

ASSEMBLY BILL NO. 172—ASSEMBLYMAN HANSEN

PREFILED FEBRUARY 13, 2017

Referred to Committee on Government Affairs

SUMMARY—Revises provisions governing business entities. (BDR 7-9)

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

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

AN ACT relating to business; revising the amount of the annual fee for a state business registration; requiring a business to include with its application for renewal of a state business registration certain information concerning the applicability of the commerce tax imposed on the Nevada gross revenue of certain business entities; revising provisions governing the initial and annual lists filed with the Secretary of State by business entities; providing for the formation of low profit limited-liability companies; removing the requirement for certain business entities to file a commerce tax return with the Department of Taxation; and providing other matters properly relating thereto.

Legislative Counsel’s Digest:

- 1 Existing law imposes an annual fee of \$500 for the state business registration of
- 2 a domestic or foreign corporation and an annual fee of \$200 for the state business
- 3 registration of all other businesses. (NRS 76.100, 76.130) **Sections 1 and 2** of this
- 4 bill impose an annual fee of \$200 for the state business registration of all
- 5 businesses.
- 6 Existing law requires each business entity organizing under the laws of this
- 7 State or transacting business in this State to: (1) file with the Secretary of State an
- 8 initial and an annual list of the directors and officers of the entity or the persons
- 9 holding the equivalent office; and (2) pay a fee for that filing. Under existing law,
- 10 the initial list must be filed with the Secretary of State on or before the last day of
- 11 the month after the entity is organized or begins transacting business in this State or
- 12 on an alternative date approved by the Secretary of State. (NRS 78.150, 80.110,
- 13 82.193, 82.523, 84.110, 86.263, 86.5461, 87.510, 87.541, 87A.290, 87A.560,
- 14 88.395, 88.591, 88A.600, 88A.732, 89.250) **Sections 3-5 and 15-25** of this bill



15 require: (1) a domestic entity to file the initial list at the time that the domestic  
16 entity files its organizational documents with the Secretary of State; and (2) a  
17 foreign entity to file the initial list at the time that the foreign entity registers with  
18 the Secretary of State to transact business in this State. Under **sections 3-5 and 15-**  
19 **25**, if an entity files an amended list within 60 days after the filing of its initial list,  
20 the Secretary of State must not charge a fee for filing that amended list.

21 Existing law imposes an annual commerce tax on each business entity engaged  
22 in business in this State whose Nevada gross revenue in a fiscal year exceeds  
23 \$4,000,000 at a rate that is based on the industry in which the business entity is  
24 primarily engaged. (NRS 363C.200) Under existing law and regulations, a business  
25 entity whose Nevada gross revenue for a fiscal year is \$4,000,000 or less must file  
26 an informational return with the Department of Taxation that includes, without  
27 limitation, an identification of the industry in which the business entity is primarily  
28 engaged and an affirmation under penalty of perjury that the Nevada gross revenue  
29 of the business entity for the fiscal year was less than \$4,000,000 (NRS 363C.200;  
30 section 17 of Adopted Reg. of Nevada Tax Comm'n, LCB File. No. 123-15)  
31 **Section 26** of this bill provides that a business entity whose Nevada gross revenue  
32 for a fiscal year is \$4,000,000 or less is not required to file a commerce tax return  
33 with the Department. Instead of filing such a return, **section 2** of this bill requires a  
34 business to include with the application for renewal of its state business registration  
35 filed with the Secretary of State a declaration under penalty of perjury as to whether  
36 applicant is exempt from the tax and, if the entity is not exempt, a declaration under  
37 penalty of perjury as to whether the Nevada gross revenue of the applicant for the  
38 previous fiscal year was \$4,000,000 or less.

39 **Sections 6-8 and 10-14** of this bill enact provisions based on Wyoming law to  
40 authorize the formation of a low profit limited-liability company for certain  
41 charitable or educational purposes. Under **section 13**, a low profit limited-liability  
42 company may be organized by including in its articles of organization: (1) a  
43 statement that the company is a low profit limited-liability company; and (2) certain  
44 additional statements concerning the charitable or educational purposes of the  
45 company. **Section 14** requires the name of the low profit limited-liability company  
46 to contain certain words or abbreviations that identify the company as a low profit  
47 limited-liability company. **Section 8** requires a low profit limited-liability company  
48 to be operated at all times to satisfy the charitable or educational purposes set forth  
49 in the articles of organization of the company and provides for the revocation of its  
50 right to transact business in this State if the Secretary of State finds that the  
51 company is not being operated to further its charitable or educational purpose.

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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 registration  
4 issued by 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 registration at the time of filing the initial or annual  
8 list.



1 (b) Not an entity required to file an initial or annual list with the  
2 Secretary of State pursuant to this title, the person must obtain the  
3 state business registration before conducting a business in this State.

4 2. An application for a state business registration must:

5 (a) Be made upon a form prescribed by the Secretary of State;

6 (b) Set forth the name under which the applicant transacts or  
7 intends to transact business, or if the applicant is an entity organized  
8 pursuant to this title and on file with the Secretary of State, the exact  
9 name on file with the Secretary of State, the business identification  
10 number as assigned by the Secretary of State pursuant to NRS  
11 225.082, and the location in this State of the place or places of  
12 business;

13 (c) Be accompanied by a fee in the amount of \$200 ; ~~†, except~~  
14 ~~that if the applicant is a corporation organized pursuant to chapter~~  
15 ~~78, 78A or 78B of NRS, or a foreign corporation required to file an~~  
16 ~~initial or annual list with the Secretary of State pursuant to chapter~~  
17 ~~80 of NRS, the application must be accompanied by a fee of \$500;†~~  
18 and

19 (d) Include any other information that the Secretary of State  
20 deems necessary.

21 ➔ If the applicant is an entity organized pursuant to this title and on  
22 file with the Secretary of State and the applicant has no location in  
23 this State of its place of business, the address of its registered agent  
24 shall be deemed to be the location in this State of its place of  
25 business.

26 3. The application must be signed pursuant to NRS 239.330 by:

27 (a) The owner of a business that is owned by a natural person.

28 (b) A member or partner of an association or partnership.

29 (c) A general partner of a limited partnership.

30 (d) A managing partner of a limited-liability partnership.

31 (e) A manager or managing member of a limited-liability  
32 company.

33 (f) An officer of a corporation or some other person specifically  
34 authorized by the corporation to sign the application.

35 4. If the application for a state business registration is defective  
36 in any respect or the fee required by this section is not paid, the  
37 Secretary of State may return the application for correction or  
38 payment.

39 5. A state business registration issued pursuant to this section  
40 must contain the business identification number assigned by the  
41 Secretary of State pursuant to NRS 225.082.

42 6. The state business registration required to be obtained  
43 pursuant to this section is in addition to any license to conduct  
44 business that must be obtained from the local jurisdiction in which  
45 the business is being conducted.



1 7. For the purposes of this chapter, a person:  
2 (a) Shall be deemed to conduct a business in this State if a  
3 business for which the person is responsible:

4 (1) Is organized pursuant to this title, other than a business  
5 organized pursuant to:

6 (I) Chapter 82 or 84 of NRS; or

7 (II) Chapter 81 of NRS if the business is a nonprofit unit-  
8 owners' association or a nonprofit religious, charitable, fraternal or  
9 other organization that qualifies as a tax-exempt organization  
10 pursuant to 26 U.S.C. § 501(c);

11 (2) Has an office or other base of operations in this State;

12 (3) Except as otherwise provided in NRS 76.103, has a  
13 registered agent in this State; or

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

17 (b) Shall be deemed not to conduct a business in this State if the  
18 business for which the person is responsible:

19 (1) Is not organized pursuant to this title;

20 (2) Does not have an office or base of operations in this  
21 State;

22 (3) Does not have a registered agent in this State;

23 (4) Does not pay wages or other remuneration to a natural  
24 person who performs in this State any of the duties for which he or  
25 she is paid, other than wages or other remuneration paid to a natural  
26 person for performing duties in connection with an activity  
27 described in subparagraph (5); and

28 (5) Is conducting activity in this State solely to provide  
29 vehicles or equipment on a short-term basis in response to a  
30 wildland fire, a flood, an earthquake or another emergency.

31 8. As used in this section, "registered agent" has the meaning  
32 ascribed to it in NRS 77.230.

33 **Sec. 2.** NRS 76.130 is hereby amended to read as follows:

34 76.130 1. ~~Except as otherwise provided in subsection 2, a~~ **A**  
35 person who applies for renewal of a state business registration shall  
36 submit a fee in the amount of \$200 to the Secretary of State:

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

42 (b) If the person is not an entity required to file an annual list  
43 with the Secretary of State pursuant to this title, on the last day of  
44 the month in which the anniversary date of issuance of the state  
45 business registration occurs in each year, unless the person submits



1 a written statement to the Secretary of State, at least 10 days before  
2 that date, indicating that the person will not be conducting a  
3 business in this State after that date.

4 2. ~~If the~~ A person applying for the renewal of a state business  
5 registration ~~[pursuant to subsection 1 is a corporation organized~~  
6 ~~pursuant to chapter 78, 78A or 78B of NRS, or a foreign corporation~~  
7 ~~required to file an initial or annual list with the Secretary of State~~  
8 ~~pursuant to chapter 80 of NRS, the fee for the renewal of a state~~  
9 ~~business registration is \$500.] shall include on the application for~~  
10 ~~renewal of the state business registration a declaration under~~  
11 ~~penalty of perjury by the natural person signing the application as~~  
12 ~~to:~~

13 (a) *Whether the applicant is exempt from the commerce tax*  
14 *imposed pursuant to chapter 363C of NRS; and*

15 (b) *If the applicant is not exempt from that tax, whether the*  
16 *Nevada gross revenue of the applicant for the taxable year*  
17 *immediately preceding the taxable year in which the application is*  
18 *filed exceeded \$4,000,000.*

19 3. The Secretary of State shall, 90 days before the last day for  
20 filing an application for renewal of the state business registration of  
21 a person who holds a state business registration, provide to the  
22 person a notice of the state business registration fee due pursuant to  
23 this section and a reminder to file the application for renewal  
24 required pursuant to this section. Failure of any person to receive a  
25 notice does not excuse the person from the penalty imposed by law.

