclusive.

32 ~~[6.]~~ 5. If the list to be filed pursuant to the provisions of  
33 subsection 1 is defective, ~~[for the fee required by subsection 3 is not~~  
34 ~~paid,]~~ the Secretary of State may return the list for correction. ~~[for~~  
35 ~~payment.~~

36 ~~—7.]~~ 6. An annual list for a foreign limited partnership not in  
37 default which is received by the Secretary of State more than 90  
38 days before its due date shall be deemed an amended list for the  
39 previous year and does not satisfy the requirements of subsection 1  
40 for the year to which the due date is applicable.

41 ~~[8.]~~ 7. A person who files with the Secretary of State a list  
42 required by this section which identifies a general partner with the  
43 fraudulent intent of concealing the identity of any person or persons  
44 exercising the power or authority of a general partner in furtherance



1 of any unlawful conduct is subject to the penalty set forth in  
2 NRS 225.084.

3 ~~[9.]~~ 8. The Secretary of State may allow a foreign limited  
4 partnership to select an alternative due date for filing the initial list  
5 required by this section.

6 ~~[10.]~~ 9. The Secretary of State may adopt regulations to  
7 administer the provisions of subsection ~~[9.]~~ 8.

8 **Sec. 76.** NRS 88.592 is hereby amended to read as follows:

9 88.592 If a foreign limited partnership has filed the initial or  
10 annual list in compliance with NRS 88.591 ~~and has paid the~~  
11 ~~appropriate fee for the filing, the cancelled check or other proof of~~  
12 ~~payment received by] , the Secretary of State shall issue to~~ the  
13 foreign limited partnership ~~constitutes~~ a certificate authorizing it to  
14 transact its business within this State until the last day of the month  
15 in which the anniversary of its qualification to transact business  
16 occurs in the next succeeding calendar year.

17 **Sec. 77.** NRS 88.593 is hereby amended to read as follows:

18 88.593 1. Each foreign limited partnership which is required  
19 to make a filing ~~and~~ or pay ~~the~~ any fee prescribed in NRS 88.591  
20 to 88.5945, inclusive, and which refuses or neglects to do so within  
21 the time provided is in default.

22 2. For default there must be added to the amount of the fee a  
23 penalty of \$75 and unless the filing is made and the fee and penalty  
24 are paid on or before the last day of the month in which the  
25 anniversary date of the foreign limited partnership occurs, the  
26 defaulting foreign limited partnership by reason of its default  
27 forfeits its right to transact any business within this State. The fee  
28 and penalty must be collected as provided in this chapter.

29 **Sec. 78.** NRS 88.5935 is hereby amended to read as follows:

30 88.5935 1. The Secretary of State shall notify, by providing  
31 written notice to its registered agent, each foreign limited  
32 partnership deemed in default pursuant to NRS 88.593. The written  
33 notice:

34 (a) Must include a statement indicating the amount of ~~the~~  
35 ~~filing~~ any applicable fee, penalties incurred and costs remaining  
36 unpaid.

37 (b) At the request of the registered agent, may be provided  
38 electronically.

39 2. Immediately after the last day of the month in which the  
40 anniversary date of the filing of the certificate of limited partnership  
41 occurs, the Secretary of State shall compile a complete list  
42 containing the names of all foreign limited partnerships whose right  
43 to transact business has been forfeited.

44 3. The Secretary of State shall notify, by providing written  
45 notice to its registered agent, each foreign limited partnership



1 specified in subsection 2 of the forfeiture of its right to transact  
2 business. The written notice:

3 (a) Must include a statement indicating the amount of ~~the~~  
4  ~~filing~~ *any applicable* fee, penalties incurred and costs remaining  
5 unpaid.

6 (b) At the request of the registered agent, may be provided  
7 electronically.

8 **Sec. 79.** NRS 88.594 is hereby amended to read as follows:

9 88.594 1. Except as otherwise provided in ~~subsections~~  
10 *subsection* 3 ~~and 4~~ and NRS 88.5927, the Secretary of State shall  
11 reinstate a foreign limited partnership which has forfeited or which  
12 forfeits its right to transact business under the provisions of this  
13 chapter and shall restore to the foreign limited partnership its right  
14 to transact business in this State, and to exercise its privileges and  
15 immunities, if it:

16 (a) Files with the Secretary of State:

17 (1) The list required by NRS 88.591;

18 (2) The statement required by NRS 88.5915, if applicable;

19 (3) The information required pursuant to NRS 77.310; and

20 (4) A declaration under penalty of perjury, on a form  
21 provided by the Secretary of State, that the reinstatement is  
22 authorized by a court of competent jurisdiction in this State or by  
23 the duly selected general partners of the foreign limited partnership;  
24 and

25 (b) Pays to the Secretary of State:

26 (1) ~~The filing~~ *Any applicable* fee and *the* penalty set forth  
27 in NRS 88.591 and 88.593 for each year or portion thereof that its  
28 right to transact business was forfeited;

29 (2) The fee set forth in NRS 88.5915, if applicable; and

30 (3) A fee of \$300 for reinstatement.

31 2. When the Secretary of State reinstates the foreign limited  
32 partnership, the Secretary of State shall issue to the foreign  
33 limited partnership a certificate of reinstatement if the foreign  
34 limited partnership:

35 (a) Requests a certificate of reinstatement; and

36 (b) Pays the required fees pursuant to NRS 88.415.

37 3. ~~The Secretary of State shall not order a reinstatement unless~~  
38 ~~all delinquent fees and penalties have been paid and the revocation~~  
39 ~~of the right to transact business occurred only by reason of failure to~~  
40 ~~pay the fees and penalties.~~

41 ~~—4.]~~ If the right of a foreign limited partnership to transact  
42 business in this State has been forfeited pursuant to the provisions of  
43 this chapter and has remained forfeited for a period of 5 consecutive  
44 years, the right is not subject to reinstatement.



1 ~~[5.]~~ 4. Except as otherwise provided in NRS 88.5945, a  
2 reinstatement pursuant to this section relates back to the date on  
3 which the foreign limited partnership forfeited its right to transact  
4 business under the provisions of this chapter and reinstates the  
5 foreign limited partnership's right to transact business as if such  
6 right had at all times remained in full force and effect.

