

**PROPOSED REGULATION OF THE
SECRETARY OF STATE**

LCB File No. R070-11

April 13, 2012

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

AUTHORITY: §§1-5, NRS 78.047; §§6-10, NRS 80.055; §§11-15, NRS 82.5234; §§16-20, NRS 86.213 and 86.548; §§21-25, NRS 87.445 and 87.5405; §§26-30, NRS 87A.237, 87A.610, 87A.632 and 87A.652; §§31-35, NRS 88.352, 88.600, 88.6062 and 88.6087; §§36-40, NRS 88A.215 and 88A.750; §§41-45, NRS 89.215.

A REGULATION relating to business entities; adopting procedures for the imposition of penalties on persons purporting to transact business in this State as a business entity without complying with certain requirements concerning filings with the Secretary of State; and providing other matters properly relating thereto.

Section 1. Chapter 78 of NAC is hereby amended by adding thereto the provisions set forth as sections 2 to 5, inclusive, of this regulation.

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

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

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

or

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

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without limitation, the status of “revoked,” “permanently revoked,” “dissolved,” “cancelled,” “terminated” or “withdrawn.”

Sec. 3. 1. A person may report to the Secretary of State that a person may be subject to the fine set forth in NRS 78.047 by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:

Secretary of State

Commercial Recordings Division

Attn: Business Compliance

202 North Carson Street

Carson City, Nevada 89701

2. A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must contain, at a minimum:

(a) The name, street address, telephone number, and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized by the complainant to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the person alleged to be subject to the fine set forth in NRS 78.047;

(d) Information identifying all persons involved in the alleged conduct subjecting the person to the fine set forth in NRS 78.047, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the person alleged to be subject to the fine set forth in NRS 78.047;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency, court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or in an administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 4. 1. *Upon receiving a complaint filed pursuant to section 3 of this regulation, the Secretary of State will:*

- (a) Review the complaint and any information submitted with the complaint;*
- (b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and*
- (c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.*

2. *The Secretary of State may refer the information obtained in a complaint filed pursuant to section 3 of this regulation and any information obtained by the Secretary of State through an investigation of the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.*

3. *The Secretary of State may request that the complainant or the person alleged to be subject to the fine set forth in NRS 78.047 provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.*

Sec. 5. 1. *If the Secretary of State determines that the information provided with a complaint filed pursuant to section 3 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.*

2. *If the Secretary of State determines that the information provided with a complaint filed pursuant to section 3 of this regulation or obtained during the course of an investigation of another matter is sufficient to warrant further investigation or processing, the Secretary of State may send a written demand for a response to the complaint or investigation to the person alleged to be subject to the fine set forth in NRS 78.047.*

3. *A response demanded pursuant to subsection 2 must be:*

(a) Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and

(b) Signed under oath by the respondent or, if the respondent is an entity, by a person in a position of responsibility with the respondent.

4. *If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response demanded pursuant to subsection 2, the Secretary of State determines that a person is subject to the fine set forth in NRS 78.047, the Secretary of State may demand that the person file any document required to bring the person into compliance with chapter 78 of NRS and pay any fee, penalty or fine required by the laws of this State.*

5. *If, in response to the demand of the Secretary of State pursuant to subsection 4, the person does not file a document required to bring the person into compliance with chapter 78 of NRS or pay any fee, penalty or fine required by the laws of this State, the Secretary of State may refer the matter to the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, and request that the district attorney or Attorney General institute legal proceedings to require the person to file any document required to bring the person into compliance with chapter 78 of NRS and to pay any fee, penalty or fine required by the laws of this State.*

6. *The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:*

(a) The complainant at the address provided on the complaint form; and

(b) The person who is alleged to be subject to the fine set forth in NRS 78.047 at the last known address of the person or through the person's registered agent of record.

Sec. 6. Chapter 80 of NAC is hereby amended by adding thereto the provisions set forth as sections 7 to 10, inclusive, of this regulation.