26 4. If a person fails to submit the annual state business  
27 registration fee required pursuant to this section in a timely manner  
28 and the person is:

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

31 (1) Shall pay a penalty of \$100 in addition to the annual state  
32 business registration fee;

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

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

40 (b) Not an entity required to file an annual list with the Secretary  
41 of State, the person shall pay a penalty in the amount of \$100 in  
42 addition to the annual state business registration fee. The Secretary  
43 of State shall provide to the person a written notice that:



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

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

7 5. A person who continues to do business in this State without  
8 renewing the person's state business registration before its renewal  
9 date is subject to the fees and penalties provided for in this section  
10 unless the person files a certificate of cancellation of the person's  
11 state business registration with the Secretary of State.

12 6. The Secretary of State shall waive the annual state business  
13 registration fee and any related penalty imposed on a natural person  
14 or partnership if the natural person or partnership provides evidence  
15 satisfactory to the Secretary of State that the natural person or  
16 partnership conducted no business in this State during the period for  
17 which the fees and penalties would be waived.

18 7. *As used in this section:*

19 (a) *"Nevada gross revenue" has the meaning ascribed to it in*  
20 *NRS 363C.055.*

21 (b) *"Taxable year" has the meaning ascribed to it in*  
22 *NRS 363C.080.*

23 **Sec. 3.** NRS 78.150 is hereby amended to read as follows:

24 78.150 1. A corporation organized pursuant to the laws of  
25 this State shall, ~~on or before the last day of the first month after~~ *at*  
26 *the time of* the filing of its articles of incorporation with the  
27 Secretary of State, ~~for, if the corporation has selected an alternative~~  
28 ~~due date pursuant to subsection 1, on or before that alternative due~~  
29 ~~date.~~ file with the Secretary of State a list, on a form furnished by  
30 the Secretary of State, containing:

31 (a) The name of the corporation;

32 (b) The file number of the corporation, if known;

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

35 (d) The address, either residence or business, of each officer and  
36 director listed, following the name of the officer or director; and

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

40 2. The corporation shall annually thereafter, on or before the  
41 last day of the month in which the anniversary date of incorporation  
42 occurs in each year, ~~for, if, pursuant to subsection 1, the~~  
43 ~~corporation has selected an alternative due date for filing the list~~  
44 ~~required by subsection 1, on or before the last day of the month in~~  
45 ~~which the anniversary date of the alternative due date occurs in each~~



1 ~~year,~~ file with the Secretary of State, on a form furnished by the  
2 Secretary of State, an annual list containing all of the information  
3 required in subsection 1.

4 3. Each list required by subsection 1 or 2 must be accompanied  
5 by:

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

7 (1) The corporation has complied with the provisions of  
8 chapter 76 of NRS;

9 (2) The corporation acknowledges that pursuant to NRS  
10 239.330, it is a category C felony to knowingly offer any false or  
11 forged instrument for filing with the Office of the Secretary of State;  
12 and

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

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

25 4. Upon filing the list required by:

26 (a) Subsection 1, the corporation shall pay to the Secretary of  
27 State a fee of \$150.

28 (b) Subsection 2, the corporation shall pay to the Secretary of  
29 State, if the amount represented by the total number of shares  
30 provided for in the articles is:

31		
32	\$75,000 or less.....	\$150
33	Over \$75,000 and not over \$200,000 .....	200
34	Over \$200,000 and not over \$500,000 .....	300
35	Over \$500,000 and not over \$1,000,000 .....	400
36	Over \$1,000,000:	
37	For the first \$1,000,000 .....	400
38	For each additional \$500,000 or fraction thereof.....	275

39 ↪ The maximum fee which may be charged pursuant to paragraph  
40 (b) for filing the annual list is \$11,125.

41  
42 5. If *a corporation files an amended list of directors and*  
43 *officers with the Secretary of State within 60 days after the date on*  
44 *which the list required by subsection 1 is filed, the corporation or*



1 *the resigning director or officer is not required to pay a fee for*  
2 *filing the amended list.*

3 **6.** *Except as otherwise provided in subsection 5, if* a director  
4 or officer of a corporation resigns and the resignation is not reflected  
5 on the annual or amended list of directors and officers, the  
6 corporation or the resigning director or officer shall pay to the  
7 Secretary of State a fee of \$75 to file the resignation.

8 ~~16.1~~ **7.** The Secretary of State shall, 90 days before the last day  
9 for filing each annual list required by subsection 2, provide to each  
10 corporation which is required to comply with the provisions of NRS  
11 78.150 to 78.185, inclusive, and which has not become delinquent, a  
12 notice of the fee due pursuant to subsection 4 and a reminder to file  
13 the annual list required by subsection 2. Failure of any corporation  
14 to receive a notice does not excuse it from the penalty imposed by  
15 law.

16 ~~17.1~~ **8.** If the list to be filed pursuant to the provisions of  
17 subsection 1 or 2 is defective in any respect or the fee required by  
18 subsection 4 is not paid, the Secretary of State may return the list for  
19 correction or payment.

20 ~~18.1~~ **9.** An annual list for a corporation not in default which is  
21 received by the Secretary of State more than 90 days before its due  
22 date shall be deemed an amended list for the previous year and must  
23 be accompanied by the appropriate fee as provided in subsection 4  
24 for filing. A payment submitted pursuant to this subsection does not  
25 satisfy the requirements of subsection 2 for the year to which the  
26 due date is applicable.

27 ~~19.1~~ **10.** A person who files with the Secretary of State a list  
28 required by subsection 1 or 2 which identifies an officer or director  
29 with the fraudulent intent of concealing the identity of any person or  
30 persons exercising the power or authority of an officer or director in  
31 furtherance of any unlawful conduct is subject to the penalty set  
32 forth in NRS 225.084.

33 ~~110.1~~ **11.** For the purposes of this section, a stockholder is not  
34 deemed to exercise actual control of the daily operations of a  
35 corporation based solely on the fact that the stockholder has voting  
36 control of the corporation.

37 ~~111.—The Secretary of State may allow a corporation to select~~  
38 ~~an alternative due date for filing the list required by subsection 1.~~

39 ~~—12.—The Secretary of State may adopt regulations to administer~~  
40 ~~the provisions of subsection 11.1.~~

41 **Sec. 4.** NRS 80.110 is hereby amended to read as follows:

42 80.110 1. Each foreign corporation doing business in this  
43 State shall, ~~on or before the last day of the first month after~~ *at the*  
44 *time that* the information required by NRS 80.010 is filed with the  
45 Secretary of State , ~~for, if the foreign corporation has selected an~~





~~alternative due date pursuant to subsection 9, on or before that alternative due date.] and annually thereafter on or before the last day of the month in which the anniversary date of its qualification to do business in this State occurs in each year, [or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date occurs in each year.] file with the Secretary of State a list, on a form furnished by the Secretary of State, that contains:~~

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

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

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

(a) A declaration under penalty of perjury that:

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

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

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

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

3. Upon filing:

(a) The initial list required by subsection 1, the corporation shall pay to the Secretary of State a fee of \$150.

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

\$75,000 or less.....	\$150
Over \$75,000 and not over \$200,000 .....	200
Over \$200,000 and not over \$500,000 .....	300
Over \$500,000 and not over \$1,000,000 .....	400



1 Over \$1,000,000:  
 2 For the first \$1,000,000..... \$400  
 3 For each additional \$500,000 or fraction thereof..... 275  
 4 ↪ The maximum fee which may be charged pursuant to paragraph  
 5 (b) for filing the annual list is \$11,125.

6  
 7 4. If *a foreign corporation files an amended list of directors*  
 8 *and officers with the Secretary of State within 60 days after the*  
 9 *date on which the initial list required by subsection 1 is filed, the*  
 10 *foreign corporation or the resigning director or officer is not*  
 11 *required to pay a fee for filing the amended list.*

12 5. *Except as otherwise provided in subsection 4, if a director*  
 13 *or officer of a corporation resigns and the resignation is not reflected*  
 14 *on the annual or amended list of directors and officers, the*  
 15 *corporation or the resigning director or officer shall pay to the*  
 16 *Secretary of State a fee of \$75 to file the resignation.*

17 ~~5-1~~ 6. The Secretary of State shall, 90 days before the last day  
 18 for filing each annual list required by subsection 1, provide to each  
 19 corporation which is required to comply with the provisions of NRS  
 20 80.110 to 80.175, inclusive, and which has not become delinquent, a  
 21 notice of the fee due pursuant to subsection 3 and a reminder to file  
 22 the list pursuant to subsection 1. Failure of any corporation to  
 23 receive a notice does not excuse it from the penalty imposed by the  
 24 provisions of NRS 80.110 to 80.175, inclusive.

25 ~~6-1~~ 7. An annual list for a corporation not in default which is  
 26 received by the Secretary of State more than 90 days before its due  
 27 date shall be deemed an amended list for the previous year and does  
 28 not satisfy the requirements of subsection 1 for the year to which the  
 29 due date is applicable.

30 ~~7-1~~ 8. A person who files with the Secretary of State a list  
 31 required by subsection 1 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 ~~8-1~~ 9. For the purposes of this section, a stockholder is not  
 37 deemed to exercise actual control of the daily operations of a  
 38 corporation based solely on the fact that the stockholder has voting  
 39 control of the corporation.

