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SENATE BILL NO. 39—COMMITTEE ON JUDICIARY

(ON BEHALF OF THE SECRETARY OF STATE)

PREFILED DECEMBER 20, 2014

Referred to Committee on Judiciary

SUMMARY—Revises provisions relating to business associations.  
(BDR 7-450)

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.

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AN ACT relating to business; revising various provisions governing the state business license; requiring certain persons who are not required to obtain a state business license to obtain a certificate of exemption from the Secretary of State; revising provisions governing the penalty imposed on a person who conducts a business in this State without obtaining a state business license; revising provisions governing the annual renewal of a state business license; revising provisions governing the duties of a registered agent; authorizing certain business entities to dissolve or surrender their right to transact business in this State without paying certain fees and penalties under certain circumstances; authorizing certain business entities to file a certificate of intent to dissolve or surrender their right to transact business in this State under certain circumstances; authorizing certain business entities to renew or revive their right to transact business in this State under certain circumstances; revising provisions governing the filing of articles of conversion by an entity converting into a domestic entity; revising provisions governing the service of process on business entities; requiring the Secretary of State to assign business identification numbers under certain circumstances; authorizing the Secretary of State to charge fees for filing certain documents; providing penalties; and providing other matters properly relating thereto.



**Legislative Counsel's Digest:**

1 **Section 1** of this bill requires that a state business license contain the business  
2 identification number as assigned by the Secretary of State pursuant to **section 64**  
3 of this act.

4 Under existing law, certain persons are excluded from the definition of  
5 "business" for the purposes of state business licenses and, thus, are not required to  
6 obtain a state business license. (NRS 76.020) **Section 2** of this bill requires these  
7 persons to obtain annually from the Secretary of State a certificate of exemption  
8 from the requirement to obtain a state business license.

9 Under existing law, a person who conducts a business in this State without  
10 obtaining a state business license and a person who fails to renew the person's state  
11 business license by paying the annual state business license fee must pay, in  
12 addition to the annual state business license fee, a penalty of \$100. (NRS 76.110,  
13 76.130) **Section 3** of this bill requires the penalty for conducting a business in this  
14 State without obtaining a state business license to be assessed for each year for  
15 which business was conducted without obtaining a state business license. **Section 4**  
16 of this bill provides that the penalty for failing to renew a state business license  
17 applies until the person conducting the business cancels the person's state business  
18 license. **Section 4** further authorizes the Secretary of State to waive the annual state  
19 business license fee and any related penalty imposed on a natural person or  
20 partnership if the natural person or partnership conducted no business in this State  
21 during the period for which the fees and penalties would be waived.

22 **Section 5** of this bill prohibits the Secretary of State from issuing a new state  
23 business license to a person who is applying for a new state business license for the  
24 purpose of avoiding the fees and penalties imposed for conducting business in this  
25 State with an expired state business license.

26 Under existing law, a registered agent for a business entity has certain  
27 responsibilities relating to providing certain notices for his or her represented  
28 entities. (NRS 77.400) **Section 6** of this bill requires a registered agent to accept  
29 any process, notice or demand for any of his or her represented entities and to  
30 maintain certain documents for those entities.

31 Under existing law, the charter or certificate of registration, limited partnership  
32 or trust, as applicable, of a business entity organized under the laws of this State is  
33 revoked if the business entity fails to file an annual list and pay the fee for filing  
34 such an annual list. A business entity whose charter or certificate has been revoked  
35 is not authorized to transact business in this State. (NRS 78.175, 82.193, 86.274,  
36 87.520, 87A.305, 88.405, 88A.640, 89.254) **Sections 8, 14, 19, 26, 35, 45 and 55**  
37 of this bill provide that: (1) the Secretary of State may authorize a domestic  
38 business entity whose charter has been revoked to dissolve without paying certain  
39 additional fees and penalties and, thus, use the procedures of existing law to  
40 dissolve the entity and wind up its affairs; and (2) a domestic business entity whose  
41 charter has been revoked may halt the accrual of additional fees and penalties by  
42 filing a certificate of intent to dissolve and paying a fee for the filing of the  
43 certificate. **Sections 10, 20, 37, 47, and 57** of this bill apply these provisions to  
44 foreign business entities whose right to transact business in this State has been  
45 revoked.

