
ASSEMBLY BILL NO. 323—ASSEMBLYMAN WHEELER

MARCH 16, 2015

Referred to Committee on Judiciary

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

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

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

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

Legislative Counsel’s Digest:

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



* A B 3 2 3 *

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

38 78.150 1. A corporation organized pursuant to the laws of
39 this State shall, on or before the last day of the first month after the
40 filing of its articles of incorporation with the Secretary of State or, if
41 the corporation has selected an alternative due date pursuant to
42 subsection ~~11.1~~ 10, on or before that alternative due date, file with
43 the Secretary of State a list, on a form furnished by the Secretary of
44 State, containing:

45 (a) The name of the corporation;



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

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

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

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

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

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

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

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

39 4. ~~Upon filing the list required by:~~

40 ~~—(a) Subsection 1, the corporation shall pay to the Secretary of~~
41 ~~State a fee of \$125.~~

42 ~~—(b) Subsection 2, the corporation shall pay to the Secretary of~~
43 ~~State, if the amount represented by the total number of shares~~
44 ~~provided for in the articles is:~~



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

10
11 ~~5.~~ If a director or officer of a corporation resigns and the
12 resignation is not reflected on the annual or amended list of directors
13 and officers, the corporation or the resigning director or officer shall
14 pay to the Secretary of State a fee of \$75 to file the resignation.

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

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

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

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

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



1 ~~11.1~~ 10. The Secretary of State may allow a corporation to
2 select an alternative due date for filing the list required by
3 subsection 1.

4 ~~11.2~~ 11. The Secretary of State may adopt regulations to
5 administer the provisions of subsection ~~11.1~~ 10.

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

38 (a) Files with the Secretary of State:

39 (1) The list required by NRS 78.150;

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

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

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



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

3 (b) Pays to the Secretary of State:

4 (1) ~~¶The filing¶~~ **Any applicable** fee and penalty set forth in
5 NRS 78.150 and 78.170 for each year or portion thereof during
6 which it failed to file each required annual list in a timely manner;

7 (2) The fee set forth in NRS 78.153, if applicable; and

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

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

12 (a) Requests a certificate of reinstatement; and

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

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

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

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

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

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

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

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

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

43 (a) The articles of incorporation so authorize;

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



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

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

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

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

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

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

19 78.765 ~~§~~ The fee for filing ~~§~~ each of the following
20 certificates is \$175:

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

11 80.110 1. Each foreign corporation doing business in this
12 State shall, on or before the last day of the first month after the
13 information required by NRS 80.010 is filed with the Secretary of
14 State or, if the foreign corporation has selected an alternative due
15 date pursuant to subsection ~~19.1~~ 8, on or before that alternative due
16 date, and annually thereafter on or before the last day of the month
17 in which the anniversary date of its qualification to do business in
18 this State occurs in each year or, if applicable, on or before the last
19 day of the month in which the anniversary date of the alternative
20 due date occurs in each year, file with the Secretary of State a list,
21 on a form furnished by the Secretary of State, that contains:

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

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

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

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

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

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

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

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



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

3 ~~3. Upon filing:~~

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

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

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

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

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

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

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

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

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



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

3 ~~19.1~~ 8. The Secretary of State may allow a foreign corporation
4 to select an alternative due date for filing the initial list required by
5 subsection 1.

6 ~~10.1~~ 9. The Secretary of State may adopt regulations to
7 administer the provisions of subsection ~~19.1~~ 8.

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

13 (a) Files with the Secretary of State:

14 (1) The list as provided in NRS 80.110 and 80.140;
15 (2) The statement required by NRS 80.115, if applicable;
16 (3) The information required pursuant to NRS 77.310; and
17 (4) A declaration under penalty of perjury, on a form
18 provided by the Secretary of State, that the reinstatement is
19 authorized by a court of competent jurisdiction in this State or by
20 the duly elected board of directors of the foreign corporation or, if
21 the foreign corporation does not have a board of directors, the
22 equivalent of such a board; and

23 (b) Pays to the Secretary of State:

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

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

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

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

32 (a) Requests a certificate of reinstatement; and

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

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

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

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



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

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

5 81.060 1. The articles of incorporation must be:

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

15 (a) Enter into contracts and agreements.

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

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

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

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

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

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

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

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



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

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

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

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

14 ~~(c)~~ (b) The fee for reinstatement is \$100.

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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



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

2 82.5237 1. Except as otherwise provided in ~~subsections~~
3 ~~subsection 3 and 4~~ and NRS 82.183, the Secretary of State shall
4 reinstate a foreign nonprofit corporation which has forfeited or
5 which forfeits its right to transact business pursuant to the
6 provisions of NRS 82.523 to 82.5239, inclusive, and restore to the
7 foreign nonprofit corporation its right to transact business in this
8 State, and to exercise its corporate privileges and immunities, if it:

9 (a) Files with the Secretary of State:

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

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

17 (b) Pays to the Secretary of State:

18 (1) The ~~filing fee and~~ penalty set forth in NRS ~~82.523 and~~
19 82.5235 for each year or portion thereof that its right to transact
20 business was forfeited; and

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

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

26 (a) Requests a certificate of reinstatement; and

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

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

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

36 ~~5.~~ 4. Except as otherwise provided in NRS 82.5239, a
37 reinstatement pursuant to this section relates back to the date on
38 which the foreign nonprofit corporation forfeited its right to transact
39 business under the provisions of this chapter and reinstates the
40 foreign nonprofit corporation's right to transact business as if such
41 right had at all times remained in full force and effect.

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

43 82.531 1. The fee for filing ~~articles of incorporation,~~
44 amendments to or restatements of articles of incorporation,



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

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

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

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

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

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

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

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

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

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

20 ~~(c)~~ (b) The fee for reinstatement is \$100.

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

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

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

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

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

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

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

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

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



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

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

8 (a) Files with the Secretary of State:

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

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

22 (b) Pays to the Secretary of State:

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

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

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

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

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

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

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

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



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

2 86.151 1. One or more persons may form a limited-liability
3 company by signing and filing with the Secretary of State articles of
4 organization for the company.

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

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

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

17 86.201 1. A limited-liability company is considered legally
18 organized pursuant to this chapter ~~†~~

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

26 ~~—(b) Upon paying the required filing fees to the Secretary of~~
27 ~~State.†~~

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

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

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

36 86.263 1. A limited-liability company shall, on or before the
37 last day of the first month after the filing of its articles of
38 organization with the Secretary of State or, if the limited-liability
39 company has selected an alternative due date pursuant to subsection
40 ~~†††~~ **10**, on or before that alternative due date, file with the
41 Secretary of State, on a form furnished by the Secretary of State, a
42 list that contains:

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

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



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

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

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

10 2. The limited-liability company shall thereafter, on or before
11 the last day of the month in which the anniversary date of its
12 organization occurs or, if, pursuant to subsection ~~11.1~~ 10, the
13 limited-liability company has selected an alternative due date for
14 filing the list required by subsection 1, on or before the last day of
15 the month in which the anniversary date of the alternative due date
16 occurs in each year, file with the Secretary of State, on a form
17 furnished by the Secretary of State, an annual list containing all of
18 the information required in subsection 1.