7 **Sec. 80.** NRS 88.606 is hereby amended to read as follows:

8 88.606 1. To become a registered limited-liability limited  
9 partnership, a limited partnership shall file with the Secretary of  
10 State a certificate of registration stating each of the following:

11 (a) The name of the limited partnership.

12 (b) The street address of its principal office.

13 (c) The information required pursuant to NRS 77.310.

14 (d) The name and business address of each organizer signing the  
15 certificate.

16 (e) The name and business address of each initial general  
17 partner.

18 (f) That the limited partnership thereafter will be a registered  
19 limited-liability limited partnership.

20 (g) Any other information that the limited partnership wishes to  
21 include.

22 2. The certificate of registration must be signed by the vote  
23 necessary to amend the partnership agreement or, in the case of a  
24 partnership agreement that expressly considers contribution  
25 obligations, the vote necessary to amend those provisions.

26 3. The Secretary of State shall register as a registered limited-  
27 liability limited partnership any limited partnership that submits a  
28 completed certificate of registration. ~~[with the required fee.]~~

29 4. Any person may register as a registered limited-liability  
30 limited partnership at the time of filing a certificate of limited  
31 partnership by filing a certificate of limited partnership and a  
32 certificate of registration of a limited-liability limited partnership  
33 with the Secretary of State. ~~[and paying the fees required pursuant  
34 to subsections 1 and 2 of NRS 88.415.]~~

35 5. The registration of a registered limited-liability limited  
36 partnership is effective at the time of the filing of the certificate of  
37 registration.

38 6. A person shall not register a registered limited-liability  
39 limited partnership for any illegal purpose or with the fraudulent  
40 intent to conceal any business activity, or lack thereof, from another  
41 person or a governmental agency.

42 **Sec. 81.** NRS 88A.210 is hereby amended to read as follows:

43 88A.210 1. One or more persons may create a business trust  
44 by adopting a governing instrument and signing and filing with the



1 Secretary of State a certificate of trust. The certificate of trust must  
2 set forth:

3 (a) The name of the business trust;

4 (b) The name and address, either residence or business, of at  
5 least one trustee;

6 (c) The information required pursuant to NRS 77.310;

7 (d) The name and address, either residence or business, of each  
8 person signing the certificate of trust; and

9 (e) Any other information the trustees determine to include.

10 2. Upon the filing of the certificate of trust with the Secretary  
11 of State, ~~[and the payment to the Secretary of State of the required~~  
12 ~~filing fee.]~~ the Secretary of State shall issue to the business trust a  
13 certificate that the required records with the required content have  
14 been filed. From the date of that filing, the business trust is legally  
15 formed pursuant to this chapter.

16 3. Except as otherwise provided in the governing instrument, a  
17 business trust organized on or after October 1, 2011, is deemed to be  
18 an entity separate from its trustee or trustees and beneficial owner.  
19 Except as otherwise provided in the governing instrument, a  
20 business trust may hold or take title to property in its own name, or  
21 in the name of a trustee in the trustee's capacity as trustee, whether  
22 in an active, passive or custodial capacity. The provisions of this  
23 subsection do not change the status of any business trust existing as  
24 an entity or aggregation before October 1, 2011.

25 4. Neither the use of the designation "business trust" nor a  
26 statement in a governing instrument or certificate of trust to the  
27 effect that the trust formed thereby is or will qualify as a business  
28 trust under this chapter creates a presumption or inference that the  
29 trust so formed is a business trust for the purposes of Title 11 of the  
30 United States Code.

31 **Sec. 82.** NRS 88A.600 is hereby amended to read as follows:

32 88A.600 1. A business trust formed pursuant to this chapter  
33 shall, on or before the last day of the first month after the filing of  
34 its certificate of trust with the Secretary of State or, if the business  
35 trust has selected an alternative due date pursuant to subsection ~~8~~  
36 ~~7~~, on or before that alternative due date, and annually thereafter on  
37 or before the last day of the month in which the anniversary date of  
38 the filing of its certificate of trust with the Secretary of State occurs,  
39 file with the Secretary of State or, if applicable, on or before the last  
40 day of the month in which the anniversary date of the alternative  
41 due date occurs in each year, on a form furnished by the Secretary  
42 of State, a list signed by at least one trustee, or by some other person  
43 specifically authorized by the business trust to sign the list, that  
44 contains the name and street address of at least one trustee. Each list



1 filed pursuant to this subsection must be accompanied by a  
2 declaration under penalty of perjury that:

3 (a) The business trust has complied with the provisions of  
4 chapter 76 of NRS;

5 (b) The business trust acknowledges that pursuant to NRS  
6 239.330, it is a category C felony to knowingly offer any false or  
7 forged instrument for filing in the Office of the Secretary of State;  
8 and

9 (c) None of the trustees identified in the list has been identified  
10 in the list with the fraudulent intent of concealing the identity of any  
11 person or persons exercising the power or authority of a trustee in  
12 furtherance of any unlawful conduct.

13 2. ~~Upon filing:~~

14 ~~—(a) The initial list required by subsection 1, the business trust~~  
15 ~~shall pay to the Secretary of State a fee of \$125.~~

16 ~~—(b) Each annual list required by subsection 1, the business trust~~  
17 ~~shall pay to the Secretary of State a fee of \$125.~~

18 ~~—3.]~~ If a trustee of a business trust resigns and the resignation is  
19 not reflected on the annual or amended list of trustees, the business  
20 trust or the resigning trustee shall pay to the Secretary of State a fee  
21 of \$75 to file the resignation.

22 ~~[4.]~~ 3. The Secretary of State shall, 90 days before the last day  
23 for filing each annual list required by subsection 1, provide to each  
24 business trust which is required to comply with the provisions of  
25 NRS 88A.600 to 88A.660, inclusive, and which has not become  
26 delinquent, ~~[a notice of the fee due pursuant to subsection 2 and]~~ a  
27 reminder to file the list required pursuant subsection 1. Failure of  
28 a business trust to receive a ~~[notice]~~ reminder does not excuse it  
29 from the penalty imposed by law.

30 ~~[5.]~~ 4. An annual list for a business trust not in default which  
31 is received by the Secretary of State more than 90 days before its  
32 due date shall be deemed an amended list for the previous year.