46 Existing law authorizes certain domestic entities to renew their charter,  
47 certificate of registration, limited partnership or trust, or articles of association  
48 which have expired or revive their charter, certificate or articles which have been  
49 revoked by filing a certificate of renewal or revival with the Secretary of State and  
50 paying certain fees. (NRS 78.730, 82.546, 86.580) **Sections 11, 12, 15, 16, 21, 22,**  
51 **27, 28, 31, 32, 36, 38, 40, 41, 46, 48, 50, 51, 56 and 58-61** of this bill: (1) extend  
52 the provisions concerning such renewal or revival to additional domestic business  
53 entities; and (2) authorize certain foreign entities whose right to transact business in



54 this State has been forfeited to renew or revive their right to transact business in this  
55 State by following a similar procedure.

56 **Section 63** of this bill specifies that: (1) service of process on a business entity  
57 may be made by serving process on the registered agent listed as the registered  
58 agent for the business entity in the records of the Secretary of State; and (2) such  
59 service is valid regardless of whether the business entity is in default or revoked  
60 status with the Secretary of State and regardless of any debts and disputes between  
61 the registered agent and the business entity.

62 **Section 64** of this bill requires the Secretary of State to assign a business  
63 identification number to businesses under certain circumstances.

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

- 1 **Section 1.** NRS 76.100 is hereby amended to read as follows:  
2 76.100 1. A person shall not conduct a business in this State  
3 unless and until the person obtains a state business 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;  
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.



1 (e) A manager or managing member of a limited-liability  
2 company.

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

5 4. If the application for a state business license is defective in  
6 any respect or the fee required by this section is not paid, the  
7 Secretary of State may return the application for correction or  
8 payment.

9 5. *A state business license issued pursuant to this section  
10 must contain the business identification number assigned by the  
11 Secretary of State pursuant to section 64 of this act.*

12 6. The state business license required to be obtained pursuant  
13 to this section is in addition to any license to conduct business that  
14 must be obtained from the local jurisdiction in which the business is  
15 being conducted.

16 ~~6.~~ 7. For the purposes of this chapter, a person shall be  
17 deemed to conduct a business in this State if a business for which  
18 the person is responsible:

19 (a) Is organized pursuant to this title, other than a business  
20 organized pursuant to:

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

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

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

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

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

29 ~~7.~~ 8. As used in this section, "registered agent" has the  
30 meaning ascribed to it in NRS 77.230.

31 **Sec. 2.** NRS 76.105 is hereby amended to read as follows:

32 76.105 1. Except as otherwise provided in subsection 2, a  
33 person who claims to be excluded from the requirement to obtain a  
34 state business license because the person is an entity, organization,  
35 person or business listed in subsection 2 of NRS 76.020 or who  
36 conducts a business in this State but claims to be exempt from the  
37 requirement to obtain a state business license must submit annually  
38 to the Secretary of State ~~to claim~~ *an application* for ~~the~~ *a*  
39 *certificate of* exemption on a form provided by the Secretary of  
40 State.

41 2. *The application must be signed pursuant to NRS 239.330*  
42 *by:*

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

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

45 (c) *A general partner of a limited partnership.*



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

2 (e) *A manager or managing member of a limited-liability*  
3 *company.*

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

6 3. *If the application for a certificate of exemption is defective*  
7 *in any respect, the Secretary of State may return the application*  
8 *for correction.*

9 4. *A certificate of exemption issued pursuant to this section*  
10 *must contain the business identification number assigned by the*  
11 *Secretary of State pursuant to section 64 of this act.*

12 5. *A certificate of exemption must be renewed annually. A*  
13 *person who applies for the renewal of a certificate of exemption*  
14 *must submit the application for renewal:*

15 (a) *If the person is an entity required to file an annual list with*  
16 *the Secretary of State pursuant to this title, at the time the person*  
17 *submits the annual list to the Secretary of State, unless the person*  
18 *submits a certificate or other form evidencing the dissolution of*  
19 *the entity; or*