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

(a) Is doing business in this State but has willfully failed to file in the Office of the Secretary of State the information required to be filed pursuant to subsection 1 of NRS 80.010; or

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

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

Sec. 8. 1. *A person may report to the Secretary of State that a corporation may be subject to the fine set forth in NRS 80.055 by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:*

Secretary of State

Commercial Recordings Division

Attn: Business Compliance

202 North Carson Street

Carson City, Nevada 89701

2. A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must include, without limitation:

(a) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized by the complainant to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the corporation alleged to be subject to the fine set forth in NRS 80.055;

(d) Information identifying all persons involved in the alleged conduct subjecting the corporation to the fine set forth in NRS 80.055, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the corporation alleged to be subject to the fine set forth in NRS 80.055;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency,

court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 9. 1. *Upon receiving a complaint filed pursuant to section 8 of this regulation, the Secretary of State will:*

(a) Review the complaint and any information submitted with the complaint;

(b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and

(c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

2. *The Secretary of State may refer a complaint filed pursuant to section 8 of this regulation and any information obtained by the Secretary of State through an investigation of the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.*

3. *The Secretary of State may request that the complainant or the corporation alleged to be subject to the fine set forth in NRS 80.055 provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.*

Sec. 10. 1. *If the Secretary of State determines that the information provided with a complaint filed pursuant to section 8 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.*

2. *If the Secretary of State determines that the information provided with a complaint filed pursuant to section 8 of this regulation or obtained during the course of an investigation of another matter is sufficient to warrant further investigation or processing, the Secretary of State may send a written demand for a response to the complaint or investigation to the corporation alleged to be subject to the fine set forth in NRS 80.055.*

3. *A response demanded pursuant to subsection 2 must be:*

(a) *Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and*

(b) *Signed under oath by a person in a position of responsibility with the respondent.*

4. *If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response demanded pursuant to subsection 2, the Secretary of State determines that a corporation is subject to the fine set forth in NRS 80.055, the Secretary of State may demand that the corporation file any document required to bring the corporation into compliance with the applicable requirements of chapter 80 of NRS and pay any fee, penalty or fine required by the laws of this State.*

5. If, in response to the demand of the Secretary of State pursuant to subsection 4, the corporation does not file a document required to bring the corporation into compliance with the applicable requirements of chapter 80 of NRS or pay any fee, penalty or fine required by the laws of this State, the Secretary of State may refer the matter to the district attorney of the county in which the corporation has its principal place of business or the Attorney General, or both, and request that the district attorney or Attorney General institute legal proceedings to require the corporation to file any document required to bring the corporation into compliance with the applicable requirements of chapter 80 of NRS and to pay any fee, penalty or fine required by the laws of this State.

6. The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:

(a) The complainant at the address provided on the complaint form; and

(b) The corporation which is alleged to be subject to the fine set forth in NRS 80.055 at the last known address of the corporation or through the corporation's registered agent of record.

Sec. 11. Chapter 82 of NAC is hereby amended by adding thereto the provisions set forth as sections 12 to 15, inclusive, of this regulation.

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

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

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

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

Sec. 13. 1. *A person may report to the Secretary of State that a foreign nonprofit corporation may be subject to the fine set forth in NRS 82.5234 by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:*

Secretary of State

Commercial Recordings Division

Attn: Business Compliance

202 North Carson Street

Carson City, Nevada 89701

2. A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must include, without limitation:

(a) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized by the complainant to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the foreign nonprofit corporation alleged to be subject to the fine set forth in NRS 82.5234;

(d) Information identifying all persons involved in the alleged conduct subjecting the foreign nonprofit corporation to the fine set forth in NRS 82.5234, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the foreign nonprofit corporation alleged to be subject to the fine set forth in NRS 82.5234;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency, court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 14. 1. *Upon receiving a complaint filed pursuant to section 13 of this regulation, the Secretary of State will:*

(a) Review the complaint and any information submitted with the complaint;

(b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and

(c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

2. *The Secretary of State may refer a complaint filed pursuant to section 13 of this regulation and any information obtained by the Secretary of State through an investigation of the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.*

3. *The Secretary of State may request that the complainant or the foreign nonprofit corporation alleged to be subject to the fine set forth in NRS 82.5234 provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.*

Sec. 15. 1. *If the Secretary of State determines that the information provided with a complaint filed pursuant to section 13 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.*

2. *If the Secretary of State determines that the information provided with a complaint filed pursuant to section 13 of this regulation or obtained during the course of an investigation of another matter is sufficient to warrant further investigation or processing, the Secretary of*

State may send a written demand for a response to the complaint or investigation to the foreign nonprofit corporation alleged to be subject to the fine set forth in NRS 82.5234.