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

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

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

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

32 4. ~~Upon filing:~~

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

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

37 ~~5.1~~ If a manager or managing member of a limited-liability
38 company resigns and the resignation is not reflected on the annual or
39 amended list of managers and managing members, the limited-
40 liability company or the resigning manager or managing member
41 shall pay to the Secretary of State a fee of \$75 to file the resignation.

42 ~~16.1~~ 5. The Secretary of State shall, 90 days before the last day
43 for filing each list required by subsection 2, provide to each limited-
44 liability company which is required to comply with the provisions of
45 this section, and which has not become delinquent, ~~1a notice of the~~



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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

18 (a) Files with the Secretary of State:

19 (1) The list required by NRS 86.263;

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

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

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

27 (b) Pays to the Secretary of State:

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

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

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

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

36 (a) Requests a certificate of reinstatement; and

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

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

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



1 ~~15.1~~ 4. Except as otherwise provided in NRS 86.278, a
2 reinstatement pursuant to this section relates back to the date on
3 which the company forfeited its right to transact business under the
4 provisions of this chapter and reinstates the company's right to
5 transact business as if such right had at all times remained in full
6 force and effect.

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

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

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

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

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

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

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

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

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

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

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

44 3. ~~Upon filing:~~



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

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

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

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

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

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

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

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

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

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



1 **Sec. 44.** NRS 86.5463 is hereby amended to read as follows:

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

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

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

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

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

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

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

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

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

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

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

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



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

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

9 (a) Files with the Secretary of State:

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

19 (b) Pays to the Secretary of State:

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

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

29 (a) Requests a certificate of reinstatement; and

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

33 (a) The name of the partnership.

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

45 2. ~~{Upon filing:}~~



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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

42 (a) Files with the Secretary of State:

43 (1) The information required by NRS 87.510;

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



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

6 (b) Pays to the Secretary of State:

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

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

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

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

16 (a) Requests a certificate of reinstatement; and

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

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

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

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

29 87.541 1. Each foreign registered limited-liability partnership
30 doing business in this State shall, on or before the last day of the
31 first month after the filing of its application for registration as a
32 foreign registered limited-liability partnership with the Secretary of
33 State or, if the foreign registered limited-liability partnership has
34 selected an alternative due date pursuant to subsection ~~9.1~~ 8, on or
35 before that alternative due date, and annually thereafter on or before
36 the last day of the month in which the anniversary date of its
37 qualification to do business in this State occurs in each year or, if
38 applicable, on or before the last day of the month in which the
39 anniversary date of the alternative due date occurs in each year, file
40 with the Secretary of State a list, on a form furnished by the
41 Secretary of State, that contains:

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

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



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

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

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

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

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

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

20 3. ~~Upon filing:~~

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

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

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

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

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



1 ~~7.1~~ 6. An annual list for a foreign registered limited-liability
2 partnership not in default which is received by the Secretary of State
3 more than 90 days before its due date shall be deemed an amended
4 list for the previous year and does not satisfy the requirements of
5 subsection 1 for the year to which the due date is applicable.

6 ~~8.1~~ 7. A person who files with the Secretary of State an initial
7 list or annual list required by subsection 1 which identifies a
8 managing partner with the fraudulent intent of concealing the
9 identity of any person or persons exercising the power and authority
10 of a managing partner in furtherance of any unlawful conduct is
11 subject to the penalty set forth in NRS 225.084.

12 ~~9.1~~ 8. The Secretary of State may allow a foreign registered
13 limited-liability partnership to select an alternative due date for
14 filing the initial list required by this section.

15 ~~10.1~~ 9. The Secretary of State may adopt regulations to
16 administer the provisions of subsection ~~9.1~~ 8.

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

28 (a) Files with the Secretary of State:

29 (1) The list required by NRS 87.541;

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

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

36 (b) Pays to the Secretary of State:

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

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

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

45 (a) Requests a certificate of reinstatement; and



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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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



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

3 ~~10.1~~ 8. The Secretary of State may allow a limited partnership
4 to select an alternative due date for filing the initial list required by
5 subsection 1.

6 ~~11.1~~ 9. The Secretary of State may adopt regulations to
7 administer the provisions of subsection ~~10.1~~ 8.

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

34 (a) Files with the Secretary of State:

- 35 (1) The list required pursuant to NRS 87A.290;
36 (2) The statement required by NRS 87A.295, if applicable;
37 (3) The information required pursuant to NRS 77.310; and
38 (4) A declaration under penalty of perjury, on a form

39 provided by the Secretary of State, that the reinstatement is
40 authorized by a court of competent jurisdiction in this State or by
41 the duly selected general partners of the limited partnership; and

42 (b) Pays to the Secretary of State:

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



- 1 (2) The fee set forth in NRS 87A.295, if applicable; and
2 (3) A fee of \$300 for reinstatement.
- 3 2. When the Secretary of State reinstates the limited
4 partnership, the Secretary of State shall issue to the limited
5 partnership a certificate of reinstatement if the limited partnership:
6 (a) Requests a certificate of reinstatement; and
7 (b) Pays the required fees pursuant to NRS 87A.315.
- 8 3. ~~The Secretary of State shall not order a reinstatement unless~~
9 ~~all delinquent fees and penalties have been paid, and the revocation~~
10 ~~occurred only by reason of failure to pay the fees and penalties.~~
11 ~~4.~~ If a limited partnership's certificate has been revoked
12 pursuant to the provisions of this chapter and has remained revoked
13 for a period of 5 years, the certificate must not be reinstated.
14 ~~5.~~ 4. If a limited partnership's certificate is reinstated
15 pursuant to this section, the reinstatement relates back to and takes
16 effect on the effective date of the revocation, and the limited
17 partnership's status as a limited partnership continues as if the
18 revocation had never occurred.
- 19 **Sec. 62.** NRS 87A.315 is hereby amended to read as follows:
20 87A.315 The Secretary of State, for services relating to the
21 official duties of the Secretary of State and the records of the Office
22 of the Secretary of State, shall charge and collect the following fees:
23 1. ~~For filing a certificate of limited partnership, or for~~
24 ~~registering a foreign limited partnership, \$75.~~
25 ~~2. For filing a certificate of registration of limited liability~~
26 ~~limited partnership, or for registering a foreign registered limited-~~
27 ~~liability limited partnership, \$100.~~
28 ~~3.~~ For filing a certificate of amendment of limited partnership
29 or restated certificate of limited partnership, \$175.
30 ~~4.~~ 2. For certifying a copy of a certificate of limited
31 partnership, an amendment to the certificate, or a certificate as
32 amended, \$30 per certification.
33 ~~5.~~ 3. For certifying an authorized printed copy of the limited
34 partnership law, \$30.
35 ~~6.~~ 4. For reserving a limited partnership name, or for signing,
36 filing or certifying any ~~other~~ record ~~;~~ *other than filing a*
37 *certificate of limited partnership, a certificate of registration of a*
38 *limited-liability limited partnership, a registration as a foreign*
39 *limited partnership or foreign registered limited-liability limited*
40 *partnership, or any list required by NRS 87A.290 or 87A.560, \$25.*
41 ~~7.~~ 5. For copies provided by the Office of the Secretary of
42 State, \$2 per page.
43 ~~8.~~ 6. For filing a certificate of cancellation of a limited
44 partnership or a certificate of cancellation of the registration of a
45 foreign limited partnership, \$100.