33 ~~[6.]~~ 5. A person who files with the Secretary of State an initial  
34 list or annual list required by subsection 1 which identifies a trustee  
35 with the fraudulent intent of concealing the identity of any person or  
36 persons exercising the power or authority of a trustee in furtherance  
37 of any unlawful conduct is subject to the penalty set forth in  
38 NRS 225.084.

39 ~~[7.]~~ 6. For the purposes of this section, a person who is a  
40 beneficial owner is not deemed to exercise actual control of the  
41 daily operations of a business trust based solely on the fact that the  
42 person is a beneficial owner.

43 ~~[8.]~~ 7. The Secretary of State may allow a business trust to  
44 select an alternative due date for filing the initial list required by  
45 subsection 1.



1 ~~[9.]~~ 8. The Secretary of State may adopt regulations to  
2 administer the provisions of subsection ~~[8.]~~ 7.

3 **Sec. 83.** NRS 88A.610 is hereby amended to read as follows:

4 88A.610 ~~[When the fee for filing]~~ *If a business trust has filed*  
5 *the initial or annual list [has been paid, the cancelled check or other*  
6 *proof of payment received by]* *in compliance with NRS 88A.600,*  
7 *the Secretary of State shall issue to* the business trust ~~[constitutes]~~ a  
8 certificate authorizing it to transact its business within this State  
9 until the last day of the month in which the anniversary of the filing  
10 of its certificate of trust occurs in the next succeeding calendar year.

11 **Sec. 84.** NRS 88A.630 is hereby amended to read as follows:

12 88A.630 1. Each business trust required to file ~~[the]~~ a list  
13 ~~[and]~~ or pay ~~[the]~~ any fee prescribed in NRS 88A.600 to 88A.660,  
14 inclusive, which refuses or neglects to do so within the time  
15 provided shall be deemed in default.

16 2. For default, there must be added to the amount of the fee a  
17 penalty of \$75. The fee and penalty must be collected as provided in  
18 this chapter.

19 **Sec. 85.** NRS 88A.640 is hereby amended to read as follows:

20 88A.640 1. The Secretary of State shall notify, by providing  
21 written notice to its registered agent, each business trust deemed in  
22 default pursuant to the provisions of this chapter. The written notice:

23 (a) Must include a statement indicating the amount of ~~[the~~  
24 ~~filing]~~ any applicable fee, penalties incurred and costs remaining  
25 unpaid.

26 (b) At the request of the registered agent, may be provided  
27 electronically.

28 2. Immediately after the first day of the first anniversary of the  
29 month following the month in which the filing was required, the  
30 certificate of trust of the business trust is revoked and its right to  
31 transact business is forfeited.

32 3. The Secretary of State shall compile a complete list  
33 containing the names of all business trusts whose right to transact  
34 business has been forfeited.

35 4. The Secretary of State shall forthwith notify, by providing  
36 written notice to its registered agent, each business trust specified in  
37 subsection 3 of the revocation of its certificate of trust. The written  
38 notice:

39 (a) Must include a statement indicating the amount of ~~[the~~  
40 ~~filing]~~ any applicable fee, penalties incurred and costs remaining  
41 unpaid.

42 (b) At the request of the registered agent, may be provided  
43 electronically.

44 5. If the certificate of trust is revoked and the right to transact  
45 business is forfeited, all the property and assets of the defaulting



1 business trust must be held in trust by its trustees as for insolvent  
2 business trusts, and the same proceedings may be had with respect  
3 thereto as are applicable to insolvent business trusts. Any person  
4 interested may institute proceedings at any time after a forfeiture has  
5 been declared, but, if the Secretary of State reinstates the certificate  
6 of trust, the proceedings must at once be dismissed.

7 **Sec. 86.** NRS 88A.650 is hereby amended to read as follows:

8 88A.650 1. Except as otherwise provided in ~~[subsections]~~  
9 *subsection* 3 ~~[and 4]~~ and NRS 88A.345, the Secretary of State shall  
10 reinstate a business trust which has forfeited or which forfeits its  
11 right to transact business pursuant to the provisions of this chapter  
12 and shall restore to the business trust its right to carry on business in  
13 this State, and to exercise its privileges and immunities, if it:

14 (a) Files with the Secretary of State:

15 (1) The list required by NRS 88A.600;

16 (2) The information required pursuant to NRS 77.310; and

17 (3) A declaration under penalty of perjury, on a form  
18 provided by the Secretary of State, that the reinstatement is  
19 authorized by a court of competent jurisdiction in this State or by  
20 the duly selected trustees of the business trust; and

21 (b) Pays to the Secretary of State:

22 (1) ~~[The filing]~~ *Any applicable* fee and *the* penalty set forth  
23 in NRS 88A.600 and 88A.630 for each year or portion thereof  
24 during which its certificate of trust was revoked; and

25 (2) A fee of \$300 for reinstatement.

26 2. When the Secretary of State reinstates the business trust, the  
27 Secretary of State shall issue to the business trust a certificate of  
28 reinstatement if the business trust:

29 (a) Requests a certificate of reinstatement; and

30 (b) Pays the required fees pursuant to NRS 88A.900.

31 3. ~~[The Secretary of State shall not order a reinstatement unless~~  
32 ~~all delinquent fees and penalties have been paid, and the revocation~~  
33 ~~of the certificate of trust occurred only by reason of the failure to~~  
34 ~~file the list or pay the fees and penalties.~~

35 ~~—4.]~~ If a certificate of business trust has been revoked pursuant  
36 to the provisions of this chapter and has remained revoked for a  
37 period of 5 consecutive years, the certificate must not be reinstated.

38 ~~[5.]~~ 4. Except as otherwise provided in NRS 88A.660, a  
39 reinstatement pursuant to this section relates back to the date on  
40 which the business trust forfeited its right to transact business under  
41 the provisions of this chapter and reinstates the business trust's right  
42 to transact business as if such right had at all times remained in full  
43 force and effect.





1       **Sec. 87.** NRS 88A.720 is hereby amended to read as follows:  
2       88A.720 If the Secretary of State finds that an application for  
3 registration conforms to law, ~~and all requisite fees have been paid,~~  
4 the Secretary of State shall issue a certificate of registration to  
5 transact business in this State and mail it to the person who filed the  
6 application or the person's representative.