3. A response demanded pursuant to subsection 2 must be:

(a) Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and

(b) Signed under oath by a person in a position of responsibility with the respondent.

4. If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response demanded pursuant to subsection 2, the Secretary of State determines that a foreign nonprofit corporation is subject to the fine set forth in NRS 82.5234, the Secretary of State may demand that the foreign nonprofit corporation file any document required to bring the foreign nonprofit corporation into compliance with the laws of this State and pay any fee, penalty or fine required by the laws of this State.

5. If, in response to the demand of the Secretary of State pursuant to subsection 4, the foreign nonprofit corporation does not file a document required to bring the foreign nonprofit corporation into compliance with the laws of this State or pay any fee, penalty or fine required by the laws of this State, the Secretary of State may refer the matter to the district attorney of the county in which the foreign nonprofit corporation has its principal place of business or the Attorney General, or both, and request that the district attorney or Attorney General institute legal proceedings to require the foreign nonprofit corporation to file any document required to bring it into compliance with the laws of this State and to pay any fee, penalty or fine required by the laws of this State.

6. The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:

(a) The complainant at the address provided on the complaint form; and

(b) The foreign nonprofit corporation which is alleged to be subject to the fine set forth in NRS 82.5234 at the last known address of the foreign nonprofit corporation or through the foreign nonprofit corporation's registered agent of record.

Sec. 16. Chapter 86 of NAC is hereby amended by adding thereto the provisions set forth as sections 17 to 20, inclusive, of this regulation.

Sec. 17. 1. *The Secretary of State may instruct the district attorney of the county in which a person's principal place of business is located or the Attorney General, or both, to institute proceedings to recover the fine set forth in NRS 86.213 if the person:*

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

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

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

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

(a) Is transacting business in this State but has willfully failed or neglected to register with the Secretary of State pursuant to NRS 86.544; or

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

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

Sec. 18. 1. *A person may report to the Secretary of State that a person or foreign limited-liability company may be subject to the fine set forth in NRS 86.213 or 86.548, as applicable, by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:*

Secretary of State

Commercial Recordings Division

Attn: Business Compliance

202 North Carson Street

Carson City, Nevada 89701

2. A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must include, without limitation:

(a) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized by the complainant to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the person or foreign limited-liability company alleged to be subject to the fine set forth in NRS 86.213 or 86.548, whichever is applicable;

(d) Information identifying all persons involved in the alleged conduct subjecting the person or foreign limited-liability company to the fine set forth in NRS 86.213 or 86.548, whichever is applicable, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the person or foreign limited-liability company alleged to be subject to the fine set forth in NRS 86.213 or 86.548, whichever is applicable;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency, court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 19. 1. *Upon receiving a complaint filed pursuant to section 18 of this regulation, the Secretary of State will:*

(a) Review the complaint and any information submitted with the complaint;

(b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and

(c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

2. *The Secretary of State may refer a complaint filed pursuant to section 18 of this regulation and any information obtained by the Secretary of State through an investigation of the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.*

3. *The Secretary of State may request that the complainant or the person or foreign limited-liability company alleged to be subject to the fine set forth in NRS 86.213 or 86.548, whichever is applicable, provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.*

Sec. 20. 1. *If the Secretary of State determines that the information provided with a complaint filed pursuant to section 18 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.*

2. *If the Secretary of State determines that the information provided with a complaint filed pursuant to section 18 of this regulation or obtained during the course of an investigation of another matter is sufficient to warrant further investigation or processing, the Secretary of State may send a written demand for a response to the complaint or investigation to the person or foreign limited-liability company alleged to be subject to the fine set forth in NRS 86.213 or 86.548, whichever is applicable.*