40 ~~9-1~~ ~~The Secretary of State may allow a foreign corporation to~~  
 41 ~~select an alternative due date for filing the initial list required by~~  
 42 ~~subsection 1.~~

43 ~~10-1~~ ~~The Secretary of State may adopt regulations to administer~~  
 44 ~~the provisions of subsection 9-1.~~



1       **Sec. 5.** NRS 82.523 is hereby amended to read as follows:

2       82.523 1. Each foreign nonprofit corporation doing business  
3 in this State shall, ~~on or before the last day of the first month after~~  
4 *at the time of* the filing of its application for registration as a foreign  
5 nonprofit corporation with the Secretary of State, ~~for, if the foreign~~  
6 ~~nonprofit corporation has selected an alternative due date pursuant~~  
7 ~~to subsection 9, on or before that alternative due date,~~ and annually  
8 thereafter on or before the last day of the month in which the  
9 anniversary date of its qualification to do business in this State  
10 occurs in each year, ~~for, if applicable, on or before the last day of~~  
11 ~~the month in which the anniversary date of the alternative due date~~  
12 ~~occurs in each year,~~ file with the Secretary of State a list, on a form  
13 furnished by the Secretary of State, that contains:

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

15       (b) The file number of the foreign nonprofit corporation, if  
16 known;

17       (c) The names and titles of the president, the secretary and the  
18 treasurer, or the equivalent thereof, and all the directors of the  
19 foreign nonprofit corporation;

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

23       (e) The signature of an officer of the foreign nonprofit  
24 corporation, or some other person specifically authorized by the  
25 foreign nonprofit corporation to sign the list, certifying that the list  
26 is true, complete and accurate.

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

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

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

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

39       3. Upon filing the initial list and each annual list pursuant to  
40 this section, the foreign nonprofit corporation must pay to the  
41 Secretary of State a fee of \$50.

42       4. *If a foreign nonprofit corporation files an amended list of*  
43 *officers and directors with the Secretary of State within 60 days*  
44 *after the filing of the initial list pursuant to this section, the*



1 *foreign nonprofit corporation is not required to pay a fee for filing*  
2 *the amended list.*

3 5. The Secretary of State shall, 60 days before the last day for  
4 filing each annual list, provide to each foreign nonprofit corporation  
5 which is required to comply with the provisions of NRS 82.523 to  
6 82.524, inclusive, and which has not become delinquent, a notice of  
7 the fee due pursuant to subsection 3 and a reminder to file the list  
8 required pursuant to subsection 1. Failure of any foreign nonprofit  
9 corporation to receive a notice does not excuse it from the penalty  
10 imposed by the provisions of NRS 82.523 to 82.524, inclusive.

11 ~~15.1~~ 6. If the list to be filed pursuant to the provisions of  
12 subsection 1 is defective or the fee required by subsection 3 is not  
13 paid, the Secretary of State may return the list for correction or  
14 payment.

15 ~~16.1~~ 7. An annual list for a foreign nonprofit corporation not in  
16 default that is received by the Secretary of State more than 90 days  
17 before its due date shall be deemed an amended list for the previous  
18 year and does not satisfy the requirements of subsection 1 for the  
19 year to which the due date is applicable.

20 ~~17.1~~ 8. A person who files with the Secretary of State a list  
21 pursuant to this section which identifies an officer or director with  
22 the fraudulent intent of concealing the identity of any person or  
23 persons exercising the power or authority of an officer or director in  
24 furtherance of any unlawful conduct is subject to the penalty set  
25 forth in NRS 225.084.

26 ~~18.1~~ 9. For the purposes of this section, a member of a foreign  
27 nonprofit corporation is not deemed to exercise actual control of the  
28 daily operations of the foreign nonprofit corporation based solely on  
29 the fact that the member has voting control of the foreign nonprofit  
30 corporation.

31 ~~19. The Secretary of State may allow a foreign nonprofit~~  
32 ~~corporation to select an alternative due date for filing the initial list~~  
33 ~~required by this section.~~

34 ~~20. The Secretary of State may adopt regulations to administer~~  
35 ~~the provisions of subsection 9.1~~

36 Sec. 6. Chapter 86 of NRS is hereby amended by adding  
37 thereto the provisions set forth as sections 7 and 8 of this act.

38 Sec. 7. *“Low profit limited-liability company” means a*  
39 *limited-liability company organized and existing under this*  
40 *chapter that elects to include the optional provisions permitted by*  
41 *paragraph (g) of subsection 1 of NRS 86.161.*

42 Sec. 8. 1. *If a limited-liability company has elected in its*  
43 *articles of organization to be a low profit limited-liability company*  
44 *pursuant to NRS 86.161, the company must be operated at all*  
45 *times to satisfy the purposes set forth in its articles pursuant to*



1 *paragraph (g) of subsection 1 of NRS 86.161, except that, in the*  
2 *absence of other factors, the production of significant income or*  
3 *capital appreciation is not conclusive evidence that a significant*  
4 *purpose of the company involves the production of income or the*  
5 *appreciation of the value of property.*

6 2. *A low profit limited-liability company may terminate its*  
7 *status as a low profit limited-liability company and cease to be*  
8 *subject to the requirements of subsection 1 by filing with the*  
9 *Secretary of State a certificate of amendment of its articles of*  
10 *organization to:*

11 (a) *Delete the statement in the articles that the limited-liability*  
12 *company is a low profit limited-liability company; and*

13 (b) *Change its name to comply with the requirements of*  
14 *NRS 86.171.*

15 3. *If the Secretary of State has reason to believe that a low*  
16 *profit limited-liability company has ceased to satisfy the*  
17 *requirements of subsection 1 and, within 30 days after ceasing to*  
18 *satisfy those requirements, has not filed a certificate of*  
19 *amendment of its articles of organization to delete the statement in*  
20 *the articles that the limited-liability company is a low profit*  
21 *limited-liability company and change its name to comply with the*  
22 *requirements of NRS 86.171, the Secretary of State shall mail by*  
23 *certified mail, return receipt requested, a notice of the failure of*  
24 *the company to satisfy the requirements of subsection 1. Unless*  
25 *the company files the certificate of amendment with the Secretary*  
26 *of State within 60 days after the delivery of notice or demonstrates*  
27 *to the satisfaction of the Secretary of State that the company*  
28 *satisfies the requirements of subsection 1, the charter of the*  
29 *company is revoked and its right to transact business is forfeited.*  
30 *The Secretary of State shall reinstate the low profit limited-liability*  
31 *company and restore to the company its right to carry on business*  
32 *in this State, and to exercise its privileges and immunities, if the*  
33 *company complies with the requirements of subsection 1 and the*  
34 *requirements for reinstatement as provided in NRS 86.276.*

35 **Sec. 9.** NRS 86.011 is hereby amended to read as follows:

36 86.011 As used in this chapter, unless the context otherwise  
37 requires, the words and terms defined in NRS 86.022 to 86.1255,  
38 inclusive, *and section 7 of this act* have the meanings ascribed to  
39 them in those sections.

40 **Sec. 10.** NRS 86.061 is hereby amended to read as follows:

41 86.061 “Limited-liability company” or “company” means a  
42 limited-liability company organized and existing under this chapter,  
43 including a ~~restricted~~ :

44 1. *Restricted* limited-liability company ~~H~~ ; and

45 2. *Low profit limited-liability company.*



1     **Sec. 11.** NRS 86.1252 is hereby amended to read as follows:  
2     86.1252 “Restricted limited-liability company” means a  
3 limited-liability company organized and existing under this chapter  
4 that elects to include the optional provisions permitted by  
5 *paragraph (f) of subsection 1 of* NRS 86.161.

6     **Sec. 12.** NRS 86.141 is hereby amended to read as follows:  
7     86.141 1. Except as otherwise provided in subsection 2, a  
8 limited-liability company may be organized under this chapter for  
9 any lawful purpose ~~+~~, *regardless of whether for profit*. A person  
10 shall not organize a limited-liability company for any illegal purpose  
11 or with the fraudulent intent to conceal any business activity, or lack  
12 thereof, from another person or a governmental agency.

13     2. A limited-liability company may not be organized for the  
14 purpose of insurance unless approved to do so by the Commissioner  
15 of Insurance.

16     **Sec. 13.** NRS 86.161 is hereby amended to read as follows:

17     86.161 1. The articles of organization must set forth:

18     (a) The name of the limited-liability company;  
19     (b) The information required pursuant to NRS 77.310;  
20     (c) The name and address, either residence or business, of each  
21 of the organizers signing the articles;

22     (d) If the company is to be managed by:

23         (1) One or more managers, the name and address, either  
24 residence or business, of each initial manager; or

25         (2) The members, the name and address, either residence or  
26 business, of each initial member;

27     (e) If the company is to have one or more series of members and  
28 the debts or liabilities of any series are to be enforceable against the  
29 assets of that series only and not against the assets of another series  
30 or the company generally, a statement to that effect and a statement:

31         (1) Setting forth the relative rights, powers and duties of the  
32 series; or

33         (2) Indicating that the relative rights, powers and duties of  
34 the series will be set forth in the operating agreement or established  
35 as provided in the operating agreement; ~~and~~

36     (f) If the company is to be a restricted limited-liability company,  
37 a statement to that effect ~~+~~; *and*

38     (g) *If the company is to be a low profit limited-liability*  
39 *company, a statement to that effect and a statement setting forth*  
40 *that:*

41         (1) *The company is organized to significantly further the*  
42 *accomplishment of one or more charitable or educational*  
43 *purposes within the meaning of section 170(c)(2)(B) of the*  
44 *Internal Revenue Code, 26 U.S.C. § 170(c)(2)(B), and would not*  
45 *have been formed but for the company’s relationship to the*



1 *accomplishment of one or more such charitable or educational*  
2 *purposes;*

3 (2) *The production of income or the appreciation of the*  
4 *value of property is not a significant purpose for which the*  
5 *company is organized; and*

6 (3) *The accomplishment of one or more political or*  
7 *legislative purposes is not a purpose for which the company is*  
8 *organized.*

9 2. The articles may set forth any other provision, not  
10 inconsistent with law, which the members elect to set out in the  
11 articles of organization for the regulation of the internal affairs of  
12 the company, including any provisions which under this chapter are  
13 required or permitted to be set out in the operating agreement of the  
14 company.

15 3. It is not necessary to set out in the articles of organization:

16 (a) The rights of the members to contract debts on behalf of the  
17 limited-liability company if the limited-liability company is  
18 managed by its members;

19 (b) The rights of the manager or managers to contract debts on  
20 behalf of the limited-liability company if the limited-liability  
21 company is managed by a manager or managers; or

22 (c) Any of the powers enumerated in this chapter.