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

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

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

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

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

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

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

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

- 37 (a) The foreign limited partnership has complied with the
38 provisions of chapter 76 of NRS;
39 (b) The foreign limited partnership acknowledges that pursuant
40 to NRS 239.330, it is a category C felony to knowingly offer any
41 false or forged instrument for filing in the Office of the Secretary of
42 State; and
43 (c) None of the general partners identified in the list has been
44 identified in the list with the fraudulent intent of concealing the



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

3 ~~3. Upon filing:~~

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

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

8 ~~—4.1~~ If a general partner of a foreign limited partnership resigns
9 and the resignation is not reflected on the annual or amended list of
10 general partners, the foreign limited partnership or the resigning
11 general partner shall pay to the Secretary of State a fee of \$75 to file
12 the resignation of the general partner.

13 ~~15.1~~ 4. The Secretary of State shall, 90 days before the last day
14 for filing each annual list required by subsection 1, provide to each
15 foreign limited partnership, which is required to comply with the
16 provisions of NRS 87A.560 to 87A.600, inclusive, and which has
17 not become delinquent, ~~1a notice of the fee due pursuant to~~
18 ~~subsection 3 and~~ a reminder to file the list required pursuant to
19 subsection 1. Failure of any foreign limited partnership to receive a
20 ~~1a notice~~ reminder does not excuse it from the penalty imposed by
21 the provisions of NRS 87A.560 to 87A.600, inclusive.

22 ~~16.1~~ 5. If the list to be filed pursuant to the provisions of
23 subsection 1 is defective, ~~1b for the fee required by subsection 3 is not~~
24 ~~paid,~~ the Secretary of State may return the list for correction. ~~1c~~
25 ~~for payment.~~

26 ~~17.1~~ 6. An annual list for a foreign limited partnership not in
27 default which is received by the Secretary of State more than 90
28 days before its due date shall be deemed an amended list for the
29 previous year and does not satisfy the requirements of subsection 1
30 for the year to which the due date is applicable.

31 ~~18.1~~ 7. A person who files with the Secretary of State a list
32 required by this section which identifies a general partner with the
33 fraudulent intent of concealing the identity of any person or persons
34 exercising the power or authority of a general partner in furtherance
35 of any unlawful conduct is subject to the penalty set forth in
36 NRS 225.084.

37 ~~19.1~~ 8. The Secretary of State may allow a foreign limited
38 partnership to select an alternative due date for filing the initial list
39 required by this section.

40 ~~110.1~~ 9. The Secretary of State may adopt regulations to
41 administer the provisions of subsection ~~19.1~~ 8.

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

43 87A.570 If a foreign limited partnership has filed the initial or
44 annual list in compliance with NRS 87A.560 ~~1a and has paid the~~
45 ~~appropriate fee for the filing, the cancelled check or other proof of~~



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

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

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

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

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

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

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

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

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

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

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

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

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

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



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

5 (a) Files with the Secretary of State:

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

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

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

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

14 (b) Pays to the Secretary of State:

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

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

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

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

24 (a) Requests a certificate of reinstatement; and

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

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

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

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

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

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

43 (a) The name of the limited partnership.

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



- 1 (c) The information required pursuant to NRS 77.310.
2 (d) The name and business address of each organizer signing the
3 certificate.
4 (e) The name and business address of each initial general
5 partner.
6 (f) That the limited partnership thereafter will be a registered
7 limited-liability limited partnership.
8 (g) Any other information that the limited partnership wishes to
9 include.
- 10 2. The certificate of registration must be signed by the vote
11 necessary to amend the partnership agreement or, in the case of a
12 partnership agreement that expressly considers contribution
13 obligations, the vote necessary to amend those provisions.
- 14 3. The Secretary of State shall register as a registered limited-
15 liability limited partnership any limited partnership that submits a
16 completed certificate of registration . ~~{with the required fee.}~~ A
17 person shall not register a registered limited-liability limited
18 partnership for any illegal purpose or with the fraudulent intent to
19 conceal any business activity, or lack thereof, from another person
20 or a governmental agency.
- 21 4. Any person may register as a registered limited-liability
22 limited partnership at the time the person files a certificate of limited
23 partnership by filing a certificate of limited partnership and a
24 certificate of registration of a limited-liability limited partnership
25 with the Secretary of State . ~~{and paying the fees prescribed in~~
26 ~~subsections 1 and 2 of NRS 87A.315.}~~
- 27 5. The registration of a registered limited-liability limited
28 partnership is effective at the time of the filing of the certificate of
29 registration with the Secretary of State or upon a later date and time
30 as specified in the certificate of registration, which date must not be
31 more than 90 days after the date on which the certificate of
32 registration is filed. If the certificate of registration specifies a later
33 effective date but does not specify an effective time, the certificate
34 of registration is effective at 12:01 a.m. in the Pacific time zone on
35 the specified later date.
- 36 **Sec. 70.** NRS 88.395 is hereby amended to read as follows:
37 88.395 1. A limited partnership shall, on or before the last
38 day of the first month after the filing of its certificate of limited
39 partnership with the Secretary of State or, if the limited partnership
40 has selected an alternative due date pursuant to subsection ~~{10.}~~ **8,**
41 on or before that alternative due date, and annually thereafter on or
42 before the last day of the month in which the anniversary date of the
43 filing of its certificate of limited partnership occurs or, if applicable,
44 on or before the last day of the month in which the anniversary date
45 of the alternative due date occurs in each year, file with the



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

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

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

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

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

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

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

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

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

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

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



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

3 ~~6.1~~ 4. If the list to be filed pursuant to the provisions of
4 subsection 1 is defective, ~~for the fee required by subsection 2 or 3 is~~
5 ~~not paid,~~ the Secretary of State may return the list for correction .
6 ~~for payment.~~

7 ~~7.1~~ 5. An annual list for a limited partnership not in default
8 that is received by the Secretary of State more than 90 days before
9 its due date shall be deemed an amended list for the previous year
10 and does not satisfy the requirements of subsection 1 for the year to
11 which the due date is applicable.