3. *A response demanded pursuant to subsection 2 must be:*

(a) *Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and*

(b) *Signed under oath by the respondent or, if the respondent is an entity, by a person in a position of responsibility with the respondent.*

4. *If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response demanded pursuant to subsection 2, the Secretary of State determines that a person or foreign limited-liability company is subject to the fine set forth in NRS 86.213 or 86.548, whichever is applicable, the Secretary of State may demand that the person or foreign limited-liability company file any document required to bring the person or foreign limited-liability company, as applicable, into compliance with chapter 86 of NRS and pay any fee, penalty or fine required by the laws of this State.*

5. *If, in response to the demand of the Secretary of State pursuant to subsection 4, the person or foreign limited-liability company does not file a document required to bring the person or foreign limited-liability company, as applicable, into compliance with chapter 86 of NRS or pay any fee, penalty or fine required by the laws of this State, the Secretary of State*

may refer the matter to the district attorney of the county in which the person or foreign limited-liability company has its principal place of business or the Attorney General, or both, and request that the district attorney or Attorney General institute legal proceedings to require the person or foreign limited-liability company to file any document required to bring the person or foreign limited-liability company, as applicable, into compliance with chapter 86 of NRS and to pay any fee, penalty or fine required by the laws of this State.

6. The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:

(a) The complainant at the address provided on the complaint form; and

(b) The person or foreign limited-liability company alleged to be subject to the fine set forth in NRS 86.213 or 86.548, whichever is applicable, at the last known address of the person or foreign limited-liability company or through the registered agent of record for the person or foreign limited-liability company.

Sec. 21. Chapter 87 of NAC is hereby amended by adding thereto the provisions set forth as sections 22 to 25, inclusive, of this regulation.

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

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

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

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

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

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

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

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

Sec. 23. 1. *A person may report to the Secretary of State that a person or foreign registered limited-liability partnership may be subject to the fine set forth in NRS 87.445 or 87.5405, as applicable, by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:*

Secretary of State

Commercial Recordings Division

Attn: Business Compliance

202 North Carson Street

Carson City, Nevada 89701

2. A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must include, without limitation:

(a) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized by the complainant to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the person or foreign registered limited-liability partnership alleged to be subject to the fine set forth in NRS 87.445 or 87.5405, whichever is applicable;

(d) Information identifying all persons involved in the alleged conduct subjecting the person or foreign registered limited-liability partnership to the fine set forth in NRS 87.445 or 87.5405, whichever is applicable, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the person or foreign registered limited-liability partnership alleged to be subject to the fine set forth in NRS 87.445 or 87.5405, whichever is applicable;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency, court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 24. 1. *Upon receiving a complaint filed pursuant to section 23 of this regulation, the Secretary of State will:*

(a) Review the complaint and any information submitted with the complaint;

(b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and

(c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

2. *The Secretary of State may refer a complaint filed pursuant to section 23 of this regulation and any information obtained by the Secretary of State through an investigation of*

the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

3. The Secretary of State may request that the complainant or the person or foreign registered limited-liability partnership alleged to be subject to the fine set forth in NRS 87.445 or 87.5405, whichever is applicable, provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.

Sec. 25. *1. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 23 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.*

2. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 23 of this regulation or obtained during the course of an investigation of another matter is sufficient to warrant further investigation or processing, the Secretary of State may send a written demand for a response to the complaint or investigation to the person or foreign registered limited-liability partnership alleged to be subject to the fine set forth in NRS 87.445 or 87.5405, whichever is applicable.

3. A response demanded pursuant to subsection 2 must be:

(a) Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and

(b) Signed under oath by the respondent or, if the respondent is an entity, by a person in a position of responsibility with the respondent.

4. If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response

demanded pursuant to subsection 2, the Secretary of State determines that a person or foreign registered limited-liability partnership is subject to the fine set forth in NRS 87.445 or 87.5405, whichever is applicable, the Secretary of State may demand that the person or foreign registered limited-liability partnership file any document required to bring the person or foreign registered limited-liability partnership, as applicable, into compliance with chapter 87 of NRS and pay any fee, penalty or fine required by the laws of this State.