23 **Sec. 14.** NRS 86.171 is hereby amended to read as follows:

24 86.171 1. ~~The~~ *Except as otherwise provided in this*  
25 *subsection, the name of a limited-liability company formed under*  
26 *the provisions of this chapter must contain the words “Limited-*  
27 *Liability Company,” “Limited Liability Company,” “Limited*  
28 *Company,” or “Limited” or the abbreviations “Ltd.,” “L.L.C.,”*  
29 *“L.C.,” “LLC” or “LC.” The name of a low profit limited-liability*  
30 *company formed under the provisions of this chapter must contain*  
31 *the words “Low Profit Limited-Liability Company,” “Low Profit*  
32 *Limited Liability Company,” or “Low Profit Ltd. Liability*  
33 *Company” or the abbreviations “L3C” or “l3c.” The word*  
34 *“Company” may be abbreviated as “Co.”*

35 2. The name proposed for a limited-liability company must be  
36 distinguishable on the records of the Secretary of State from the  
37 names of all other artificial persons formed, organized, registered or  
38 qualified pursuant to the provisions of this title that are on file in the  
39 Office of the Secretary of State and all names that are reserved in  
40 the Office of the Secretary of State pursuant to the provisions of this  
41 title. If a proposed name is not so distinguishable, the Secretary of  
42 State shall return the articles of organization to the organizer, unless  
43 the written, acknowledged consent of the holder of the name on file  
44 or reserved name to use the same name or the requested similar  
45 name accompanies the articles of organization.



1 3. For the purposes of this section and NRS 86.176, a proposed  
2 name is not distinguishable from a name on file or reserved name  
3 solely because one or the other contains distinctive lettering, a  
4 distinctive mark, a trademark or a trade name, or any combination  
5 thereof.

6 4. The name of a limited-liability company whose charter has  
7 been revoked, which has merged and is not the surviving entity or  
8 whose existence has otherwise terminated is available for use by any  
9 other artificial person.

10 5. The Secretary of State shall not accept for filing any articles  
11 of organization for any limited-liability company if the name of the  
12 limited-liability company contains the word "accountant,"  
13 "accounting," "accountancy," "auditor" or "auditing" unless the  
14 Nevada State Board of Accountancy certifies that the limited-  
15 liability company:

16 (a) Is registered pursuant to the provisions of chapter 628 of  
17 NRS; or

18 (b) Has filed with the Nevada State Board of Accountancy under  
19 penalty of perjury a written statement that the limited-liability  
20 company is not engaged in the practice of accounting and is not  
21 offering to practice accounting in this State.

22 6. The Secretary of State shall not accept for filing any articles  
23 of organization or certificate of amendment of articles of  
24 organization of any limited-liability company formed or existing  
25 pursuant to the laws of this State which provides that the name of  
26 the limited-liability company contains the word "bank" or "trust"  
27 unless:

28 (a) It appears from the articles of organization or the certificate  
29 of amendment that the limited-liability company proposes to carry  
30 on business as a banking or trust company, exclusively or in  
31 connection with its business as a bank, savings and loan association  
32 or thrift company; and

33 (b) The articles of organization or certificate of amendment is  
34 first approved by the Commissioner of Financial Institutions.

35 7. The Secretary of State shall not accept for filing any articles  
36 of organization or certificate of amendment of articles of  
37 organization of any limited-liability company formed or existing  
38 pursuant to the provisions of this chapter if it appears from the  
39 articles or the certificate of amendment that the business to be  
40 carried on by the limited-liability company is subject to supervision  
41 by the Commissioner of Insurance or by the Commissioner of  
42 Financial Institutions unless the articles or certificate of amendment  
43 is approved by the Commissioner who will supervise the business of  
44 the limited-liability company.





1 8. Except as otherwise provided in subsection 7, the Secretary  
2 of State shall not accept for filing any articles of organization or  
3 certificate of amendment of articles of organization of any limited-  
4 liability company formed or existing pursuant to the laws of this  
5 State which provides that the name of the limited-liability company  
6 contains the words "engineer," "engineered," "engineering,"  
7 "professional engineer," "registered engineer" or "licensed  
8 engineer" unless:

9 (a) The State Board of Professional Engineers and Land  
10 Surveyors certifies that the principals of the limited-liability  
11 company are licensed to practice engineering pursuant to the laws of  
12 this State; or

13 (b) The State Board of Professional Engineers and Land  
14 Surveyors certifies that the limited-liability company is exempt from  
15 the prohibitions of NRS 625.520.

16 9. Except as otherwise provided in subsection 7, the Secretary  
17 of State shall not accept for filing any articles of organization or  
18 certificate of amendment of articles of organization of any limited-  
19 liability company formed or existing pursuant to the laws of this  
20 State which provides that the name of the limited-liability company  
21 contains the words "architect," "architecture," "registered architect,"  
22 "licensed architect," "registered interior designer," "registered  
23 interior design," "residential designer," "registered residential  
24 designer," "licensed residential designer" or "residential design"  
25 unless the State Board of Architecture, Interior Design and  
26 Residential Design certifies that:

27 (a) The principals of the limited-liability company are holders of  
28 a certificate of registration to practice architecture or residential  
29 design or to practice as a registered interior designer, as applicable,  
30 pursuant to the laws of this State; or

31 (b) The limited-liability company is qualified to do business in  
32 this State pursuant to NRS 623.349.

33 10. The Secretary of State shall not accept for filing any  
34 articles of organization or certificate of amendment of articles of  
35 organization of any limited-liability company formed or existing  
36 pursuant to the laws of this State which provides that the name of  
37 the limited-liability company contains the words "common-interest  
38 community," "community association," "master association," "unit-  
39 owners' association" or "homeowners' association" or if it appears  
40 in the articles of organization or certificate of amendment of articles  
41 of organization that the purpose of the limited-liability company is  
42 to operate as a unit-owners' association pursuant to chapter 116 or  
43 116B of NRS unless the Administrator of the Real Estate Division  
44 of the Department of Business and Industry certifies that the  
45 limited-liability company has:



1 (a) Registered with the Ombudsman for Owners in Common-  
2 Interest Communities and Condominium Hotels pursuant to NRS  
3 116.31158 or 116B.625; and

4 (b) Paid to the Administrator of the Real Estate Division the fees  
5 required pursuant to NRS 116.31155 or 116B.620.

6 11. The Secretary of State may adopt regulations that interpret  
7 the requirements of this section.

8 **Sec. 15.** NRS 86.263 is hereby amended to read as follows:

9 86.263 1. A limited-liability company shall, ~~on or before the~~  
10 ~~last day of the first month after~~ *at the time of* the filing of its  
11 articles of organization with the Secretary of State, ~~for, if the~~  
12 ~~limited liability company has selected an alternative due date~~  
13 ~~pursuant to subsection 11, on or before that alternative due date,~~  
14 file with the Secretary of State, on a form furnished by the Secretary  
15 of State, a list that contains:

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

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

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

20 (d) The address, either residence or business, of each manager or  
21 managing member listed, following the name of the manager or  
22 managing member; and

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

27 2. The limited-liability company shall thereafter, on or before  
28 the last day of the month in which the anniversary date of its  
29 organization occurs, ~~for, if, pursuant to subsection 11, the limited-~~  
30 ~~liability company has selected an alternative due date for filing the~~  
31 ~~list required by subsection 1, on or before the last day of the month~~  
32 ~~in which the anniversary date of the alternative due date occurs in~~  
33 ~~each year,~~ file with the Secretary of State, on a form furnished by  
34 the Secretary of State, an annual list containing all of the  
35 information required in subsection 1.

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

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

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

44 (c) None of the managers or managing members identified in the  
45 list has been identified in the list with the fraudulent intent of



1 concealing the identity of any person or persons exercising the  
2 power or authority of a manager or managing member in  
3 furtherance of any unlawful conduct.

4 4. Upon filing:

5 (a) The initial list required by subsection 1, the limited-liability  
6 company shall pay to the Secretary of State a fee of \$150.

7 (b) Each annual list required by subsection 2, the limited-  
8 liability company shall pay to the Secretary of State a fee of \$150.

9 5. If *a limited-liability company files an amended list of*  
10 *managers and managing members with the Secretary of State*  
11 *within 60 days after the date on which the initial list required by*  
12 *subsection 1 is filed, the limited-liability company or the resigning*  
13 *manager or managing member is not required to pay a fee for*  
14 *filing the amended list.*

15 6. *Except as otherwise provided in subsection 5, if* a manager  
16 or managing member of a limited-liability company resigns and the  
17 resignation is not reflected on the annual or amended list of  
18 managers and managing members, the limited-liability company or  
19 the resigning manager or managing member shall pay to the  
20 Secretary of State a fee of \$75 to file the resignation.

21 ~~16-~~ 7. The Secretary of State shall, 90 days before the last day  
22 for filing each list required by subsection 2, provide to each limited-  
23 liability company which is required to comply with the provisions of  
24 this section, and which has not become delinquent, a notice of the  
25 fee due under subsection 4 and a reminder to file the list required by  
26 subsection 2. Failure of any company to receive a notice does not  
27 excuse it from the penalty imposed by law.

28 ~~17-~~ 8. If the list to be filed pursuant to the provisions of  
29 subsection 1 or 2 is defective or the fee required by subsection 4 is  
30 not paid, the Secretary of State may return the list for correction or  
31 payment.

32 ~~18-~~ 9. An annual list for a limited-liability company not in  
33 default received by the Secretary of State more than 90 days before  
34 its due date shall be deemed an amended list for the previous year.

35 ~~19-~~ 10. A person who files with the Secretary of State a list  
36 required by subsection 1 or 2 which identifies a manager or  
37 managing member with the fraudulent intent of concealing the  
38 identity of any person or persons exercising the power or authority  
39 of a manager or managing member in furtherance of any unlawful  
40 conduct is subject to the penalty set forth in NRS 225.084.

41 ~~10-~~ 11. For the purposes of this section, a member is not  
42 deemed to exercise actual control of the daily operations of a  
43 limited-liability company based solely on the fact that the member  
44 has voting control of the limited-liability company.