7       **Sec. 88.** NRS 88A.732 is hereby amended to read as follows:  
8       88A.732 1. Each foreign business trust doing business in this  
9 State shall, on or before the last day of the first month after the filing  
10 of its application for registration as a foreign business trust with the  
11 Secretary of State or, if the foreign business trust has selected an  
12 alternative due date pursuant to subsection ~~[10,]~~ 9, on or before that  
13 alternative due date, and annually thereafter on or before the last day  
14 of the month in which the anniversary date of its qualification to do  
15 business in this State occurs in each year or, if applicable, on or  
16 before the last day of the month in which the anniversary date of the  
17 alternative due date occurs in each year, file with the Secretary of  
18 State a list, on a form furnished by the Secretary of State, that  
19 contains:

- 20       (a) The name of the foreign business trust;  
21       (b) The file number of the foreign business trust, if known;  
22       (c) The name of at least one of its trustees;  
23       (d) The address, either residence or business, of the trustee listed  
24 pursuant to paragraph (c); and  
25       (e) The signature of a trustee of the foreign business trust, or  
26 some other person specifically authorized by the foreign business  
27 trust to sign the list, certifying that the list is true, complete and  
28 accurate.

29       2. Each list required to be filed pursuant to this section must be  
30 accompanied by a declaration under penalty of perjury that:

31       (a) The foreign business trust has complied with the provisions  
32 of chapter 76 of NRS;

33       (b) The foreign business trust acknowledges that pursuant to  
34 NRS 239.330, it is a category C felony to knowingly offer any false  
35 or forged instrument for filing in the Office of the Secretary of  
36 State; and

37       (c) None of the trustees identified in the list has been identified  
38 in the list with the fraudulent intent of concealing the identity of any  
39 person or persons exercising the power or authority of a trustee in  
40 furtherance of any unlawful conduct.

41       3. ~~Upon filing:~~

42       ~~—(a) The initial list required by this section, the foreign business~~  
43 ~~trust shall pay to the Secretary of State a fee of \$125.~~

44       ~~—(b) Each annual list required by this section, the foreign business~~  
45 ~~trust shall pay to the Secretary of State a fee of \$125.~~



1 ~~—4.]~~ If a trustee of a foreign business trust resigns and the  
2 resignation is not reflected on the annual or amended list of trustees,  
3 the foreign business trust or the resigning trustee shall pay to the  
4 Secretary of State a fee of \$75 to file the resignation.

5 ~~{5.]~~ 4. The Secretary of State shall, 90 days before the last day  
6 for filing each annual list required by subsection 1, provide to each  
7 foreign business trust which is required to comply with the  
8 provisions of NRS 88A.732 to 88A.738, inclusive, and which has  
9 not become delinquent, ~~{a notice of the fee due pursuant to~~  
10 ~~subsection 3 and}~~ a reminder to file the list required pursuant to  
11 subsection 1. Failure of any foreign business trust to receive a  
12 ~~{notice}~~ reminder does not excuse it from the penalty imposed by  
13 the provisions of NRS 88A.732 to 88A.738, inclusive.

14 ~~{6.]~~ 5. If the list to be filed pursuant to the provisions of  
15 subsection 1 is defective, ~~{for the fee required by subsection 3 is not~~  
16 ~~paid,}~~ the Secretary of State may return the list for correction. ~~{or~~  
17 ~~payment.~~

18 ~~—7.]~~ 6. An annual list for a foreign business trust not in default  
19 which is received by the Secretary of State more than 90 days before  
20 its due date shall be deemed an amended list for the previous year  
21 and does not satisfy the requirements of subsection 1 for the year to  
22 which the due date is applicable.

23 ~~{8.]~~ 7. A person who files with the Secretary of State a list  
24 required by this section which identifies a trustee with the fraudulent  
25 intent of concealing the identity of any person or persons exercising  
26 the power or authority of a trustee in furtherance of any unlawful  
27 conduct is subject to the penalty set forth in NRS 225.084.

28 ~~{9.]~~ 8. For the purposes of this section, a person who is a  
29 beneficial owner is not deemed to exercise actual control of the  
30 daily operations of a foreign business trust based solely on the fact  
31 that the person is a beneficial owner.

32 ~~{10.]~~ 9. The Secretary of State may allow a foreign business  
33 trust to select an alternative due date for filing the initial list  
34 required by this section.

35 ~~{11.]~~ 10. The Secretary of State may adopt regulations to  
36 administer the provisions of subsection ~~{10.]~~ 9.

37 **Sec. 89.** NRS 88A.733 is hereby amended to read as follows:

38 88A.733 If a foreign business trust has filed the initial or  
39 annual list in compliance with NRS 88A.732 ~~{and has paid the~~  
40 ~~appropriate fee for the filing, the cancelled check or other proof of~~  
41 ~~payment received by}~~, *the Secretary of State shall issue to* the  
42 foreign business trust ~~{constitutes}~~ a certificate authorizing it to  
43 transact its business within this State until the last day of the month  
44 in which the anniversary of its qualification to transact business  
45 occurs in the next succeeding calendar year.



1       **Sec. 90.** NRS 88A.735 is hereby amended to read as follows:  
2       88A.735 1. Each foreign business trust which is required to  
3 make a filing ~~and~~ or pay ~~the~~ any fee prescribed in NRS 88A.732  
4 to 88A.738, inclusive, and which refuses or neglects to do so within  
5 the time provided is in default.

6       2. For default there must be added to the amount of the fee a  
7 penalty of \$75, and unless the filing is made and the fee and penalty  
8 are paid on or before the last day of the month in which the  
9 anniversary date of the foreign business trust occurs, the defaulting  
10 foreign business trust by reason of its default forfeits its right to  
11 transact any business within this State. The fee and penalty must be  
12 collected as provided in this chapter.

13       **Sec. 91.** NRS 88A.736 is hereby amended to read as follows:

14       88A.736 1. The Secretary of State shall notify, by providing  
15 written notice to its registered agent, each foreign business trust  
16 deemed in default pursuant to NRS 88A.735. The written notice:

17       (a) Must include a statement indicating the amount of ~~the~~  
18 ~~filing~~ any applicable fee, penalties incurred and costs remaining  
19 unpaid.

20       (b) At the request of the registered agent, may be provided  
21 electronically.