5. If, in response to the demand of the Secretary of State pursuant to subsection 4, the person or foreign registered limited-liability partnership does not file a document required to bring the person or foreign registered limited-liability partnership into compliance with chapter 87 of NRS or pay any fee, penalty or fine required by the laws of this State, the Secretary of State may refer the matter to the district attorney of the county in which the person or foreign registered limited-liability partnership has its principal place of business or the Attorney General, or both, and request that the district attorney or Attorney General institute legal proceedings to require the person or foreign registered limited-liability partnership to file any document required to bring the person or foreign registered limited-liability partnership, as applicable, into compliance with chapter 87 of NRS and to pay any fee, penalty or fine required by the laws of this State.

6. The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:

- (a) The complainant at the address provided on the complaint form; and*
- (b) The person or foreign registered limited-liability partnership alleged to be subject to the fine set forth in NRS 87.445 or 87.5405, whichever is applicable, at the last known address of*

the person or foreign registered limited-liability partnership or through the registered agent of record for the person or foreign registered limited-liability partnership.

Sec. 26. Chapter 87A of NAC is hereby amended by adding thereto the provisions set forth as sections 27 to 30, inclusive, of this regulation.

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

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

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

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

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

(a) Is transacting business in this State but has willfully failed to register with the Secretary of State pursuant to NRS 87A.540 or 88.575; or

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

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

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

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

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

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

(a) Is transacting business in this State but has willfully failed to register with the Secretary of State pursuant to NRS 87A.540 or 88.575; or

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

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

of “revoked,” “permanently revoked,” “dissolved,” “cancelled,” “terminated” or “withdrawn.”

Sec. 28. 1. A person may report to the Secretary of State that a person may be subject to the fine set forth in NRS 87A.237, 87A.610, 87A.632 or 87A.652, whichever is applicable, by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:

Secretary of State

Commercial Recordings Division

Attn: Business Compliance

202 North Carson Street

Carson City, Nevada 89701

2. A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must include, without limitation:

(a) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized by the complainant to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the person alleged to be subject to the fine set forth in NRS 87A.237, 87A.610, 87A.632 or 87A.652, whichever is applicable;

(d) Information identifying all persons involved in the alleged conduct subjecting the person to the fine set forth in NRS 87A.237, 87A.610, 87A.632 or 87A.652, whichever is applicable, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the person alleged to be subject to the fine set forth in NRS 87A.237, 87A.610, 87A.632 or 87A.652, whichever is applicable;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency, court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 29. 1. Upon receiving a complaint filed pursuant to section 28 of this regulation, the Secretary of State will:

- (a) Review the complaint and any information submitted with the complaint;*
- (b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and*
- (c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.*

2. The Secretary of State may refer a complaint filed pursuant to section 28 of this regulation and any information obtained by the Secretary of State through an investigation of the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

3. The Secretary of State may request that the complainant or the person alleged to be subject to the fine set forth in NRS 87A.237, 87A.610, 87A.632 or 87A.652, whichever is applicable, provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.

Sec. 30. *1. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 28 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.*

2. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 28 of this regulation or obtained during the course of an investigation of another matter is sufficient to warrant further investigation or processing, the Secretary of State may send a written demand for a response to the complaint or investigation to the person alleged to be subject to the fine set forth in NRS 87A.237, 87A.610, 87A.632 or 87A.652, whichever is applicable.

3. *A response demanded pursuant to subsection 2 must be:*

(a) Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and

(b) Signed under oath by the respondent or, if the respondent is an entity, by a person in a position of responsibility with the respondent.