12 ~~8.1~~ 6. A filing made pursuant to this section does not satisfy
13 the provisions of NRS 88.355 and may not be substituted for filings
14 submitted pursuant to NRS 88.355.

15 ~~9.1~~ 7. A person who files with the Secretary of State a list
16 required by subsection 1 which identifies a general partner with the
17 fraudulent intent of concealing the identity of any person or persons
18 exercising the power or authority of a general partner in furtherance
19 of any unlawful conduct is subject to the penalty set forth in
20 NRS 225.084.

21 ~~10.1~~ 8. The Secretary of State may allow a limited partnership
22 to select an alternative due date for filing the initial list required by
23 subsection 1.

24 ~~11.1~~ 9. The Secretary of State may adopt regulations to
25 administer the provisions of subsection ~~10.1~~ 8.

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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



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

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

9 (a) Files with the Secretary of State:

- 10 (1) The list required pursuant to NRS 88.395;
11 (2) The statement required by NRS 88.397, if applicable;
12 (3) The information required pursuant to NRS 77.310; and
13 (4) A declaration under penalty of perjury, on a form
14 provided by the Secretary of State, that the reinstatement is
15 authorized by a court of competent jurisdiction in this State or by
16 the duly selected general partners of the limited partnership; and

17 (b) Pays to the Secretary of State:

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

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

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

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

26 (a) Requests a certificate of reinstatement; and

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

13 3. ~~Upon filing:~~

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

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

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

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

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

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

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



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

3 ~~9.1~~ 8. The Secretary of State may allow a foreign limited
4 partnership to select an alternative due date for filing the initial list
5 required by this section.

6 ~~10.1~~ 9. The Secretary of State may adopt regulations to
7 administer the provisions of subsection ~~9.1~~ 8.

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

16 (a) Files with the Secretary of State:

17 (1) The list required by NRS 88.591;

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

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

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

25 (b) Pays to the Secretary of State:

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

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

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

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

35 (a) Requests a certificate of reinstatement; and

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

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

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



1 ~~15.1~~ 4. Except as otherwise provided in NRS 88.5945, a
2 reinstatement pursuant to this section relates back to the date on
3 which the foreign limited partnership forfeited its right to transact
4 business under the provisions of this chapter and reinstates the
5 foreign limited partnership's right to transact business as if such
6 right had at all times remained in full force and effect.

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

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

11 (a) The name of the limited partnership.

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

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

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

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

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

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

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

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

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

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

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

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

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



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

- 3 (a) The name of the business trust;
- 4 (b) The name and address, either residence or business, of at
5 least one trustee;
- 6 (c) The information required pursuant to NRS 77.310;
- 7 (d) The name and address, either residence or business, of each
8 person signing the certificate of trust; and
- 9 (e) Any other information the trustees determine to include.

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

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

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

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

32 88A.600 1. A business trust formed pursuant to this chapter
33 shall, on or before the last day of the first month after the filing of
34 its certificate of trust with the Secretary of State or, if the business
35 trust has selected an alternative due date pursuant to subsection ~~18,~~
36 ~~7,~~ on or before that alternative due date, and annually thereafter on
37 or before the last day of the month in which the anniversary date of
38 the filing of its certificate of trust with the Secretary of State occurs,
39 file with the Secretary of State or, if applicable, on or before the last
40 day of the month in which the anniversary date of the alternative
41 due date occurs in each year, on a form furnished by the Secretary
42 of State, a list signed by at least one trustee, or by some other person
43 specifically authorized by the business trust to sign the list, that
44 contains the name and street address of at least one trustee. Each list



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

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

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

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

13 2. ~~Upon filing:~~

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

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

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

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

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

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

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

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



1 ~~19.1~~ 8. The Secretary of State may adopt regulations to
2 administer the provisions of subsection ~~18.1~~ 7.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

14 (a) Files with the Secretary of State:

15 (1) The list required by NRS 88A.600;
16 (2) The information required pursuant to NRS 77.310; and
17 (3) A declaration under penalty of perjury, on a form
18 provided by the Secretary of State, that the reinstatement is
19 authorized by a court of competent jurisdiction in this State or by
20 the duly selected trustees of the business trust; and

21 (b) Pays to the Secretary of State:

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

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

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

29 (a) Requests a certificate of reinstatement; and

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

31 3. ~~The Secretary of State shall not order a reinstatement unless~~
32 ~~all delinquent fees and penalties have been paid, and the revocation~~
33 ~~of the certificate of trust occurred only by reason of the failure to~~
34 ~~file the list or pay the fees and penalties.~~

35 ~~4.~~ If a certificate of business trust has been revoked pursuant
36 to the provisions of this chapter and has remained revoked for a
37 period of 5 consecutive years, the certificate must not be reinstated.

38 ~~5.~~ 4. Except as otherwise provided in NRS 88A.660, a
39 reinstatement pursuant to this section relates back to the date on
40 which the business trust forfeited its right to transact business under
41 the provisions of this chapter and reinstates the business trust's right
42 to transact business as if such right had at all times remained in full
43 force and effect.



1 **Sec. 87.** NRS 88A.720 is hereby amended to read as follows:
2 88A.720 If the Secretary of State finds that an application for
3 registration conforms to law, ~~and all requisite fees have been paid,~~
4 the Secretary of State shall issue a certificate of registration to
5 transact business in this State and mail it to the person who filed the
6 application or the person's representative.

7 **Sec. 88.** NRS 88A.732 is hereby amended to read as follows:
8 88A.732 1. Each foreign business trust doing business in this
9 State shall, on or before the last day of the first month after the filing
10 of its application for registration as a foreign business trust with the
11 Secretary of State or, if the foreign business trust has selected an
12 alternative due date pursuant to subsection ~~10,~~ 9, on or before that
13 alternative due date, and annually thereafter on or before the last day
14 of the month in which the anniversary date of its qualification to do
15 business in this State occurs in each year or, if applicable, on or
16 before the last day of the month in which the anniversary date of the
17 alternative due date occurs in each year, file with the Secretary of
18 State a list, on a form furnished by the Secretary of State, that
19 contains:

- 20 (a) The name of the foreign business trust;
21 (b) The file number of the foreign business trust, if known;
22 (c) The name of at least one of its trustees;
23 (d) The address, either residence or business, of the trustee listed
24 pursuant to paragraph (c); and
25 (e) The signature of a trustee of the foreign business trust, or
26 some other person specifically authorized by the foreign business
27 trust to sign the list, certifying that the list is true, complete and
28 accurate.