22       2. Immediately after the last day of the month in which the  
23 anniversary date of the filing of the certificate of trust occurs,  
24 the Secretary of State shall compile a complete list containing the  
25 names of all foreign business trusts whose right to transact business  
26 has been forfeited.

27       3. The Secretary of State shall notify, by providing written  
28 notice to its registered agent, each foreign business trust specified in  
29 subsection 2 of the forfeiture of its right to transact business. The  
30 written notice:

31       (a) Must include a statement indicating the amount of ~~the~~  
32 ~~filing~~ any applicable fee, penalties incurred and costs remaining  
33 unpaid.

34       (b) At the request of the registered agent, may be provided  
35 electronically.

36       **Sec. 92.** NRS 88A.737 is hereby amended to read as follows:

37       88A.737 1. Except as otherwise provided in ~~subsections~~  
38 ~~subsection 3 and 4~~ and NRS 88A.7345, the Secretary of State  
39 shall reinstate a foreign business trust which has forfeited or which  
40 forfeits its right to transact business under the provisions of this  
41 chapter and shall restore to the foreign business trust its right to  
42 transact business in this State, and to exercise its privileges and  
43 immunities, if it:

44       (a) Files with the Secretary of State:

45       (1) The list required by NRS 88A.732;



1 (2) The information required pursuant to NRS 77.310; and  
2 (3) A declaration under penalty of perjury, on a form  
3 provided by the Secretary of State, that the reinstatement is  
4 authorized by a court of competent jurisdiction in this State or by  
5 the duly selected trustees of the foreign business trust; and

6 (b) Pays to the Secretary of State:

7 (1) ~~[The filing]~~ *Any applicable* fee and *the* penalty set forth  
8 in NRS 88A.732 and 88A.735 for each year or portion thereof that  
9 its right to transact business was forfeited; and

10 (2) A fee of \$300 for reinstatement.

11 2. When the Secretary of State reinstates the foreign business  
12 trust, the Secretary of State shall issue to the foreign business trust a  
13 certificate of reinstatement if the foreign business trust:

14 (a) Requests a certificate of reinstatement; and

15 (b) Pays the required fees pursuant to NRS 88A.900.

16 3. ~~[The Secretary of State shall not order a reinstatement unless  
17 all delinquent fees and penalties have been paid and the revocation  
18 of the right to transact business occurred only by reason of failure to  
19 pay the fees and penalties.]~~

20 ~~—4.]~~ If the right of a foreign business trust to transact business in  
21 this State has been forfeited pursuant to the provisions of this  
22 chapter and has remained forfeited for a period of 5 consecutive  
23 years, the right to transact business must not be reinstated.

24 ~~[5.]~~ 4. Except as otherwise provided in NRS 88A.738, a  
25 reinstatement pursuant to this section relates back to the date the  
26 foreign business trust forfeited its right to transact business under  
27 the provisions of this chapter and reinstates the foreign business  
28 trust's right to transact business as if such right had at all times  
29 remained in full force and effect.

30 **Sec. 93.** NRS 88A.900 is hereby amended to read as follows:

31 88A.900 The Secretary of State shall charge and collect the  
32 following fees for:

33 1. ~~[Filing an original certificate of trust, or for registering a  
34 foreign business trust, \$75.]~~

35 ~~—2.]~~ Filing an amendment or restatement, or a combination  
36 thereof, to a certificate of trust, \$175.

37 ~~[3.]~~ 2. Filing a certificate of cancellation, \$100.

38 ~~[4.]~~ 3. Certifying a copy of a certificate of trust or an  
39 amendment or restatement, or a combination thereof, \$30 per  
40 certification.

41 ~~[5.]~~ 4. Certifying an authorized printed copy of this chapter,  
42 \$30.

43 ~~[6.]~~ 5. Reserving a name for a business trust, \$25.



1 ~~[7.]~~ 6. Signing a certificate of existence of a business trust  
2 which does not list the previous records relating to it, or a certificate  
3 of change in the name of a business trust, \$50.

4 ~~[8.]~~ 7. Signing a certificate of existence of a business trust  
5 which lists the previous records relating to it, \$50.

6 ~~[9.]~~ 8. Signing, certifying or filing any certificate or record not  
7 otherwise provided for in this section ~~[.]~~ *other than filing an*  
8 *original certificate of trust, a registration as a foreign business*  
9 *trust, or a list required by NRS 88A.600 or 88A.732*, \$50.

10 ~~[10.]~~ 9. Examining and provisionally approving a record  
11 before the record is presented for filing, \$125.

12 ~~[11.]~~ 10. Copying a record on file with the Secretary of State,  
13 for each page, \$2.

14 **Sec. 94.** NRS 89.210 is hereby amended to read as follows:

15 89.210 1. Within 30 days after the organization of a  
16 professional association under this chapter, the association shall file  
17 with the Secretary of State a copy of the articles of association, duly  
18 signed . ~~[, and shall pay at that time a filing fee of \$75.]~~ A copy of  
19 any amendments to the articles of association must also be filed with  
20 the Secretary of State within 30 days after the adoption of such  
21 amendments. Each copy of amendments so filed must be certified as  
22 true and correct and be accompanied by a filing fee of \$175.

23 2. The name of such a professional association must contain  
24 the words "Professional Association," "Professional Organization"  
25 or the abbreviations "Prof. Ass'n" or "Prof. Org." The association  
26 may render professional services and exercise its authorized powers  
27 under a fictitious name if the association has first registered the  
28 name in the manner required under chapter 602 of NRS.

29 **Sec. 95.** NRS 89.250 is hereby amended to read as follows:

30 89.250 1. Except as otherwise provided in subsection 2, a  
31 professional association shall, on or before the last day of the first  
32 month after the filing of its articles of association with the Secretary  
33 of State or, if the professional association has selected an alternative  
34 due date pursuant to subsection ~~[7.]~~ 6, on or before that alternative  
35 due date, and annually thereafter on or before the last day of the  
36 month in which the anniversary date of its organization occurs in  
37 each year or, if applicable, on or before the last day of the month in  
38 which the anniversary date of the alternative due date occurs in each  
39 year, file with the Secretary of State a list showing the names and  
40 addresses, either residence or business, of all members and  
41 employees in the professional association and certifying that all  
42 members and employees are licensed to render professional service  
43 in this State.