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

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

6 **Sec. 16.** NRS 86.5461 is hereby amended to read as follows:

7 86.5461 1. Each foreign limited-liability company doing  
8 business in this State shall, ~~for on or before the last day of the first~~  
9 ~~month after~~ *at the time of* the filing of its application for  
10 registration as a foreign limited-liability company with the Secretary  
11 of State, ~~for, if the foreign limited liability company has selected an~~  
12 ~~alternative due date pursuant to subsection 10, on or before that~~  
13 ~~alternative due date,~~ and annually thereafter on or before the last  
14 day of the month in which the anniversary date of its qualification to  
15 do business in this State occurs in each year, ~~for, 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 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 \$150.

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 \$150.

5 4. If *a foreign limited-liability company files an amended list*  
6 *of managers and managing members with the Secretary of State*  
7 *within 60 days after the date on which the initial list required by*  
8 *this section is filed, the foreign limited-liability company or the*  
9 *resigning manager or managing member is not required to pay a*  
10 *fee for filing the amended list.*

11 5. *Except as otherwise provided in subsection 4, if a manager*  
12 *or managing member of a foreign limited-liability company resigns*  
13 *and the resignation is not reflected on the annual or amended list of*  
14 *managers and managing members, the foreign limited-liability*  
15 *company or the resigning manager or managing member shall pay*  
16 *to the Secretary of State a fee of \$75 to file the resignation.*

17 ~~15.1~~ 6. The Secretary of State shall, 90 days before the last day  
18 for filing each annual list required by this section, provide to each  
19 foreign limited-liability company which is required to comply with  
20 the provisions of NRS 86.5461 to 86.5468, inclusive, and which has  
21 not become delinquent, a notice of the fee due pursuant to  
22 subsection 3 and a reminder to file the list required pursuant  
23 to subsection 1. Failure of any foreign limited-liability company to  
24 receive a notice does not excuse it from the penalty imposed by the  
25 provisions of NRS 86.5461 to 86.5468, inclusive.

26 ~~16.1~~ 7. If the list to be filed pursuant to the provisions of  
27 subsection 1 is defective or the fee required by subsection 3 is not  
28 paid, the Secretary of State may return the list for correction or  
29 payment.

30 ~~17.1~~ 8. An annual list for a foreign limited-liability company  
31 not in default which is received by the Secretary of State more than  
32 90 days before its due date shall be deemed an amended list for the  
33 previous year and does not satisfy the requirements of this section  
34 for the year to which the due date is applicable.

35 ~~18.1~~ 9. A person who files with the Secretary of State a list  
36 required by this section which identifies a manager or managing  
37 member with the fraudulent intent of concealing the identity of any  
38 person or persons exercising the power or authority of a manager or  
39 managing members in furtherance of any unlawful conduct is  
40 subject to the penalty set forth in NRS 225.084.

41 ~~19.1~~ 10. For the purposes of this section, a member is not  
42 deemed to exercise actual control of the daily operations of a foreign  
43 limited-liability company based solely on the fact that the member  
44 has voting control of the foreign limited-liability company.



1 ~~10. The Secretary of State may allow a foreign limited-~~  
2 ~~liability company to select an alternative due date for filing the~~  
3 ~~initial list required by this section.~~

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

6 **Sec. 17.** NRS 87.510 is hereby amended to read as follows:

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

- 19 (a) The name of the registered limited-liability partnership;  
20 (b) The file number of the registered limited-liability  
21 partnership, if known;  
22 (c) The names of all of its managing partners;  
23 (d) The address, either residence or business, of each managing  
24 partner; and  
25 (e) The signature of a managing partner of the registered  
26 limited-liability partnership, or some other person specifically  
27 authorized by the registered limited-liability partnership to sign the  
28 list, certifying that the list is true, complete and accurate.

29 ~~1~~  
30 **2.** Each list filed pursuant to ~~this~~ subsection *1* must be  
31 accompanied by a declaration under penalty of perjury that ~~the~~ :

32 (a) *The* registered limited-liability partnership has complied  
33 with the provisions of chapter 76 of NRS ~~, that the~~ ;

34 (b) *The* registered limited-liability partnership acknowledges  
35 that pursuant to NRS 239.330, it is a category C felony to  
36 knowingly offer any false or forged instrument for filing in the  
37 Office of the Secretary of State ; and ~~that none~~

38 (c) *None* of the managing partners identified in the list has been  
39 identified in the list with the fraudulent intent of concealing the  
40 identity of any person or persons exercising the power or authority  
41 of a managing partner in furtherance of any unlawful conduct.

42 ~~2~~ **3.** Upon filing:

43 (a) The initial list required by subsection 1, the registered  
44 limited-liability partnership shall pay to the Secretary of State a fee  
45 of \$150.



1 (b) Each annual list required by subsection 1, the registered  
2 limited-liability partnership shall pay to the Secretary of State a fee  
3 of \$150.

4 ~~13-1~~ 4. If *a registered limited-liability partnership files an*  
5 *amended list of managing partners with the Secretary of State*  
6 *within 60 days after the date on which the initial list required by*  
7 *subsection 1 is filed, the registered limited-liability partnership or*  
8 *the resigning managing partner is not required to pay a fee for*  
9 *filing the amended list.*

10 5. *Except as otherwise provided in subsection 4, if* a managing  
11 partner of a registered limited-liability partnership resigns and the  
12 resignation is not reflected on the annual or amended list of  
13 managing partners, the registered limited-liability partnership or the  
14 resigning managing partner shall pay to the Secretary of State a fee  
15 of \$75 to file the resignation.

16 ~~14-1~~ 6. The Secretary of State shall, at least 90 days before the  
17 last day for filing each annual list required by subsection 1, provide  
18 to the registered limited-liability partnership a notice of the fee due  
19 pursuant to subsection ~~12-1~~ 3 and a reminder to file the annual list  
20 required by subsection 1. The failure of any registered limited-  
21 liability partnership to receive a notice does not excuse it from  
22 complying with the provisions of this section.

23 ~~15-1~~ 7. If the list to be filed pursuant to the provisions of  
24 subsection 1 is defective, or the fee required by subsection ~~12-1~~ 3 is  
25 not paid, the Secretary of State may return the list for correction or  
26 payment.

27 ~~16-1~~ 8. An annual list that is filed by a registered limited-  
28 liability partnership which is not in default more than 90 days before  
29 it is due shall be deemed an amended list for the previous year and  
30 does not satisfy the requirements of subsection 1 for the year to  
31 which the due date is applicable.

32 ~~17-1~~ 9. A person who files with the Secretary of State an initial  
33 list or annual list required by subsection 1 which identifies a  
34 managing partner with the fraudulent intent of concealing the  
35 identity of any person or persons exercising the power or authority  
36 of a managing partner in furtherance of any unlawful conduct is  
37 subject to the penalty set forth in NRS 225.084.

38 ~~18-1~~ ~~The Secretary of State may allow a registered limited-~~  
39 ~~liability partnership to select an alternative due date for filing the~~  
40 ~~initial list required by subsection 1.~~

41 ~~19-1~~ ~~The Secretary of State may adopt regulations to administer~~  
42 ~~the provisions of subsection 8-1.~~

43 **Sec. 18.** NRS 87.541 is hereby amended to read as follows:

44 87.541 1. Each foreign registered limited-liability partnership  
45 doing business in this State shall, ~~on or before the last day of the~~



1 ~~first month after~~ *at the time of* the filing of its application for  
2 registration as a foreign registered limited-liability partnership with  
3 the Secretary of State ~~for, if the foreign registered limited liability~~  
4 ~~partnership has selected an alternative due date pursuant to~~  
5 ~~subsection 9, on or before that alternative due date,~~ and annually  
6 thereafter on or before the last day of the month in which the  
7 anniversary date of its qualification to do business in this State  
8 occurs in each year, ~~for, if applicable, on or before the last day of~~  
9 ~~the month in which the anniversary date of the alternative due date~~  
10 ~~occurs in each year,~~ file with the Secretary of State a list, on a form  
11 furnished by the Secretary of State, that contains:

12 (a) The name of the foreign registered limited-liability  
13 partnership;

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

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

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

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

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

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

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

31 (c) None of the managing partners identified in the list has been  
32 identified in the list with the fraudulent intent of concealing the  
33 identity of any person or persons exercising the power or authority  
34 of a managing partner in furtherance of any unlawful conduct.

35 3. Upon filing:

36 (a) The initial list required by this section, the foreign registered  
37 limited-liability partnership shall pay to the Secretary of State a fee  
38 of \$150.

39 (b) Each annual list required by this section, the foreign  
40 registered limited-liability partnership shall pay to the Secretary of  
41 State a fee of \$150.

42 4. If *a foreign registered limited-liability partnership files an*  
43 *amended list of managing partners with the Secretary of State*  
44 *within 60 days after the date on which the initial list required by*  
45 *this section is filed, the foreign registered limited-liability*





1 *partnership or the resigning managing partner is not required to*  
2 *pay a fee for filing the amended list.*

3 **5. Except as otherwise provided in subsection 4, if** a managing  
4 partner of a foreign registered limited-liability partnership resigns  
5 and the resignation is not reflected on the annual or amended list of  
6 managing partners, the foreign registered limited-liability  
7 partnership or the managing partner shall pay to the Secretary of  
8 State a fee of \$75 to file the resignation.

9 ~~15.1~~ **6.** The Secretary of State shall, 90 days before the last day  
10 for filing each annual list required by subsection 1, provide to each  
11 foreign registered limited-liability partnership which is required to  
12 comply with the provisions of NRS 87.541 to 87.5443, inclusive,  
13 and which has not become delinquent, a notice of the fee due  
14 pursuant to subsection 3 and a reminder to file the list required  
15 pursuant to subsection 1. Failure of any foreign registered limited-  
16 liability partnership to receive a notice does not excuse it from the  
17 penalty imposed by the provisions of NRS 87.541 to 87.5443,  
18 inclusive.

19 ~~16.1~~ **7.** If the list to be filed pursuant to the provisions of  
20 subsection 1 is defective or the fee required by subsection 3 is not  
21 paid, the Secretary of State may return the list for correction or  
22 payment.