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

- 31 (a) The foreign business trust has complied with the provisions
32 of chapter 76 of NRS;
33 (b) The foreign business trust acknowledges that pursuant to
34 NRS 239.330, it is a category C felony to knowingly offer any false
35 or forged instrument for filing in the Office of the Secretary of
36 State; and
37 (c) None of the trustees identified in the list has been identified
38 in the list with the fraudulent intent of concealing the identity of any
39 person or persons exercising the power or authority of a trustee in
40 furtherance of any unlawful conduct.

41 3. ~~Upon filing:~~
42 ~~—(a) The initial list required by this section, the foreign business~~
43 ~~trust shall pay to the Secretary of State a fee of \$125.~~
44 ~~—(b) Each annual list required by this section, the foreign business~~
45 ~~trust shall pay to the Secretary of State a fee of \$125.~~



1 ~~4.~~ If a trustee of a foreign business trust resigns and the
2 resignation is not reflected on the annual or amended list of trustees,
3 the foreign business trust or the resigning trustee shall pay to the
4 Secretary of State a fee of \$75 to file the resignation.

5 ~~5.~~ 4. The Secretary of State shall, 90 days before the last day
6 for filing each annual list required by subsection 1, provide to each
7 foreign business trust which is required to comply with the
8 provisions of NRS 88A.732 to 88A.738, inclusive, and which has
9 not become delinquent, ~~fa notice of the fee due pursuant to~~
10 ~~subsection 3 and~~ a reminder to file the list required pursuant to
11 subsection 1. Failure of any foreign business trust to receive a
12 ~~notice~~ reminder does not excuse it from the penalty imposed by
13 the provisions of NRS 88A.732 to 88A.738, inclusive.

14 ~~6.~~ 5. If the list to be filed pursuant to the provisions of
15 subsection 1 is defective, ~~for the fee required by subsection 3 is not~~
16 ~~paid,~~ the Secretary of State may return the list for correction. ~~for~~
17 ~~payment.~~

18 ~~7.~~ 6. An annual list for a foreign business trust not in default
19 which is received by the Secretary of State more than 90 days before
20 its due date shall be deemed an amended list for the previous year
21 and does not satisfy the requirements of subsection 1 for the year to
22 which the due date is applicable.

23 ~~8.~~ 7. A person who files with the Secretary of State a list
24 required by this section which identifies a trustee with the fraudulent
25 intent of concealing the identity of any person or persons exercising
26 the power or authority of a trustee in furtherance of any unlawful
27 conduct is subject to the penalty set forth in NRS 225.084.

28 ~~9.~~ 8. For the purposes of this section, a person who is a
29 beneficial owner is not deemed to exercise actual control of the
30 daily operations of a foreign business trust based solely on the fact
31 that the person is a beneficial owner.

32 ~~10.~~ 9. The Secretary of State may allow a foreign business
33 trust to select an alternative due date for filing the initial list
34 required by this section.

35 ~~11.~~ 10. The Secretary of State may adopt regulations to
36 administer the provisions of subsection ~~10.~~ 9.

37 **Sec. 89.** NRS 88A.733 is hereby amended to read as follows:

38 88A.733 If a foreign business trust has filed the initial or
39 annual list in compliance with NRS 88A.732 ~~and has paid the~~
40 ~~appropriate fee for the filing, the cancelled check or other proof of~~
41 ~~payment received by~~, *the Secretary of State shall issue to* the
42 foreign business trust ~~constitutes~~ a certificate authorizing it to
43 transact its business within this State until the last day of the month
44 in which the anniversary of its qualification to transact business
45 occurs in the next succeeding calendar year.



1 **Sec. 90.** NRS 88A.735 is hereby amended to read as follows:

2 88A.735 1. Each foreign business trust which is required to
3 make a filing ~~and~~ or pay ~~the~~ any fee prescribed in NRS 88A.732
4 to 88A.738, inclusive, and which refuses or neglects to do so within
5 the time provided is in default.

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

13 **Sec. 91.** NRS 88A.736 is hereby amended to read as follows:

14 88A.736 1. The Secretary of State shall notify, by providing
15 written notice to its registered agent, each foreign business trust
16 deemed in default pursuant to NRS 88A.735. The written notice:

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

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

22 2. Immediately after the last day of the month in which the
23 anniversary date of the filing of the certificate of trust occurs,
24 the Secretary of State shall compile a complete list containing the
25 names of all foreign business trusts whose right to transact business
26 has been forfeited.

27 3. The Secretary of State shall notify, by providing written
28 notice to its registered agent, each foreign business trust specified in
29 subsection 2 of the forfeiture of its right to transact business. The
30 written notice:

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

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

36 **Sec. 92.** NRS 88A.737 is hereby amended to read as follows:

37 88A.737 1. Except as otherwise provided in ~~subsections~~
38 ~~subsection 3~~ and NRS 88A.7345, the Secretary of State
39 shall reinstate a foreign business trust which has forfeited or which
40 forfeits its right to transact business under the provisions of this
41 chapter and shall restore to the foreign business trust its right to
42 transact business in this State, and to exercise its privileges and
43 immunities, if it:

44 (a) Files with the Secretary of State:

45 (1) The list required by NRS 88A.732;



- 1 (2) The information required pursuant to NRS 77.310; and
2 (3) A declaration under penalty of perjury, on a form
3 provided by the Secretary of State, that the reinstatement is
4 authorized by a court of competent jurisdiction in this State or by
5 the duly selected trustees of the foreign business trust; and

6 (b) Pays to the Secretary of State:

7 (1) ~~{The filing}~~ *Any applicable* fee and *the* penalty set forth
8 in NRS 88A.732 and 88A.735 for each year or portion thereof that
9 its right to transact business was forfeited; and

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

11 2. When the Secretary of State reinstates the foreign business
12 trust, the Secretary of State shall issue to the foreign business trust a
13 certificate of reinstatement if the foreign business trust:

14 (a) Requests a certificate of reinstatement; and

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

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

20 ~~—4.~~ If the right of a foreign business trust to transact business in
21 this State has been forfeited pursuant to the provisions of this
22 chapter and has remained forfeited for a period of 5 consecutive
23 years, the right to transact business must not be reinstated.