44 2. A professional association organized and practicing pursuant  
45 to the provisions of this chapter and NRS 623.349 shall, on or



1 before the last day of the first month after the filing of its articles of  
2 association with the Secretary of State or, if the professional  
3 association has selected an alternative due date pursuant to  
4 subsection ~~[7.]~~ 6, on or before that alternative due date, and annually  
5 thereafter on or before the last day of the month in which the  
6 anniversary date of its organization occurs in each year or, if  
7 applicable, on or before the last day of the month in which the  
8 anniversary date of the alternative due date occurs in each year, file  
9 with the Secretary of State a list:

10 (a) Showing the names and addresses, either residence or  
11 business, of all members and employees of the professional  
12 association who are licensed or otherwise authorized by law to  
13 render professional service in this State;

14 (b) Certifying that all members and employees who render  
15 professional service are licensed or otherwise authorized by law to  
16 render professional service in this State; and

17 (c) Certifying that all members who are not licensed to render  
18 professional service in this State do not render professional service  
19 on behalf of the professional association except as authorized by  
20 law.

21 3. Each list filed pursuant to this section must be:

22 (a) Made on a form furnished by the Secretary of State and must  
23 not contain any fiscal or other information except that expressly  
24 called for by this section.

25 (b) Signed by the chief executive officer of the professional  
26 association or by some other person specifically authorized by the  
27 chief executive officer to sign the list.

28 (c) Accompanied by a declaration under penalty of perjury that:

29 (1) The professional association has complied with the  
30 provisions of chapter 76 of NRS;

31 (2) The professional association acknowledges that pursuant  
32 to NRS 239.330, it is a category C felony to knowingly offer any  
33 false or forged instrument for filing in the Office of the Secretary of  
34 State; and

35 (3) None of the members or employees identified in the list  
36 has been identified in the list with the fraudulent intent of  
37 concealing the identity of any person or persons exercising the  
38 power or authority of a member or employee in furtherance of any  
39 unlawful conduct.

40 4. ~~Upon filing:~~

41 ~~—(a) The initial list required by this section, the professional~~  
42 ~~association shall pay to the Secretary of State a fee of \$125.~~

43 ~~—(b) Each annual list required by this section, the professional~~  
44 ~~association shall pay to the Secretary of State a fee of \$125.~~



1 ~~—5.]~~ A person who files with the Secretary of State an initial list  
2 or annual list required by this section which identifies a member or  
3 an employee of a professional association with the fraudulent intent  
4 of concealing the identity of any person or persons exercising the  
5 power or authority of a member or employee in furtherance of any  
6 unlawful conduct is subject to the penalty set forth in NRS 225.084.

7 ~~[6.]~~ 5. For the purposes of this section, a person is not deemed  
8 to exercise actual control of the daily operations of a professional  
9 association based solely on the fact that the person holds an  
10 ownership interest in the professional association.

11 ~~[7.]~~ 6. The Secretary of State may allow a professional  
12 association to select an alternative due date for filing the initial list  
13 required by this section.

14 ~~[8.]~~ 7. The Secretary of State may adopt regulations to  
15 administer the provisions of subsection ~~[7.]~~ 6.

16 **Sec. 96.** NRS 89.252 is hereby amended to read as follows:

17 89.252 1. Each professional association that is required to  
18 make a filing ~~[and pay the fee]~~ prescribed in NRS 89.250 but refuses  
19 to do so within the time provided is in default.

20 2. For default, there must be ~~[added to the amount of the fee]~~  
21 *imposed* a penalty of \$75. The ~~[fee and]~~ penalty must be collected as  
22 provided in this chapter.

23 **Sec. 97.** NRS 89.254 is hereby amended to read as follows:

24 89.254 1. The Secretary of State shall provide written notice  
25 to each professional association which is in default pursuant to the  
26 provisions of NRS 89.252. The written notice:

27 (a) Must include a statement indicating the amount of the ~~[filing~~  
28 ~~fee.]~~ penalties incurred and costs remaining unpaid.

29 (b) At the request of the professional association, may be  
30 provided electronically.

31 2. On the first day of the first anniversary of the month  
32 following the month in which the filing was required, the articles of  
33 association of the professional association are revoked and its right  
34 to transact business is forfeited.

35 3. The Secretary of State shall compile a complete list  
36 containing the names of all professional associations whose right to  
37 transact business has been forfeited.

38 4. The Secretary of State shall forthwith notify each  
39 professional association specified in subsection 3 by providing  
40 written notice of the forfeiture of its right to transact business. The  
41 written notice:

42 (a) Must include a statement indicating the amount of the ~~[filing~~  
43 ~~fee.]~~ penalties incurred and costs remaining unpaid.

44 (b) At the request of the professional association, may be  
45 provided electronically.



1 5. If the articles of association of a professional association are  
2 revoked and the right to transact business is forfeited, all the  
3 property and assets of the defaulting professional association must  
4 be held in trust by its members, as for insolvent corporations, and  
5 the same proceedings may be had with respect to its property and  
6 assets as apply to insolvent corporations. Any interested person may  
7 institute proceedings at any time after a forfeiture has been declared,  
8 but, if the Secretary of State reinstates the articles of association, the  
9 proceedings must be dismissed and all property restored to the  
10 members of the professional association.

11 6. If the assets of the professional association are distributed,  
12 they must be applied to:

13 (a) The payment of the ~~[filing fee,]~~ penalties and costs due to the  
14 State; and

15 (b) The payment of the creditors of the professional association.

16 ↪ Any balance remaining must be distributed as set forth in the  
17 articles of association or, if no such provisions exist, among the  
18 members of the professional association.

19 **Sec. 98.** NRS 89.256 is hereby amended to read as follows:

20 89.256 1. Except as otherwise provided in ~~[subsections]~~  
21 ~~subsection 3 [and 4]~~ and NRS 89.251, the Secretary of State shall  
22 reinstate any professional association which has forfeited its right to  
23 transact business under the provisions of this chapter and restore the  
24 right to carry on business in this State and exercise its privileges and  
25 immunities if it:

26 (a) Files with the Secretary of State:

27 (1) The list and certification required by NRS 89.250;

28 (2) The information required pursuant to NRS 77.310; and

29 (3) A declaration under penalty of perjury, on a form  
30 provided by the Secretary of State, that the reinstatement is  
31 authorized by a court of competent jurisdiction in this State or by  
32 the duly selected chief executive officer of the professional  
33 association; and

34 (b) Pays to the Secretary of State:

35 (1) The ~~[filing fee and]~~ penalty set forth in NRS ~~[89.250 and]~~  
36 89.252 for each year or portion thereof during which the articles of  
37 association have been revoked; and

38 (2) A fee of \$300 for reinstatement.