23 ~~17.1~~ **8.** An annual list for a foreign registered limited-liability  
24 partnership not in default which is received by the Secretary of State  
25 more than 90 days before its due date shall be deemed an amended  
26 list for the previous year and does not satisfy the requirements of  
27 subsection 1 for the year to which the due date is applicable.

28 ~~18.1~~ **9.** 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 and 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 ~~19. The Secretary of State may allow a foreign registered~~  
35 ~~limited liability partnership to select an alternative due date for~~  
36 ~~filing the initial list required by this section.~~

37 ~~— 10. The Secretary of State may adopt regulations to administer~~  
38 ~~the provisions of subsection 9.1~~

39 **Sec. 19.** NRS 87A.290 is hereby amended to read as follows:

40 87A.290 1. A limited partnership shall, ~~on or before the last~~  
41 ~~day of the first month after~~ *at the time of* the filing of its certificate  
42 of limited partnership with the Secretary of State ~~for, if the limited~~  
43 ~~partnership has selected an alternative due date pursuant to~~  
44 ~~subsection 10, on or before that alternative due date,~~ and annually  
45 thereafter on or before the last day of the month in which the



1 anniversary date of the filing of its certificate of limited partnership  
2 occurs, ~~for, if applicable, on or before the last day of the month in~~  
3 ~~which the anniversary date of the alternative due date occurs in each~~  
4 ~~year,~~ file with the Secretary of State, on a form furnished by the  
5 Secretary of State, a list that contains:

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

15 ~~1~~

16 2. Each list filed pursuant to ~~this~~ subsection 1 must be  
17 accompanied by a declaration under penalty of perjury that ~~the~~:

18 (a) *The* limited partnership has complied with the provisions of  
19 chapter 76 of NRS ~~that the~~;

20 (b) *The* limited partnership acknowledges that pursuant to NRS  
21 239.330, it is a category C felony to knowingly offer any false or  
22 forged instrument for filing in the Office of the Secretary of State ;  
23 ~~1~~ and ~~that none~~

24 (c) *None* of the general partners identified in the list has been  
25 identified in the list with the fraudulent intent of concealing the  
26 identity of any person or persons exercising the power or authority  
27 of a general partner in furtherance of any unlawful conduct.

28 ~~2~~ 3. Except as otherwise provided in subsection ~~3~~ 4, a  
29 limited partnership shall, upon filing:

30 (a) The initial list required by subsection 1, pay to the Secretary  
31 of State a fee of \$150.

32 (b) Each annual list required by subsection 1, pay to the  
33 Secretary of State a fee of \$150.

34 ~~3~~ 4. A registered limited-liability limited partnership shall,  
35 upon filing:

36 (a) The initial list required by subsection 1, pay to the Secretary  
37 of State a fee of \$150.

38 (b) Each annual list required by subsection 1, pay to the  
39 Secretary of State a fee of \$150.

40 ~~4~~ 5. *If a limited partnership files an amended list of*  
41 *general partners with the Secretary of State within 60 days after*  
42 *the date on which the initial list required by subsection 1 is filed,*  
43 *the limited partnership or the resigning general partner is not*  
44 *required to pay a fee for filing the amended list.*



1 **6. Except as otherwise provided in subsection 5, if** a general  
2 partner of a limited partnership resigns and the resignation is not  
3 reflected on the annual or amended list of general partners, the  
4 limited partnership or the resigning general partner shall pay to the  
5 Secretary of State a fee of \$75 to file the resignation.

6 ~~15.1~~ **7.** The Secretary of State shall, 90 days before the last day  
7 for filing each annual list required by subsection 1, provide to each  
8 limited partnership which is required to comply with the provisions  
9 of this section, and which has not become delinquent, a notice of the  
10 fee due pursuant to the provisions of subsection ~~12.1~~ **3** or ~~13.1~~ **4**, as  
11 appropriate, and a reminder to file the annual list required pursuant  
12 to subsection 1. Failure of any limited partnership to receive a notice  
13 does not excuse it from the penalty imposed by NRS 87A.300.

14 ~~16.1~~ **8.** If the list to be filed pursuant to the provisions of  
15 subsection 1 is defective or the fee required by subsection ~~12.1~~ **3** or  
16 ~~13.1~~ **4**, *as appropriate*, is not paid, the Secretary of State may return  
17 the list for correction or payment.

18 ~~17.1~~ **9.** An annual list for a limited partnership not in default  
19 that 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 ~~18.1~~ **10.** A filing made pursuant to this section does not satisfy  
24 the provisions of NRS 87A.240 and may not be substituted for  
25 filings submitted pursuant to NRS 87A.240.

26 ~~19.1~~ **11.** A person who files with the Secretary of State a list  
27 required by subsection 1 which identifies a general partner with the  
28 fraudulent intent of concealing the identity of any person or persons  
29 exercising the power or authority of a general partner in furtherance  
30 of any unlawful conduct is subject to the penalty set forth in  
31 NRS 225.084.

32 ~~10.—The Secretary of State may allow a limited partnership to~~  
33 ~~select an alternative due date for filing the initial list required by~~  
34 ~~subsection 1.~~

35 ~~—11.—The Secretary of State may adopt regulations to administer~~  
36 ~~the provisions of subsection 10.]~~

37 **Sec. 20.** NRS 87A.560 is hereby amended to read as follows:

38 87A.560 1. Each foreign limited partnership doing business  
39 in this State shall, ~~on or before the last day of the first month after]~~  
40 **at the time of** the filing of its application for registration as a foreign  
41 limited partnership with the Secretary of State ~~for, if the foreign~~  
42 ~~limited partnership has selected an alternative due date pursuant to~~  
43 ~~subsection 9, on or before that alternative due date.]~~ and annually  
44 thereafter on or before the last day of the month in which the  
45 anniversary date of its qualification to do business in this State



1 occurs in each year , ~~for, if applicable, on or before the last day of~~  
2 ~~the month in which the anniversary date of the alternative due date~~  
3 ~~occurs in each year.~~ file with the Secretary of State a list, on a form  
4 furnished by the Secretary of State, that contains:

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

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

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

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

22 (c) None of the general partners identified in the list has been  
23 identified in the list with the fraudulent intent of concealing the  
24 identity of any person or persons exercising the power or authority  
25 of a general partner in furtherance of any unlawful conduct.

26 3. Upon filing:

27 (a) The initial list required by this section, the foreign limited  
28 partnership shall pay to the Secretary of State a fee of \$150.

29 (b) Each annual list required by this section, the foreign limited  
30 partnership shall pay to the Secretary of State a fee of \$150.

31 4. If *a foreign limited partnership files an amended list of*  
32 *general partners with the Secretary of State within 60 days after*  
33 *the date on which the initial list required by this section is filed,*  
34 *the foreign limited partnership or the resigning general partner is*  
35 *not required to pay a fee for filing the amended list.*

36 5. *Except as otherwise provided in subsection 4, if* a general  
37 partner of a foreign limited partnership resigns and the resignation is  
38 not reflected on the annual or amended list of general partners, the  
39 foreign limited partnership or the resigning general partner shall pay  
40 to the Secretary of State a fee of \$75 to file the resignation of the  
41 general partner.

42 ~~5.1~~ 6. The Secretary of State shall, 90 days before the last day  
43 for filing each annual list required by subsection 1, provide to each  
44 foreign limited partnership, which is required to comply with the  
45 provisions of NRS 87A.560 to 87A.600, inclusive, and which has



1 not become delinquent, a notice of the fee due pursuant to  
2 subsection 3 and a reminder to file the list required pursuant to  
3 subsection 1. Failure of any foreign limited partnership to receive a  
4 notice does not excuse it from the penalty imposed by the provisions  
5 of NRS 87A.560 to 87A.600, inclusive.

6 ~~{6-}~~ 7. If the list to be filed pursuant to the provisions of  
7 subsection 1 is defective or the fee required by subsection 3 is not  
8 paid, the Secretary of State may return the list for correction or  
9 payment.

10 ~~{7-}~~ 8. An annual list for a foreign limited partnership not in  
11 default which is received by the Secretary of State more than 90  
12 days before its due date shall be deemed an amended list for the  
13 previous year and does not satisfy the requirements of subsection 1  
14 for the year to which the due date is applicable.

15 ~~{8-}~~ 9. A person who files with the Secretary of State a list  
16 required by this section 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 ~~{9- The Secretary of State may allow a foreign limited  
22 partnership to select an alternative due date for filing the initial list  
23 required by this section.~~

24 ~~{10- The Secretary of State may adopt regulations to administer  
25 the provisions of subsection 9-}~~

26 **Sec. 21.** NRS 88.395 is hereby amended to read as follows:

27 88.395 1. A limited partnership shall, ~~{on or before the last  
28 day of the first month after}~~ *at the time of* the filing of its certificate  
29 of limited partnership with the Secretary of State ~~{or, if the limited  
30 partnership has selected an alternative due date pursuant to  
31 subsection 10, on or before that alternative due date,}~~ and annually  
32 thereafter on or before the last day of the month in which the  
33 anniversary date of the filing of its certificate of limited partnership  
34 occurs, ~~{or, if applicable, on or before the last day of the month in  
35 which the anniversary date of the alternative due date occurs in each  
36 year,}~~ file with the Secretary of State, on a form furnished by the  
37 Secretary of State, a list that contains:

- 38 (a) The name of the limited partnership;  
39 (b) The file number of the limited partnership, if known;  
40 (c) The names of all of its general partners;  
41 (d) The address, either residence or business, of each general  
42 partner; and  
43 (e) The signature of a general partner of the limited partnership,  
44 or some other person specifically authorized by the limited



1 partnership to sign the list, certifying that the list is true, complete  
2 and accurate.