24 ~~{5.}~~ 4. Except as otherwise provided in NRS 88A.738, a
25 reinstatement pursuant to this section relates back to the date the
26 foreign business trust forfeited its right to transact business under
27 the provisions of this chapter and reinstates the foreign business
28 trust's right to transact business as if such right had at all times
29 remained in full force and effect.

30 **Sec. 93.** NRS 88A.900 is hereby amended to read as follows:

31 88A.900 The Secretary of State shall charge and collect the
32 following fees for:

33 1. ~~{Filing an original certificate of trust, or for registering a
34 foreign business trust, \$75.~~

35 ~~—2.~~ Filing an amendment or restatement, or a combination
36 thereof, to a certificate of trust, \$175.

37 ~~{3.}~~ 2. Filing a certificate of cancellation, \$100.

38 ~~{4.}~~ 3. Certifying a copy of a certificate of trust or an
39 amendment or restatement, or a combination thereof, \$30 per
40 certification.

41 ~~{5.}~~ 4. Certifying an authorized printed copy of this chapter,
42 \$30.

43 ~~{6.}~~ 5. Reserving a name for a business trust, \$25.



1 ~~7-1~~ 6. Signing a certificate of existence of a business trust
2 which does not list the previous records relating to it, or a certificate
3 of change in the name of a business trust, \$50.

4 ~~8-1~~ 7. Signing a certificate of existence of a business trust
5 which lists the previous records relating to it, \$50.

6 ~~9-1~~ 8. Signing, certifying or filing any certificate or record not
7 otherwise provided for in this section ~~1~~ *other than filing an*
8 *original certificate of trust, a registration as a foreign business*
9 *trust, or a list required by NRS 88A.600 or 88A.732, \$50.*

10 ~~10-1~~ 9. Examining and provisionally approving a record
11 before the record is presented for filing, \$125.

12 ~~11-1~~ 10. Copying a record on file with the Secretary of State,
13 for each page, \$2.

14 **Sec. 94.** NRS 89.210 is hereby amended to read as follows:

15 89.210 1. Within 30 days after the organization of a
16 professional association under this chapter, the association shall file
17 with the Secretary of State a copy of the articles of association, duly
18 signed . ~~1, and shall pay at that time a filing fee of \$75.1~~ A copy of
19 any amendments to the articles of association must also be filed with
20 the Secretary of State within 30 days after the adoption of such
21 amendments. Each copy of amendments so filed must be certified as
22 true and correct and be accompanied by a filing fee of \$175.

23 2. The name of such a professional association must contain
24 the words "Professional Association," "Professional Organization"
25 or the abbreviations "Prof. Ass'n" or "Prof. Org." The association
26 may render professional services and exercise its authorized powers
27 under a fictitious name if the association has first registered the
28 name in the manner required under chapter 602 of NRS.

29 **Sec. 95.** NRS 89.250 is hereby amended to read as follows:

30 89.250 1. Except as otherwise provided in subsection 2, a
31 professional association shall, on or before the last day of the first
32 month after the filing of its articles of association with the Secretary
33 of State or, if the professional association has selected an alternative
34 due date pursuant to subsection ~~7-1~~ 6, on or before that alternative
35 due date, and annually thereafter on or before the last day of the
36 month in which the anniversary date of its organization occurs in
37 each year or, if applicable, on or before the last day of the month in
38 which the anniversary date of the alternative due date occurs in each
39 year, file with the Secretary of State a list showing the names and
40 addresses, either residence or business, of all members and
41 employees in the professional association and certifying that all
42 members and employees are licensed to render professional service
43 in this State.

44 2. A professional association organized and practicing pursuant
45 to the provisions of this chapter and NRS 623.349 shall, on or



1 before the last day of the first month after the filing of its articles of
2 association with the Secretary of State or, if the professional
3 association has selected an alternative due date pursuant to
4 subsection ~~47~~ 6, on or before that alternative due date, and annually
5 thereafter on or before the last day of the month in which the
6 anniversary date of its organization occurs in each year or, if
7 applicable, on or before the last day of the month in which the
8 anniversary date of the alternative due date occurs in each year, file
9 with the Secretary of State a list:

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

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

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

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

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

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

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

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

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

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

40 4. ~~Upon filing:~~

41 ~~—(a) The initial list required by this section, the professional~~
42 ~~association shall pay to the Secretary of State a fee of \$125.~~

43 ~~—(b) Each annual list required by this section, the professional~~
44 ~~association shall pay to the Secretary of State a fee of \$125.~~



1 ~~—5.1~~ A person who files with the Secretary of State an initial list
2 or annual list required by this section which identifies a member or
3 an employee of a professional association with the fraudulent intent
4 of concealing the identity of any person or persons exercising the
5 power or authority of a member or employee in furtherance of any
6 unlawful conduct is subject to the penalty set forth in NRS 225.084.

7 ~~16.1~~ 5. For the purposes of this section, a person is not deemed
8 to exercise actual control of the daily operations of a professional
9 association based solely on the fact that the person holds an
10 ownership interest in the professional association.

11 ~~17.1~~ 6. The Secretary of State may allow a professional
12 association to select an alternative due date for filing the initial list
13 required by this section.

14 ~~18.1~~ 7. The Secretary of State may adopt regulations to
15 administer the provisions of subsection ~~17.1~~ 6.

16 **Sec. 96.** NRS 89.252 is hereby amended to read as follows:

17 89.252 1. Each professional association that is required to
18 make a filing ~~and pay the fee~~ prescribed in NRS 89.250 but refuses
19 to do so within the time provided is in default.

20 2. For default, there must be ~~added to the amount of the fee~~
21 *imposed* a penalty of \$75. The ~~fee and~~ penalty must be collected as
22 provided in this chapter.

23 **Sec. 97.** NRS 89.254 is hereby amended to read as follows:

24 89.254 1. The Secretary of State shall provide written notice
25 to each professional association which is in default pursuant to the
26 provisions of NRS 89.252. The written notice:

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

29 (b) At the request of the professional association, may be
30 provided electronically.

31 2. On the first day of the first anniversary of the month
32 following the month in which the filing was required, the articles of
33 association of the professional association are revoked and its right
34 to transact business is forfeited.

35 3. The Secretary of State shall compile a complete list
36 containing the names of all professional associations whose right to
37 transact business has been forfeited.

38 4. The Secretary of State shall forthwith notify each
39 professional association specified in subsection 3 by providing
40 written notice of the forfeiture of its right to transact business. The
41 written notice:

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

44 (b) At the request of the professional association, may be
45 provided electronically.