4. *If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response demanded pursuant to subsection 2, the Secretary of State determines that a person is subject to the fine set forth in NRS 87A.237, 87A.610, 87A.632 or 87A.652, whichever is applicable, the Secretary of State may demand that the person file any document required to bring the person into compliance with the applicable requirements of chapter 87A of NRS and pay any fee, penalty or fine required by the laws of this State.*

5. *If, in response to the demand of the Secretary of State pursuant to subsection 4, the person does not file a document required to bring the person into compliance with the applicable requirements of chapter 87A of NRS or pay any fee, penalty or fine required by the laws of this State, the Secretary of State may refer the matter to the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, and request that the district attorney or Attorney General institute legal proceedings to require the person to file any document required to bring the person into compliance with the applicable requirements of chapter 87A of NRS and to pay any fee, penalty or fine required by the laws of this State.*

6. *The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:*

(a) The complainant at the address provided on the complaint form; and

(b) The person who is alleged to be subject to the fine set forth in NRS 87A.237, 87A.610, 87A.632 or 87A.652, whichever is applicable, at the last known address of the person or through the person's registered agent of record.

Sec. 31. Chapter 88 of NAC is hereby amended by adding thereto the provisions set forth as sections 32 to 35, inclusive, of this regulation.

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

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

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

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

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

(a) Is transacting business in this State but has willfully failed to register with the Secretary of State pursuant to NRS 87A.540 or 88.575; or

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

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

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

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

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

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

(a) Is transacting business in this State but has willfully failed to register with the Secretary of State pursuant to NRS 87A.540 or 88.575; or

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

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

of “revoked,” “permanently revoked,” “dissolved,” “cancelled,” “terminated” or “withdrawn.”

Sec. 33. 1. A person may report to the Secretary of State that a person may be subject to the fine set forth in NRS 88.352, 88.600, 88.6062 or 88.6087, whichever is applicable, by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:

Secretary of State

Commercial Recordings Division

Attn: Business Compliance

202 North Carson Street

Carson City, Nevada 89701

2. A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must include, without limitation:

(a) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized by the complainant to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the person alleged to be subject to the fine set forth in NRS 88.352, 88.600, 88.6062 or 88.6087, whichever is applicable,;

(d) Information identifying all persons involved in the alleged conduct subjecting the person to the fine set forth in NRS 88.352, 88.600, 88.6062 or 88.6087, whichever is applicable, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the person alleged to be subject to the fine set forth in NRS 88.352, 88.600, 88.6062 or 88.6087, whichever is applicable;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency, court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 34. 1. Upon receiving a complaint filed pursuant to section 33 of this regulation, the Secretary of State will:

- (a) Review the complaint and any information submitted with the complaint;*
- (b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and*
- (c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.*

2. The Secretary of State may refer a complaint filed pursuant to section 33 of this regulation and any information obtained by the Secretary of State through an investigation of the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

3. The Secretary of State may request that the complainant or the person alleged to be subject to the fine set forth in NRS 88.352, 88.600, 88.6062 or 88.6087, whichever is applicable, provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.

Sec. 35. *1. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 33 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.*

2. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 33 of this regulation or obtained during the course of an investigation of another matter is sufficient to warrant further investigation or processing, the Secretary of State may send a written demand for a response to the complaint or investigation to the person alleged to be subject to the fine set forth in NRS 88.352, 88.600, 88.6062 or 88.6087, whichever is applicable.

3. *A response demanded pursuant to subsection 2 must be:*

(a) Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and

(b) Signed under oath by the respondent or, if the respondent is an entity, by a person in a position of responsibility with the respondent.

4. *If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response demanded pursuant to subsection 2, the Secretary of State determines that a person is subject to the fine set forth in NRS 88.352, 88.600, 88.6062 or 88.6087, whichever is applicable, the Secretary of State may demand that the person file any document required to bring the entity into compliance with the applicable requirements of chapter 88 of NRS and pay any fee, penalty or fine required by the laws of this State.*

5. *If, in response to the demand of the Secretary of State pursuant to subsection 4, the person does not file a document required to bring the person into compliance with the applicable requirements of chapter 88 of NRS or pay any fee, penalty or fine required by the laws of this State, the Secretary of State may refer the matter to the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, and request that the district attorney or Attorney General institute legal proceedings to require the entity to file any document required to bring the person into compliance with the applicable requirements of chapter 88 of NRS and to pay any fee, penalty or fine required by the laws of this State.*

6. *The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:*

(a) The complainant at the address provided on the complaint form; and

(b) The person who is alleged to be subject to the fine set forth in NRS 88.352, 88.600, 88.6062 or 88.6087, whichever is applicable, at the last known address of the person or through the person's registered agent of record.