3 ~~1-1~~

4 2. Each list filed pursuant to ~~this~~ subsection 1 must be  
5 accompanied by a declaration under penalty of perjury that ~~the~~ :

6 (a) *The* limited partnership has complied with the provisions of  
7 chapter 76 of NRS ~~that the~~ ;

8 (b) *The* limited partnership acknowledges that pursuant to NRS  
9 239.330, it is a category C felony to knowingly offer any false or  
10 forged instrument for filing in the Office of the Secretary of State ~~t~~  
11 ~~and that none~~ ; and

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

16 ~~2-1~~ 3. Except as otherwise provided in subsection ~~3-1~~ 4, a  
17 limited partnership shall, upon filing:

18 (a) The initial list required by subsection 1, pay to the Secretary  
19 of State a fee of \$150.

20 (b) Each annual list required by subsection 1, pay to the  
21 Secretary of State a fee of \$150.

22 ~~3-1~~ 4. A registered limited-liability limited partnership shall,  
23 upon filing:

24 (a) The initial list required by subsection 1, pay to the Secretary  
25 of State a fee of \$150.

26 (b) Each annual list required by subsection 1, pay to the  
27 Secretary of State a fee of \$200.

28 ~~4-1~~ 5. *If a limited partnership files an amended list of*  
29 *general partners with the Secretary of State within 60 days after*  
30 *the date on which the initial list required by subsection 1 is filed,*  
31 *the limited partnership or the resigning general partner is not*  
32 *required to pay a fee for filing the amended list.*

33 6. *Except as otherwise provided in subsection 5, if* a general  
34 partner of a limited partnership resigns and the resignation is not  
35 reflected on the annual or amended list of general partners, the  
36 limited partnership or the resigning general partner shall pay to the  
37 Secretary of State a fee of \$75 to file the resignation.

38 ~~5-1~~ 7. 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 the  
42 fee due pursuant to the provisions of subsection ~~2-1~~ 3 or ~~3-1~~ 4, 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 notice  
45 does not excuse it from the penalty imposed by NRS 88.400.



1 ~~16-~~ 8. If the list to be filed pursuant to the provisions of  
2 subsection 1 is defective or the fee required by subsection ~~12-~~ 3 or  
3 ~~13-~~ 4 is not paid, the Secretary of State may return the list for  
4 correction or payment.

5 ~~17-~~ 9. An annual list for a limited partnership not in default  
6 that is received by the Secretary of State more than 90 days before  
7 its due date shall be deemed an amended list for the previous year  
8 and does not satisfy the requirements of subsection 1 for the year to  
9 which the due date is applicable.

10 ~~18-~~ 10. A filing made pursuant to this section does not satisfy  
11 the provisions of NRS 88.355 and may not be substituted for filings  
12 submitted pursuant to NRS 88.355.

13 ~~19-~~ 11. A person who files with the Secretary of State a list  
14 required by subsection 1 which identifies a general partner with the  
15 fraudulent intent of concealing the identity of any person or persons  
16 exercising the power or authority of a general partner in furtherance  
17 of any unlawful conduct is subject to the penalty set forth in  
18 NRS 225.084.

19 ~~10.—The Secretary of State may allow a limited partnership to~~  
20 ~~select an alternative due date for filing the initial list required by~~  
21 ~~subsection 1.~~

22 ~~—11.—The Secretary of State may adopt regulations to administer~~  
23 ~~the provisions of subsection 10.]~~

24 **Sec. 22.** NRS 88.591 is hereby amended to read as follows:

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

- 37 (a) The name of the foreign limited partnership;  
38 (b) The file number of the foreign limited partnership, if known;  
39 (c) The names of all its general partners;  
40 (d) The address, either residence or business, of each general  
41 partner; and  
42 (e) The signature of a general partner of the foreign limited  
43 partnership, or some other person specifically authorized by the  
44 foreign limited partnership to sign the list, certifying that the list is  
45 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 \$150.

16 (b) Each annual list required by this section, the foreign limited  
17 partnership shall pay to the Secretary of State a fee of \$150.

18 4. If *a foreign limited partnership files an amended list of*  
19 *general partners with the Secretary of State within 60 days after*  
20 *the date on which the initial list required by this section is filed,*  
21 *the foreign limited partnership or the resigning general partner is*  
22 *not required to pay a fee for filing the amended list.*

23 5. *Except as otherwise provided in subsection 4, if* a general  
24 partner of a foreign limited partnership resigns and the resignation is  
25 not reflected on the annual or amended list of general partners, the  
26 foreign limited partnership or the resigning general partner shall pay  
27 to the Secretary of State a fee of \$75 to file the resignation of the  
28 general partner.

29 ~~15-1~~ 6. The Secretary of State shall, 90 days before the last day  
30 for filing each annual list required by subsection 1, provide to each  
31 foreign limited partnership, which is required to comply with the  
32 provisions of NRS 88.591 to 88.5945, inclusive, and which has not  
33 become delinquent, a notice of the fee due pursuant to subsection 3  
34 and a reminder to file the list required pursuant to subsection 1.  
35 Failure of any foreign limited partnership to receive a notice does  
36 not excuse it from the penalty imposed by the provisions of NRS  
37 88.591 to 88.5945, inclusive.

38 ~~16-1~~ 7. If the list to be filed pursuant to the provisions of  
39 subsection 1 is defective or the fee required by subsection 3 is not  
40 paid, the Secretary of State may return the list for correction or  
41 payment.

42 ~~17-1~~ 8. An annual list for a foreign limited partnership not in  
43 default which is received by the Secretary of State more than 90  
44 days before its due date shall be deemed an amended list for the





1 previous year and does not satisfy the requirements of subsection 1  
2 for the year to which the due date is applicable.

3 ~~{8-}~~ 9. A person who files with the Secretary of State a list  
4 required by this section which identifies a general partner with the  
5 fraudulent intent of concealing the identity of any person or persons  
6 exercising the power or authority of a general partner in furtherance  
7 of any unlawful conduct is subject to the penalty set forth in  
8 NRS 225.084.

9 ~~{9. The Secretary of State may allow a foreign limited  
10 partnership to select an alternative due date for filing the initial list  
11 required by this section.~~

12 ~~{10. The Secretary of State may adopt regulations to administer  
13 the provisions of subsection 9-}~~

14 **Sec. 23.** NRS 88A.600 is hereby amended to read as follows:

15 88A.600 1. A business trust formed pursuant to this chapter  
16 shall, ~~{on or before the last day of the first month after}~~ *at the time*  
17 *of* the filing of its certificate of trust with the Secretary of State ~~{or,  
18 if the business trust has selected an alternative due date pursuant to  
19 subsection 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 the filing of its certificate of trust with the  
22 Secretary of State occurs, file with the Secretary of State, ~~{or, if  
23 applicable, on or before the last day of the month in which the  
24 anniversary date of the alternative due date occurs in each year.}~~  
25 on a form furnished by the Secretary of State, a list signed by at least  
26 one trustee, or by some other person specifically authorized by the  
27 business trust to sign the list, that contains the name and street  
28 address of at least one trustee. Each list filed pursuant to this  
29 subsection must be accompanied by a declaration under penalty of  
30 perjury that:

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

33 (b) The business trust acknowledges that pursuant to NRS  
34 239.330, it is a category C felony to knowingly offer any false or  
35 forged instrument for filing in the Office of the Secretary of State;  
36 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 2. Upon filing:

42 (a) The initial list required by subsection 1, the business trust  
43 shall pay to the Secretary of State a fee of \$150.

44 (b) Each annual list required by subsection 1, the business trust  
45 shall pay to the Secretary of State a fee of \$150.



1 3. If *a business trust files an amended list of trustees with the*  
2 *Secretary of State within 60 days after the date on which the initial*  
3 *list required by subsection 1 is filed, the business trust or the*  
4 *resigning trustee is not required to pay a fee for filing the*  
5 *amended list.*

6 4. *Except as otherwise provided in subsection 3, if* a trustee of  
7 a business trust resigns and the resignation is not reflected on the  
8 annual or amended list of trustees, the business trust or the resigning  
9 trustee shall pay to the Secretary of State a fee of \$75 to file the  
10 resignation.

11 ~~4.1~~ 5. The Secretary of State shall, 90 days before the last day  
12 for filing each annual list required by subsection 1, provide to each  
13 business trust which is required to comply with the provisions of  
14 NRS 88A.600 to 88A.665, inclusive, and which has not become  
15 delinquent, a notice of the fee due pursuant to subsection 2 and a  
16 reminder to file the list required pursuant to subsection 1. Failure of  
17 a business trust to receive a notice does not excuse it from the  
18 penalty imposed by law.

19 ~~4.5~~ 6. An annual list for a business trust not in default which  
20 is received by the Secretary of State more than 90 days before its  
21 due date shall be deemed an amended list for the previous year.

22 ~~4.6~~ 7. A person who files with the Secretary of State an initial  
23 list or annual list required by subsection 1 which identifies a trustee  
24 with the fraudulent intent of concealing the identity of any person or  
25 persons exercising the power or authority of a trustee in furtherance  
26 of any unlawful conduct is subject to the penalty set forth in  
27 NRS 225.084.

28 ~~4.7~~ 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 business trust based solely on the fact that the  
31 person is a beneficial owner.

32 ~~4.8. The Secretary of State may allow a business trust to select~~  
33 ~~an alternative due date for filing the initial list required by~~  
34 ~~subsection 1.~~

35 ~~4.9. The Secretary of State may adopt regulations to administer~~  
36 ~~the provisions of subsection 8.~~

37 **Sec. 24.** NRS 88A.732 is hereby amended to read as follows:

38 88A.732 1. Each foreign business trust doing business in this  
39 State shall, ~~on or before the last day of the first month after~~ *at the*  
40 *time of* the filing of its application for registration as a foreign  
41 business trust with the Secretary of State ~~or, if the foreign business~~  
42 ~~trust has selected an alternative due date pursuant to subsection 10,~~  
43 ~~on or before that alternative due date,~~ and annually thereafter on or  
44 before the last day of the month in which the anniversary date of its  
45 qualification to do business in this State occurs in each year, ~~or, if~~



1 ~~applicable, on or before the last day of the month in which the~~  
2 ~~anniversary date of the alternative due date occurs in each year,]~~ file  
3 with the Secretary of State a list, on a form furnished by the  
4 Secretary of State, that contains:

- 5 (a) The name of the foreign business trust;
- 6 (b) The file number of the foreign business trust, if known;
- 7 (c) The name of at least one of its trustees;
- 8 (d) The address, either residence or business, of the trustee listed  
9 pursuant to paragraph (c); and
- 10 (e) The signature of a trustee of the foreign business trust, or  
11 some other person specifically authorized by the foreign business  
12 trust to sign the list, certifying that the list is true, complete and  
13 accurate.