39 2. When the Secretary of State reinstates the professional  
40 association, the Secretary of State shall issue to the  
41 professional association a certificate of reinstatement if the  
42 professional association:

43 (a) Requests a certificate of reinstatement; and

44 (b) Pays the required fees pursuant to subsection 7 of  
45 NRS 78.785.





1 3. ~~[The Secretary of State shall not order a reinstatement unless~~  
2 ~~all delinquent fees and penalties have been paid, and the revocation~~  
3 ~~of the articles of association occurred only by reason of the failure~~  
4 ~~to pay the fees and penalties.~~

5 ~~—4.]~~ If the articles of association of a professional association  
6 have been revoked pursuant to the provisions of this chapter and  
7 have remained revoked for 10 consecutive years, the articles must  
8 not be reinstated.

9 ~~[5.]~~ 4. A reinstatement pursuant to this section relates back to  
10 the date on which the professional association forfeited its right to  
11 transact business under the provisions of this chapter and reinstates  
12 the professional association's right to transact business as if such  
13 right had at all times remained in full force and effect.

14 **Sec. 99.** NRS 92A.210 is hereby amended to read as follows:

15 92A.210 ~~[1. Except as otherwise provided in this section,~~  
16 ~~the] The~~ fee for filing articles of merger, articles of conversion,  
17 articles of exchange, articles of domestication or articles of  
18 termination is \$350. The fee for filing the charter documents of a  
19 domestic resulting entity is the fee , *if any*, for filing the charter  
20 documents determined by the chapter of NRS governing the  
21 particular domestic resulting entity.

22 ~~[2. The fee for filing articles of merger of two or more~~  
23 ~~domestic corporations, including, without limitation, a nonprofit~~  
24 ~~cooperative corporation, is the difference between the fee computed~~  
25 ~~at the rates specified in NRS 78.760 upon the aggregate authorized~~  
26 ~~stock of the corporation created by the merger and the fee computed~~  
27 ~~upon the aggregate amount of the total authorized stock of the~~  
28 ~~constituent corporation.~~

29 ~~—3. The fee for filing articles of merger of one or more domestic~~  
30 ~~corporations, including, without limitation, a nonprofit cooperative~~  
31 ~~corporation, with one or more foreign corporations is the difference~~  
32 ~~between the fee computed at the rates specified in NRS 78.760 upon~~  
33 ~~the aggregate authorized stock of the corporation created by the~~  
34 ~~merger and the fee computed upon the aggregate amount of the total~~  
35 ~~authorized stock of the constituent corporations which have paid the~~  
36 ~~fees required by NRS 78.760 and 80.050.~~

37 ~~—4. The fee for filing articles of merger of two or more domestic~~  
38 ~~corporations, including, without limitation, nonprofit cooperative~~  
39 ~~corporations, or foreign corporations must not be less than \$350.~~  
40 ~~The amount paid pursuant to subsection 3 must not exceed~~  
41 ~~\$35,000.]~~

42 **Sec. 100.** NRS 116.31155 is hereby amended to read as  
43 follows:

44 116.31155 1. Except as otherwise provided in subsection 2,  
45 an association shall:



1 (a) If the association is required to ~~pay the fee imposed by~~  
2 *make a filing pursuant to* NRS 78.150, 82.193, 86.263, 87.541,  
3 87A.560 or 88.591, pay to the Administrator a fee established by  
4 regulation of the Administrator for every unit in the association used  
5 for residential use.

6 (b) If the association is organized as a trust or partnership, or as  
7 any other authorized business entity, pay to the Administrator a fee  
8 established by regulation of the Administrator for each unit in the  
9 association.

10 2. If an association is subject to the governing documents of a  
11 master association, the master association shall pay the fees required  
12 pursuant to this section for each unit in the association that is subject  
13 to the governing documents of the master association, unless the  
14 governing documents of the master association provide otherwise.  
15 The provisions of this subsection do not relieve any association that  
16 is subject to the governing documents of a master association from  
17 its ultimate responsibility to pay the fees required pursuant to this  
18 section to the Administrator if they are not paid by the master  
19 association.

20 3. The fees required to be paid pursuant to this section must be:

21 (a) Paid at such times as are established by the Division.

22 (b) Deposited with the State Treasurer for credit to the Account  
23 for Common-Interest Communities and Condominium Hotels  
24 created by NRS 116.630.

25 (c) Established on the basis of the actual costs of administering  
26 the Office of the Ombudsman and the Commission and not on a  
27 basis which includes any subsidy beyond those actual costs. In no  
28 event may the fees required to be paid pursuant to this section  
29 exceed \$3 per unit.

30 4. The Division shall impose an administrative penalty against  
31 an association or master association that violates the provisions of  
32 this section by failing to pay the fees owed by the association or  
33 master association within the times established by the Division. The  
34 administrative penalty that is imposed for each violation must equal  
35 10 percent of the amount of the fees owed by the association or  
36 master association or \$500, whichever amount is less. The amount  
37 of the unpaid fees owed by the association or master association  
38 bears interest at the rate set forth in NRS 99.040 from the date the  
39 fees are due until the date the fees are paid in full.

40 5. A unit's owner may not be required to pay any portion of the  
41 fees or any administrative penalties or interest required to be paid  
42 pursuant to this section to both an association and a master  
43 association.



1 6. An association that is subject to the governing documents of  
2 a master association may not be required to pay any portion of the  
3 fees or any administrative penalties or interest required to be paid  
4 pursuant to this section to the extent they have already been paid by  
5 the master association.

6 7. A master association may not be required to pay any portion  
7 of the fees or any administrative penalties or interest required to be  
8 paid pursuant to this section to the extent they have already been  
9 paid by an association that is subject to the governing documents of  
10 the master association.

11 8. Upon the payment of the fees and any administrative  
12 penalties and interest required by this section, the Administrator  
13 shall provide to the association or master association evidence that it  
14 paid the fees and the administrative penalties and interest in  
15 compliance with this section.