Sec. 36. Chapter 88A or NAC is hereby amended by adding thereto the provisions set forth as sections 37 to 40, inclusive, of this regulation.

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

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

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

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

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

(a) Is transacting business in this State but has willfully failed to register with the Secretary of State pursuant to NRS 88A.710; or

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

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

Sec. 38. 1. *A person may report to the Secretary of State that a person or foreign business trust may be subject to the fine set forth in NRS 88A.215 or 88A.750, whichever is applicable, by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:*

Secretary of State

Commercial Recordings Division

Attn: Business Compliance

202 North Carson Street

Carson City, Nevada 89701

2. *A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must include, without limitation:*

(a) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the person or foreign business trust alleged to be subject to the fine set forth in NRS 88A.215 or 88A.750, whichever is applicable;

(d) Information identifying all persons involved in the alleged conduct subjecting the person or foreign business trust to the fine set forth in NRS 88A.215 or 88A.750, whichever is applicable, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the person or foreign business trust alleged to be subject to the fine set forth in NRS 88A.215 or 88A.750, whichever is applicable;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency, court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 39. *1. Upon receiving a complaint filed pursuant to section 38 of this regulation, the Secretary of State will:*

(a) Review the complaint and any information submitted with the complaint;

(b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and

(c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

2. The Secretary of State may refer a complaint filed pursuant to section 38 of this regulation and any information obtained by the Secretary of State through an investigation of the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

3. The Secretary of State may request that the complainant or the person or foreign business trust alleged to be subject to the fine set forth in NRS 88A.215 or 88A.750, whichever is applicable, provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.

Sec. 40. *1. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 38 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.*

2. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 38 of this regulation or obtained during the course of an investigation

of another matter is sufficient to warrant further investigation or processing, the Secretary of State may send a written demand for a response to the complaint or investigation to the person or foreign business trust alleged to be subject to the fine set forth in NRS 88A.215 or 88A.750, whichever is applicable.

3. A response demanded pursuant to subsection 2 must be:

(a) Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and

(b) Signed under oath by the respondent or, if the respondent is an entity, by a person in a position of responsibility with the respondent.

4. If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response demanded pursuant to subsection 2, the Secretary of State determines that a person or foreign business trust is subject to the fine set forth in NRS 88A.215 or 88A.750, whichever is applicable, the Secretary of State may demand that the person or foreign business trust file any document required to bring the person or foreign business trust, as applicable, into compliance with chapter 88A of NRS and pay any fee, penalty or fine required by the laws of this State.

5. If, in response to the demand of the Secretary of State pursuant to subsection 4, the person or foreign business trust does not file a document required to bring the person or foreign business trust, as applicable, into compliance with chapter 88A of NRS or pay any fee, penalty or fine required by the laws of this State, the Secretary of State may refer the matter to the district attorney of the county in which the person or foreign business trust has its principal place of business or the Attorney General, or both, and request that the district

attorney or Attorney General institute legal proceedings to require the person or foreign business trust to file any document required to bring the person or foreign business trust, as applicable, into compliance with chapter 88A of NRS and to pay any fee, penalty or fine required by the laws of this State.

6. The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:

(a) The complainant at the address provided on the complaint form; and

(b) The person or foreign business trust alleged to be subject to the fine set forth in NRS 88A.215 or 88A.750, whichever is applicable, at the last known address of the person or through the registered agent of record for the person or foreign business trust.

Sec. 41. Chapter 89 of NAC is hereby amended by adding thereto the provisions set forth as sections 42 to 45, inclusive, of this regulation.