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

- 16 (a) The foreign business trust has complied with the provisions  
17 of chapter 76 of NRS;
- 18 (b) The foreign business trust acknowledges that pursuant to  
19 NRS 239.330, it is a category C felony to knowingly offer any false  
20 or forged instrument for filing in the Office of the Secretary of  
21 State; and
- 22 (c) None of the trustees identified in the list has been identified  
23 in the list with the fraudulent intent of concealing the identity of any  
24 person or persons exercising the power or authority of a trustee in  
25 furtherance of any unlawful conduct.

26 3. Upon filing:

- 27 (a) The initial list required by this section, the foreign business  
28 trust shall pay to the Secretary of State a fee of \$150.
- 29 (b) Each annual list required by this section, the foreign business  
30 trust shall pay to the Secretary of State a fee of \$150.

31 4. If *a foreign business trust files an amended list of trustees*  
32 *with the Secretary of State within 60 days after the date on which*  
33 *the initial list required by this section is filed, the foreign business*  
34 *trust or the resigning trustee is not required to pay a fee for filing*  
35 *the amended list.*

36 5. *Except as otherwise provided in subsection 4, if* a trustee of  
37 a foreign business trust resigns and the resignation is not reflected  
38 on the annual or amended list of trustees, the foreign business trust  
39 or the resigning trustee shall pay to the Secretary of State a fee of  
40 \$75 to file the resignation.

41 ~~5.]~~ 6. The Secretary of State shall, 90 days before the last day  
42 for filing each annual list required by subsection 1, provide to each  
43 foreign business trust which is required to comply with the  
44 provisions of NRS 88A.732 to 88A.738, inclusive, and which has  
45 not become delinquent, a notice of the fee due pursuant to



1 subsection 3 and a reminder to file the list required pursuant to  
2 subsection 1. Failure of any foreign business trust to receive a notice  
3 does not excuse it from the penalty imposed by the provisions of  
4 NRS 88A.732 to 88A.738, inclusive.

5 ~~{6.}~~ 7. If the list to be filed pursuant to the provisions of  
6 subsection 1 is defective or the fee required by subsection 3 is not  
7 paid, the Secretary of State may return the list for correction or  
8 payment.

9 ~~{7.}~~ 8. An annual list for a foreign business trust not in default  
10 which is received by the Secretary of State more than 90 days before  
11 its due date shall be deemed an amended list for the previous year  
12 and does not satisfy the requirements of subsection 1 for the year to  
13 which the due date is applicable.

14 ~~{8.}~~ 9. A person who files with the Secretary of State a list  
15 required by this section which identifies a trustee with the fraudulent  
16 intent of concealing the identity of any person or persons exercising  
17 the power or authority of a trustee in furtherance of any unlawful  
18 conduct is subject to the penalty set forth in NRS 225.084.

19 ~~{9.}~~ 10. For the purposes of this section, a person who is a  
20 beneficial owner is not deemed to exercise actual control of the  
21 daily operations of a foreign business trust based solely on the fact  
22 that the person is a beneficial owner.

23 ~~{10.}—The Secretary of State may allow a foreign business trust  
24 to select an alternative due date for filing the initial list required by  
25 this section.~~

26 ~~—11. The Secretary of State may adopt regulations to administer  
27 the provisions of subsection 10.~~

28 **Sec. 25.** NRS 89.250 is hereby amended to read as follows:

29 89.250 1. Except as otherwise provided in subsection 2, a  
30 professional association shall, ~~{on or before the last day of the first  
31 month after}~~ **at the time of** the filing of its articles of association  
32 with the Secretary of State ~~{or, if the professional association has  
33 selected an alternative due date pursuant to subsection 7, on or  
34 before that alternative due date.}~~ and annually thereafter on or  
35 before the last day of the month in which the anniversary date of its  
36 organization occurs in each year, ~~{or, if applicable, on or before the  
37 last day of the month in which the anniversary date of the alternative  
38 due date occurs in each year.}~~ file with the Secretary of State a list  
39 showing the names and addresses, either residence or business, of  
40 all members and employees in the professional association and  
41 certifying that all members and employees are licensed to render  
42 professional service in this State.

43 2. A professional association organized and practicing pursuant to  
44 the provisions of this chapter and NRS 623.349 shall, ~~{on or  
45 before the last day of the first month after}~~ **at the time of** the filing



1 of its articles of association with the Secretary of State ~~for, if the~~  
2 ~~professional association has selected an alternative due date~~  
3 ~~pursuant to subsection 7, on or before that alternative due date,]~~ and  
4 annually thereafter on or before the last day of the month in which  
5 the anniversary date of its organization occurs in each year, ~~for, if~~  
6 ~~applicable, on or before the last day of the month in which the~~  
7 ~~anniversary date of the alternative due date occurs in each year,]~~ file  
8 with the Secretary of State a list:

9 (a) Showing the names and addresses, either residence or  
10 business, of all members and employees of the professional  
11 association who are licensed or otherwise authorized by law to  
12 render professional service in this State;

13 (b) Certifying that all members and employees who render  
14 professional service are licensed or otherwise authorized by law to  
15 render professional service in this State; and

16 (c) Certifying that all members who are not licensed to render  
17 professional service in this State do not render professional service  
18 on behalf of the professional association except as authorized by  
19 law.

20 3. Each list filed pursuant to this section must be:

21 (a) Made on a form furnished by the Secretary of State and must  
22 not contain any fiscal or other information except that expressly  
23 called for by this section.

24 (b) Signed by the chief executive officer of the professional  
25 association or by some other person specifically authorized by the  
26 chief executive officer to sign the list.

27 (c) Accompanied by a declaration under penalty of perjury that:

28 (1) The professional association has complied with the  
29 provisions of chapter 76 of NRS;

30 (2) The professional association acknowledges that pursuant  
31 to NRS 239.330, it is a category C felony to knowingly offer any  
32 false or forged instrument for filing in the Office of the Secretary of  
33 State; and

34 (3) None of the members or employees identified in the list  
35 has been identified in the list with the fraudulent intent of  
36 concealing the identity of any person or persons exercising the  
37 power or authority of a member or employee in furtherance of any  
38 unlawful conduct.

39 4. Upon filing:

40 (a) The initial list required by this section, the professional  
41 association shall pay to the Secretary of State a fee of \$150.

42 (b) Each annual list required by this section, the professional  
43 association shall pay to the Secretary of State a fee of \$150.

44 5. *If a professional association files an amended list of*  
45 *members and employees with the Secretary of State within 60 days*



1 *after the date on which the initial list required by this section is*  
2 *filed, the professional association is not required to pay a fee for*  
3 *filing the amended list.*

4 6. A person who files with the Secretary of State an initial list  
5 or annual list required by this section which identifies a member or  
6 an employee of a professional association with the fraudulent intent  
7 of concealing the identity of any person or persons exercising the  
8 power or authority of a member or employee in furtherance of any  
9 unlawful conduct is subject to the penalty set forth in NRS 225.084.

10 ~~16.1~~ 7. For the purposes of this section, a person is not deemed  
11 to exercise actual control of the daily operations of a professional  
12 association based solely on the fact that the person holds an  
13 ownership interest in the professional association.

14 ~~17. The Secretary of State may allow a professional association~~  
15 ~~to select an alternative due date for filing the initial list required by~~  
16 ~~this section.~~

17 ~~8. The Secretary of State may adopt regulations to administer~~  
18 ~~the provisions of subsection 7.1~~

19 **Sec. 26.** NRS 363C.200 is hereby amended to read as follows:

20 363C.200 1. For the privilege of engaging in a business in  
21 this State, a commerce tax is hereby imposed upon each business  
22 entity whose Nevada gross revenue in a taxable year exceeds  
23 \$4,000,000 in an amount determined pursuant to NRS 363C.300 to  
24 363C.560, inclusive. The commerce tax is due and payable as  
25 provided in this section.

26 2. Each business entity ~~engaging in a business in this State~~  
27 ~~during~~ *whose Nevada gross revenue in* a taxable year *exceeds*  
28 *\$4,000,000* shall, on or before the 45th day immediately following  
29 the end of that taxable year, file with the Department a ~~report~~  
30 *return* on a form prescribed by the Department. *The Department*  
31 *shall not require a business entity whose Nevada gross revenue for*  
32 *a taxable year is \$4,000,000 or less to file a return for that taxable*  
33 *year.* The ~~report~~ *return* required by this subsection must include  
34 such information as is required by the Department.

35 3. For the purposes of determining the amount of the  
36 commerce tax due pursuant to this chapter, the initial ~~report~~ *return*  
37 filed by a business entity with the Department pursuant to  
38 subsection 2 must designate the business category in which the  
39 business entity is primarily engaged. A business entity may not  
40 change the business category designated for that business entity  
41 unless the person applies to the Department to change such  
42 designation and the Department determines that the business is no  
43 longer primarily engaged in the designated business category.

44 4. A business entity shall remit with the return the amount of  
45 commerce tax due pursuant to subsection 1. Upon written



1 application made before the date on which payment of the  
2 commerce tax due pursuant to this chapter must be made, the  
3 Department may for good cause extend by not more than 30 days  
4 the time within which a business entity is required to pay the  
5 commerce tax. If the commerce tax is paid during the period of  
6 extension, no penalty or late charge may be imposed for failure to  
7 pay the commerce tax at the time required, but the business entity  
8 shall pay interest at the rate of 0.75 percent per month from the date  
9 on which the amount would have been due without the extension  
10 until the date of payment, unless otherwise provided in NRS  
11 360.232 or 360.320.

12 **Sec. 27.** This act becomes effective on July 1, 2017.

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