1 5. If the articles of association of a professional association are
2 revoked and the right to transact business is forfeited, all the
3 property and assets of the defaulting professional association must
4 be held in trust by its members, as for insolvent corporations, and
5 the same proceedings may be had with respect to its property and
6 assets as apply to insolvent corporations. Any interested person may
7 institute proceedings at any time after a forfeiture has been declared,
8 but, if the Secretary of State reinstates the articles of association, the
9 proceedings must be dismissed and all property restored to the
10 members of the professional association.

11 6. If the assets of the professional association are distributed,
12 they must be applied to:

13 (a) The payment of the ~~filing fee,~~ penalties and costs due to the
14 State; and

15 (b) The payment of the creditors of the professional association.

16 ➔ Any balance remaining must be distributed as set forth in the
17 articles of association or, if no such provisions exist, among the
18 members of the professional association.

19 **Sec. 98.** NRS 89.256 is hereby amended to read as follows:

20 89.256 1. Except as otherwise provided in ~~subsections~~
21 ~~subsection 3 and 4~~ and NRS 89.251, the Secretary of State shall
22 reinstate any professional association which has forfeited its right to
23 transact business under the provisions of this chapter and restore the
24 right to carry on business in this State and exercise its privileges and
25 immunities if it:

26 (a) Files with the Secretary of State:

27 (1) The list and certification required by NRS 89.250;

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

29 (3) A declaration under penalty of perjury, on a form
30 provided by the Secretary of State, that the reinstatement is
31 authorized by a court of competent jurisdiction in this State or by
32 the duly selected chief executive officer of the professional
33 association; and

34 (b) Pays to the Secretary of State:

35 (1) The ~~filing fee and~~ penalty set forth in NRS ~~89.250 and~~
36 89.252 for each year or portion thereof during which the articles of
37 association have been revoked; and

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

39 2. When the Secretary of State reinstates the professional
40 association, the Secretary of State shall issue to the
41 professional association a certificate of reinstatement if the
42 professional association:

43 (a) Requests a certificate of reinstatement; and

44 (b) Pays the required fees pursuant to subsection 7 of
45 NRS 78.785.



1 3. ~~{The Secretary of State shall not order a reinstatement unless~~
2 ~~all delinquent fees and penalties have been paid, and the revocation~~
3 ~~of the articles of association occurred only by reason of the failure~~
4 ~~to pay the fees and penalties.~~

5 ~~—4.}~~ If the articles of association of a professional association
6 have been revoked pursuant to the provisions of this chapter and
7 have remained revoked for 10 consecutive years, the articles must
8 not be reinstated.

9 ~~{5.}~~ 4. A reinstatement pursuant to this section relates back to
10 the date on which the professional association forfeited its right to
11 transact business under the provisions of this chapter and reinstates
12 the professional association's right to transact business as if such
13 right had at all times remained in full force and effect.

14 **Sec. 99.** NRS 92A.210 is hereby amended to read as follows:

15 92A.210 ~~{1. Except as otherwise provided in this section,~~
16 ~~the} *The* fee for filing articles of merger, articles of conversion,~~
17 ~~articles of exchange, articles of domestication or articles of~~
18 ~~termination is \$350. The fee for filing the charter documents of a~~
19 ~~domestic resulting entity is the fee , *if any*, for filing the charter~~
20 ~~documents determined by the chapter of NRS governing the~~
21 ~~particular domestic resulting entity.~~

22 ~~{2. The fee for filing articles of merger of two or more~~
23 ~~domestic corporations, including, without limitation, a nonprofit~~
24 ~~cooperative corporation, is the difference between the fee computed~~
25 ~~at the rates specified in NRS 78.760 upon the aggregate authorized~~
26 ~~stock of the corporation created by the merger and the fee computed~~
27 ~~upon the aggregate amount of the total authorized stock of the~~
28 ~~constituent corporation.~~

29 ~~—3.— The fee for filing articles of merger of one or more domestic~~
30 ~~corporations, including, without limitation, a nonprofit cooperative~~
31 ~~corporation, with one or more foreign corporations is the difference~~
32 ~~between the fee computed at the rates specified in NRS 78.760 upon~~
33 ~~the aggregate authorized stock of the corporation created by the~~
34 ~~merger and the fee computed upon the aggregate amount of the total~~
35 ~~authorized stock of the constituent corporations which have paid the~~
36 ~~fees required by NRS 78.760 and 80.050.~~

37 ~~—4.— The fee for filing articles of merger of two or more domestic~~
38 ~~corporations, including, without limitation, nonprofit cooperative~~
39 ~~corporations, or foreign corporations must not be less than \$350.~~
40 ~~The amount paid pursuant to subsection 3 must not exceed~~
41 ~~\$35,000.}~~

42 **Sec. 100.** NRS 116.31155 is hereby amended to read as
43 follows:

44 116.31155 1. Except as otherwise provided in subsection 2,
45 an association shall:



1 (a) If the association is required to ~~pay the fee imposed by~~
2 *make a filing pursuant to* NRS 78.150, 82.193, 86.263, 87.541,
3 87A.560 or 88.591, pay to the Administrator a fee established by
4 regulation of the Administrator for every unit in the association used
5 for residential use.

6 (b) If the association is organized as a trust or partnership, or as
7 any other authorized business entity, pay to the Administrator a fee
8 established by regulation of the Administrator for each unit in the
9 association.

10 2. If an association is subject to the governing documents of a
11 master association, the master association shall pay the fees required
12 pursuant to this section for each unit in the association that is subject
13 to the governing documents of the master association, unless the
14 governing documents of the master association provide otherwise.
15 The provisions of this subsection do not relieve any association that
16 is subject to the governing documents of a master association from
17 its ultimate responsibility to pay the fees required pursuant to this
18 section to the Administrator if they are not paid by the master
19 association.

20 3. The fees required to be paid pursuant to this section must be:

21 (a) Paid at such times as are established by the Division.

22 (b) Deposited with the State Treasurer for credit to the Account
23 for Common-Interest Communities and Condominium Hotels
24 created by NRS 116.630.

25 (c) Established on the basis of the actual costs of administering
26 the Office of the Ombudsman and the Commission and not on a
27 basis which includes any subsidy beyond those actual costs. In no
28 event may the fees required to be paid pursuant to this section
29 exceed \$3 per unit.

30 4. The Division shall impose an administrative penalty against
31 an association or master association that violates the provisions of
32 this section by failing to pay the fees owed by the association or
33 master association within the times established by the Division. The
34 administrative penalty that is imposed for each violation must equal
35 10 percent of the amount of the fees owed by the association or
36 master association or \$500, whichever amount is less. The amount
37 of the unpaid fees owed by the association or master association
38 bears interest at the rate set forth in NRS 99.040 from the date the
39 fees are due until the date the fees are paid in full.

40 5. A unit's owner may not be required to pay any portion of the
41 fees or any administrative penalties or interest required to be paid
42 pursuant to this section to both an association and a master
43 association.



