

**PROPOSED REGULATION OF THE
SECRETARY OF STATE**

LCB File No. R067-11

December 14, 2011

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

AUTHORITY: §§1-8, NRS 77.430.

A REGULATION relating to registered agents; adopting certain requirements for entities that act as registered agents for other entities; establishing requirements for the location at which a registered agent is available to receive service of legal process on behalf of entities represented by the registered agent; authorizing the Secretary of State to issue to registered agents a written demand for information under certain circumstances; setting forth certain actions which the Secretary of State will take when a registered agent is enjoined from acting as a registered agent; adopting provisions governing written material produced by or at the direction of registered agents; and providing other matters properly relating thereto.

Section 1. Chapter 77 of NAC is hereby amended by adding thereto the provisions set forth as sections 2 to 8, inclusive, of this regulation.

Sec. 2. *An entity may not be a registered agent if:*

- 1. The entity's right to transact business in this State has been revoked and not reinstated pursuant to the provisions of title 7 of NRS applicable to that type of entity; or*
- 2. The entity is dissolved or otherwise not authorized to transact business in this State pursuant to the provisions of title 7 of NRS applicable to that type of entity.*

Sec. 3. *1. A registered agent shall maintain a location at which all legal process and any demand or notice authorized by law to be served on an entity represented by the registered agent may be served in the manner provided in NRS 14.020.*

2. The location maintained by a registered agent pursuant to subsection 1 must:

- (a) Be an actual physical address in this State;*
- (b) Be open during normal working hours;*
- (c) Be staffed by at least one natural person who satisfies the requirements of paragraph (b) of subsection 3 of NRS 14.020; and*
- (d) Have operations sufficient to allow for proper service of all legal process and any demand or notice authorized by law to be served upon an entity represented by the registered agent.*

3. The location established and maintained by a registered agent pursuant to subsection 1 may not be a post office box, postal mail box, mail drop, mail forwarder or other mail service company, unless the proprietor of the post office box, postal mail box, mail drop, mail forwarder or other mail service company:

- (a) Is the registered agent or has entered into a contract with the registered agent to receive service of any legal process or any notice or demand required or authorized by law to be served on an entity represented by the registered agent; and*
- (b) Complies with all laws and regulations of this State governing the service of legal process.*

4. A registered agent shall post in a conspicuous place at the location established and maintained pursuant to subsection 1 the hours during which the registered agent is available to receive service of all legal process and any demand or notice authorized by law to be served upon a represented entity.

5. As used in this section, “normal working hours” means Monday through Friday, 8 a.m. to 5 p.m. or 9 a.m. to 6 p.m., excluding legal holidays on which the registered agent is not open for business.

Sec. 4. *If a registered agent is alleged to have violated a provision of NRS 77.400, 77.410 or 77.420 or a provision of section 3 of this regulation, the Secretary of State may demand any information which the Secretary of State deems necessary to investigate the allegation.*

Sec. 5. *If a person is enjoined from serving as a registered agent pursuant to NRS 77.430, the Secretary of State will:*

1. Send to the address of record of each entity for which the person is listed as the registered agent in the records of the Secretary of State written notification that the person is enjoined from serving as a registered agent.

2. Require each represented entity to which a written notification is sent pursuant to subsection 1 to submit a statement of change of registered agent pursuant to NRS 77.340 not later than 30 days after receiving the notification. If a represented entity fails to appoint a registered agent within that period, the Secretary of State may deem the represented entity to be in default and subject to the provisions of title 7 of NRS governing entities deemed to be in default.

Sec. 6. *A registered agent or other person who holds himself or herself out as being willing to serve as the registered agent of an entity shall not produce or direct the production of any correspondence, publication, website or other written material, whether in printed or electronic form which:*

1. Is intended to deceive or defraud the public or promote an illegal activity.

2. Contains false or misleading statements concerning the requirements for filing documents with the Secretary of State pursuant to title 7 of NRS, including, without limitation, a statement which falsely implies or states that a fee, action or filing is necessary.

3. Solicits the hiring of the registered agent or other person as the registered agent of an entity and contains the image of the Great Seal of the State of Nevada.

4. Changes the registered agent of an entity unless the correspondence, publication, website or other written material prominently displays a written statement disclosing that effect.

Sec. 7. *A registered agent shall not produce or direct the production of any correspondence, publication, website or other written material, whether in printed or electronic form, which:*

1. Solicits the hiring of the registered agent to assist a person with the formation of an entity, a change of registered agent or any other action requiring the filing of a document with the Secretary of State pursuant to title 7 of NRS; and

2. Is designed in such a manner that the correspondence, publication, website or other written material, or the information presented therein, appears to be endorsed by, sponsored by, approved by or otherwise an official product of the Office of the Secretary of State.

Sec. 8. *A registered agent or other person who holds himself or herself out as willing to serve as the registered agent of an entity shall not produce or direct the production of any correspondence, publication, website or other written material, whether in printed or electronic form, in which the registered agent or other person advertises its willingness to act as the registered agent of an entity in exchange for a fee unless the correspondence, publication, website or other written material prominently displays the following statement:*

This is a third-party solicitation and is NOT official correspondence from the Office of the Nevada Secretary of State. You are under no legal obligation to respond to this correspondence.