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

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

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

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

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

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

Sec. 43. 1. *A person may report to the Secretary of State that a person may be subject to the fine set forth in NRS 89.215 by emailing a complaint to blcompliance@sos.nv.gov or by mailing a complaint to:*

Secretary of State

Commercial Recordings Division

Attn: Business Compliance

202 North Carson Street

Carson City, Nevada 89701

2. A complaint filed with the Secretary of State pursuant to subsection 1 must be on a form prescribed by the Secretary of State and must include, without limitation:

(a) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the complainant;

(b) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of any person authorized by the complainant to file the complaint on behalf of the complainant;

(c) The name, street address, telephone number and, if applicable, the electronic mail address and any other contact information of the person alleged to be subject to the fine set forth in NRS 89.215;

(d) Information identifying all persons involved in the alleged conduct subjecting the person to the fine set forth in NRS 89.215, including, without limitation, the names, street addresses, business locations, telephone numbers, electronic mail addresses and Internet websites of the persons involved in the alleged conduct;

(e) Information identifying the nature of the business engaged in by the person alleged to be subject to the fine set forth in NRS 89.215;

(f) Information identifying any other regulatory entity or agency or any court, arbitrator or other tribunal with which the complainant has filed a complaint or report regarding the same conduct, including, without limitation, the name and address of the regulatory entity, agency, court, arbitrator or tribunal, the date upon which any complaint or report was filed and the case number assigned to the complaint or report, if any;

(g) Any additional information which the complainant believes may assist in the investigation of the allegations made in the complaint;

(h) Copies of any documents which the complainant believes may assist in the investigation of the allegations made in the complaint;

(i) A statement indicating whether the complainant is willing to testify regarding the complaint in a court of law or administrative proceeding; and

(j) A statement that to the best of the complainant's knowledge the information contained in the complaint is true and correct.

Sec. 44. 1. *Upon receiving a complaint filed pursuant to section 43 of this regulation, the Secretary of State will:*

(a) Review the complaint and any information submitted with the complaint;

(b) Determine whether the allegations in the complaint may be addressed through the administrative processes of the Office of the Secretary of State; and

(c) Determine whether to refer the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

2. The Secretary of State may refer a complaint filed pursuant to section 43 of this regulation and any information obtained by the Secretary of State through an investigation of the complaint to another regulatory or enforcement agency of this State, a political subdivision of this State, another state or the Federal Government.

3. The Secretary of State may request that the complainant or the person alleged to be subject to the fine set forth in NRS 89.215 provide any information deemed necessary by the Secretary of State to assist in the investigation of the allegations made in the complaint.

Sec. 45. 1. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 43 of this regulation is not sufficient to warrant further investigation or processing of the complaint, the Secretary of State will send to the complainant written notification of the deficiencies in the complaint.

2. If the Secretary of State determines that the information provided with a complaint filed pursuant to section 43 of this regulation or obtained during the course of an investigation of another matter is sufficient to warrant further investigation or processing, the Secretary of State may send a written demand for a response to the complaint or investigation to the person alleged to be subject to the fine set forth in NRS 89.215.

3. A response demanded pursuant to subsection 2 must be:

(a) Completed and returned to the Office of the Secretary of State within the time specified in the written demand; and

(b) Signed under oath by the respondent or, if the respondent is an entity, by a person in a position of responsibility with the respondent.

4. If, based on the information submitted with a complaint, any information obtained during an investigation of the complaint and any information included in a response demanded pursuant to subsection 2, the Secretary of State determines that a person is subject to the fine set forth in NRS 89.215, the Secretary of State may demand that the person file any document required to bring the person into compliance with chapter 89 of NRS and pay any fee, penalty or fine required by the laws of this State.

5. If, in response to the demand of the Secretary of State pursuant to subsection 4, the person does not file a document required to bring the person into compliance with chapter 89 of NRS or pay any fee, penalty or fine required by the laws of this State, the Secretary of State may refer the matter to the district attorney of the county in which the person's principal place of business is located or the Attorney General, or both, and request that the district attorney or Attorney General institute legal proceedings to require the person to file any document required to bring the person into compliance with chapter 89 of NRS and to pay any fee, penalty or fine required by the laws of this State.

6. The Secretary of State may communicate any findings made or actions taken in response to a complaint or the investigation of a complaint to:

(a) The complainant at the address provided on the complaint form; and

(b) The person who is alleged to be subject to the fine set forth in NRS 89.215 at the last known address of the person or through the person's registered agent of record.