1 6. An association that is subject to the governing documents of
2 a master association may not be required to pay any portion of the
3 fees or any administrative penalties or interest required to be paid
4 pursuant to this section to the extent they have already been paid by
5 the master association.

6 7. A master association may not be required to pay any portion
7 of the fees or any administrative penalties or interest required to be
8 paid pursuant to this section to the extent they have already been
9 paid by an association that is subject to the governing documents of
10 the master association.

11 8. Upon the payment of the fees and any administrative
12 penalties and interest required by this section, the Administrator
13 shall provide to the association or master association evidence that it
14 paid the fees and the administrative penalties and interest in
15 compliance with this section.

16 9. Any person, association or master association which has
17 been requested or required to pay any fees, administrative penalties
18 or interest pursuant to this section and which believes that such fees,
19 administrative penalties or interest has been imposed in error may,
20 without exhausting any available administrative remedies, bring an
21 action in a court of competent jurisdiction to recover:

22 (a) Any amount paid in error for any fees, administrative
23 penalties or interest during the immediately preceding 3 years;

24 (b) Interest on the amount paid in error at the rate set forth in
25 NRS 99.040; and

26 (c) Reasonable costs and attorney's fees.

27 **Sec. 101.** NRS 116B.620 is hereby amended to read as
28 follows:

29 116B.620 1. Except as otherwise provided in subsection 2, an
30 association shall:

31 (a) If the association is required to ~~pay the fee imposed by~~
32 *make a filing pursuant to* NRS 78.150, 82.193, 86.263, 87.541,
33 87A.560 or 88.591, pay to the Administrator a fee established by
34 regulation of the Administrator for every unit in the association used
35 for residential use.

36 (b) If the association is organized as a trust or partnership, or as
37 any other authorized business entity, pay to the Administrator a fee
38 established by regulation of the Administrator for each unit in the
39 association.

40 2. The fees required to be paid pursuant to this section must be:

41 (a) Paid at such times as are established by the Division.

42 (b) Deposited with the State Treasurer for credit to the Account
43 for Common-Interest Communities and Condominium Hotels
44 created by NRS 116.630.



1 (c) Established on the basis of the actual costs of administering
2 the Office of the Ombudsman and the Commission and not on a
3 basis which includes any subsidy beyond those actual costs. In no
4 event may the fees required to be paid pursuant to this section
5 exceed \$3 per unit.

6 3. The Division shall impose an administrative penalty against
7 an association that violates the provisions of this section by failing
8 to pay the fees owed by the association within the times established
9 by the Division. The administrative penalty that is imposed for each
10 violation must equal 10 percent of the amount of the fees owed by
11 the association or \$500, whichever amount is less. The amount of
12 the unpaid fees owed by the association bears interest at the rate set
13 forth in NRS 99.040 from the date the fees are due until the date the
14 fees are paid in full.

15 4. Upon the payment of the fees and any administrative
16 penalties and interest required by this section, the Administrator
17 shall provide to the association evidence that it paid the fees and the
18 administrative penalties and interest in compliance with this section.

19 **Sec. 102.** NRS 360.417 is hereby amended to read as follows:

20 360.417 Except as otherwise provided in NRS 360.232 and
21 360.320, and unless a different penalty or rate of interest is
22 specifically provided by statute, any person who fails to pay any tax
23 provided for in chapter 362, 363A, 363B, 369, 370, 372, 374, 377,
24 377A, 377C, 444A or 585 of NRS, or any fee provided for in NRS
25 482.313, ~~and any person or governmental entity that fails to pay~~
26 ~~any fee provided for in NRS 360.787,~~ to the State or a county
27 within the time required, shall pay a penalty of not more than 10
28 percent of the amount of the tax or fee which is owed, as determined
29 by the Department, in addition to the tax or fee, plus interest at the
30 rate of 0.75 percent per month, or fraction of a month, from the last
31 day of the month following the period for which the amount or any
32 portion of the amount should have been reported until the date of
33 payment. The amount of any penalty imposed must be based on a
34 graduated schedule adopted by the Nevada Tax Commission which
35 takes into consideration the length of time the tax or fee remained
36 unpaid.

37 **Sec. 103.** NRS 676A.310 is hereby amended to read as
38 follows:

39 676A.310 1. An application for registration as a provider
40 must be in a form prescribed by the Commissioner.

41 2. Subject to adjustment of dollar amounts pursuant to
42 subsection 6 of NRS 676A.730, an application for registration as a
43 provider must be accompanied by:

- 44 (a) The fee established by the Commissioner;
45 (b) The bond required by NRS 676A.390;



1 (c) If the debt-management services to be provided by the
2 provider will include the development and implementation of debt-
3 management plans, identification of all trust accounts required by
4 NRS 676A.570 and an irrevocable consent authorizing the
5 Commissioner to review and examine the trust accounts;

6 (d) Evidence of insurance in the amount of \$250,000:

7 (1) Against the risks of dishonesty, fraud, theft and other
8 misconduct on the part of the applicant or a director, employee or
9 agent of the applicant;

10 (2) Issued by an insurance company authorized to do
11 business in this State and rated at least A or equivalent by a
12 nationally recognized rating organization approved by the
13 Commissioner;

14 (3) With a deductible not exceeding \$5,000;

15 (4) Payable for the benefit of the applicant, this State and
16 individuals who are residents of this State, as their interests may
17 appear; and

18 (5) Not subject to cancellation by the applicant or the insurer
19 until 60 days after written notice has been given to the
20 Commissioner; *and*

21 (e) ~~{Proof of compliance with NRS 360.760 to 360.796,~~
22 ~~inclusive; and~~

23 ~~—(f)}~~ If the applicant is exempt from taxation, evidence of
24 nonprofit and tax-exempt status applicable to the applicant under the
25 Internal Revenue Code, 26 U.S.C. § 501.

26 **Sec. 104.** NRS 78.760, 360.760, 360.767, 360.773, 360.774,
27 360.780, 360.787, 360.790 and 360.796 are hereby repealed.

28 **Sec. 105.** This act becomes effective on July 1, 2015.

LEADLINES OF REPEALED SECTIONS

- 78.760 Filing fees: Articles of incorporation.**
360.760 Definitions.
360.767 “Exhibition” defined.
360.773 “State business license” defined.
360.774 “Unauthorized alien” defined.
**360.780 Participants in exhibition: Exemption from
licensing requirement.**
**360.787 Payment of licensing fees by operator of facility
where exhibition is held; regulations.**
360.790 Deposit of proceeds in State General Fund.



360.796 Unlawful hiring or employment of unauthorized alien by holder of license: Hearing; administrative fine; regulations.

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