16 9. Any person, association or master association which has  
17 been requested or required to pay any fees, administrative penalties  
18 or interest pursuant to this section and which believes that such fees,  
19 administrative penalties or interest has been imposed in error may,  
20 without exhausting any available administrative remedies, bring an  
21 action in a court of competent jurisdiction to recover:

22 (a) Any amount paid in error for any fees, administrative  
23 penalties or interest during the immediately preceding 3 years;

24 (b) Interest on the amount paid in error at the rate set forth in  
25 NRS 99.040; and

26 (c) Reasonable costs and attorney's fees.

27 **Sec. 101.** NRS 116B.620 is hereby amended to read as  
28 follows:

29 116B.620 1. Except as otherwise provided in subsection 2, an  
30 association shall:

31 (a) If the association is required to ~~pay the fee imposed by~~  
32 *make a filing pursuant to* NRS 78.150, 82.193, 86.263, 87.541,  
33 87A.560 or 88.591, pay to the Administrator a fee established by  
34 regulation of the Administrator for every unit in the association used  
35 for residential use.

36 (b) If the association is organized as a trust or partnership, or as  
37 any other authorized business entity, pay to the Administrator a fee  
38 established by regulation of the Administrator for each unit in the  
39 association.

40 2. The fees required to be paid pursuant to this section must be:

41 (a) Paid at such times as are established by the Division.

42 (b) Deposited with the State Treasurer for credit to the Account  
43 for Common-Interest Communities and Condominium Hotels  
44 created by NRS 116.630.



1 (c) Established on the basis of the actual costs of administering  
2 the Office of the Ombudsman and the Commission and not on a  
3 basis which includes any subsidy beyond those actual costs. In no  
4 event may the fees required to be paid pursuant to this section  
5 exceed \$3 per unit.

6 3. The Division shall impose an administrative penalty against  
7 an association that violates the provisions of this section by failing  
8 to pay the fees owed by the association within the times established  
9 by the Division. The administrative penalty that is imposed for each  
10 violation must equal 10 percent of the amount of the fees owed by  
11 the association or \$500, whichever amount is less. The amount of  
12 the unpaid fees owed by the association bears interest at the rate set  
13 forth in NRS 99.040 from the date the fees are due until the date the  
14 fees are paid in full.

15 4. Upon the payment of the fees and any administrative  
16 penalties and interest required by this section, the Administrator  
17 shall provide to the association evidence that it paid the fees and the  
18 administrative penalties and interest in compliance with this section.

19 **Sec. 102.** NRS 360.417 is hereby amended to read as follows:

20 360.417 Except as otherwise provided in NRS 360.232 and  
21 360.320, and unless a different penalty or rate of interest is  
22 specifically provided by statute, any person who fails to pay any tax  
23 provided for in chapter 362, 363A, 363B, 369, 370, 372, 374, 377,  
24 377A, 377C, 444A or 585 of NRS, or any fee provided for in NRS  
25 482.313, ~~and any person or governmental entity that fails to pay~~  
26 ~~any fee provided for in NRS 360.787,~~ to the State or a county  
27 within the time required, shall pay a penalty of not more than 10  
28 percent of the amount of the tax or fee which is owed, as determined  
29 by the Department, in addition to the tax or fee, plus interest at the  
30 rate of 0.75 percent per month, or fraction of a month, from the last  
31 day of the month following the period for which the amount or any  
32 portion of the amount should have been reported until the date of  
33 payment. The amount of any penalty imposed must be based on a  
34 graduated schedule adopted by the Nevada Tax Commission which  
35 takes into consideration the length of time the tax or fee remained  
36 unpaid.

37 **Sec. 103.** NRS 676A.310 is hereby amended to read as  
38 follows:

39 676A.310 1. An application for registration as a provider  
40 must be in a form prescribed by the Commissioner.

41 2. Subject to adjustment of dollar amounts pursuant to  
42 subsection 6 of NRS 676A.730, an application for registration as a  
43 provider must be accompanied by:

44 (a) The fee established by the Commissioner;

45 (b) The bond required by NRS 676A.390;



1 (c) If the debt-management services to be provided by the  
2 provider will include the development and implementation of debt-  
3 management plans, identification of all trust accounts required by  
4 NRS 676A.570 and an irrevocable consent authorizing the  
5 Commissioner to review and examine the trust accounts;

6 (d) Evidence of insurance in the amount of \$250,000:

7 (1) Against the risks of dishonesty, fraud, theft and other  
8 misconduct on the part of the applicant or a director, employee or  
9 agent of the applicant;

10 (2) Issued by an insurance company authorized to do  
11 business in this State and rated at least A or equivalent by a  
12 nationally recognized rating organization approved by the  
13 Commissioner;

14 (3) With a deductible not exceeding \$5,000;

15 (4) Payable for the benefit of the applicant, this State and  
16 individuals who are residents of this State, as their interests may  
17 appear; and

18 (5) Not subject to cancellation by the applicant or the insurer  
19 until 60 days after written notice has been given to the  
20 Commissioner; *and*

21 (e) ~~[Proof of compliance with NRS 360.760 to 360.796,~~  
22 ~~inclusive; and~~

23 ~~—(f)]~~ If the applicant is exempt from taxation, evidence of  
24 nonprofit and tax-exempt status applicable to the applicant under the  
25 Internal Revenue Code, 26 U.S.C. § 501.

26 **Sec. 104.** NRS 78.760, 360.760, 360.767, 360.773, 360.774,  
27 360.780, 360.787, 360.790 and 360.796 are hereby repealed.

28 **Sec. 105.** This act becomes effective on July 1, 2015.

---

---

## LEADLINES OF REPEALED SECTIONS

---

---

**78.760 Filing fees: Articles of incorporation.**

**360.760 Definitions.**

**360.767 “Exhibition” defined.**

**360.773 “State business license” defined.**

**360.774 “Unauthorized alien” defined.**

**360.780 Participants in exhibition: Exemption from  
licensing requirement.**

**360.787 Payment of licensing fees by operator of facility  
where exhibition is held; regulations.**

**360.790 Deposit of proceeds in State General Fund.**



**360.796 Unlawful hiring or employment of unauthorized alien by holder of license: Hearing; administrative fine; regulations.**

⑩