20 (b) *If the person is not an entity required to file an annual list*  
21 *with the Secretary of State pursuant to this title, on the last day of*  
22 *the month in which the anniversary date of issuance of the*  
23 *certificate of exemption occurs in each year, unless the person*  
24 *submits a written statement to the Secretary of State, at least 10*  
25 *days before that date, indicating that the person will not be*  
26 *conducting an activity for which a certificate of exemption must be*  
27 *obtained.*

28 6. The provisions of subsection 1 do not apply to a business  
29 organized pursuant to ~~[chapter]~~ :

30 (a) *Chapter 82 or 84 of NRS ~~[ ]~~; or*

31 (b) *Chapter 81 of NRS if the business is a nonprofit religious,*  
32 *charitable, fraternal or other organization that qualifies as a tax-*  
33 *exempt organization pursuant to 26 U.S.C. § 501(c).*

34 **Sec. 3.** NRS 76.110 is hereby amended to read as follows:

35 76.110 1. If a person fails to obtain a state business license  
36 and pay the fee required pursuant to NRS 76.100 before conducting  
37 a business in this State and the person is:

38 ~~[ ]~~ (a) An entity required to file an annual list with the  
39 Secretary of State pursuant to this title, the person:

40 ~~[a)]~~ (1) Shall pay a penalty of \$100 in addition to the annual  
41 state business license fee ~~[ ]~~;

42 ~~—(b)]~~ *for each year in which the entity fails to obtain a state*  
43 *business license;*

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



1 ~~(e)~~ (3) Is subject to all applicable provisions relating to the  
2 failure to file an annual list, including, without limitation, the  
3 provisions governing default and revocation of its charter or right to  
4 transact business in this State, except that the person is required to  
5 pay the penalty set forth in *subparagraph (1) of* paragraph (a).

6 ~~(2)~~ (b) Not an entity required to file an annual list with the  
7 Secretary of State, the person shall pay a penalty in the amount of  
8 \$100 in addition to the annual state business license fee ~~(1)~~ *for each*  
9 *year in which the person has conducted business in this State*  
10 *without a state business license.*

11 *2. The Secretary of State may refuse to issue a state business*  
12 *license to a person that has failed to pay the fees and penalties*  
13 *required by this chapter.*

14 **Sec. 4.** NRS 76.130 is hereby amended to read as follows:

15 76.130 1. A person who applies for renewal of a state  
16 business license shall submit a fee in the amount of \$100 to the  
17 Secretary of State:

18 (a) If the person is an entity required to file an annual list with  
19 the Secretary of State pursuant to this title, at the time the person  
20 submits the annual list to the Secretary of State, unless the person  
21 submits a certificate or other form evidencing the dissolution of the  
22 entity; or

23 (b) If the person is not an entity required to file an annual list  
24 with the Secretary of State pursuant to this title, on the last day of  
25 the month in which the anniversary date of issuance of the state  
26 business license occurs in each year, unless the person submits a  
27 written statement to the Secretary of State, at least 10 days before  
28 that date, indicating that the person will not be conducting a  
29 business in this State after that date.

30 2. The Secretary of State shall, 90 days before the last day for  
31 filing an application for renewal of the state business license of a  
32 person who holds a state business license, provide to the person a  
33 notice of the state business license fee due pursuant to this section  
34 and a reminder to file the application for renewal required pursuant  
35 to this section. Failure of any person to receive a notice does not  
36 excuse the person from the penalty imposed by law.

37 3. If a person fails to submit the annual state business license  
38 fee required pursuant to this section in a timely manner and the  
39 person is:

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

42 (1) Shall pay a penalty of \$100 in addition to the annual state  
43 business license fee;

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



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

6 (b) Not an entity required to file an annual list with the Secretary  
7 of State, the person shall pay a penalty in the amount of \$100 in  
8 addition to the annual state business license fee. The Secretary of  
9 State shall provide to the person a written notice that:

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

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

16 *4. A person who fails to cancel his or her state business  
17 license before its renewal date is subject to the fees and penalties  
18 provided for in this section until the person files a certificate of  
19 cancellation of the person's state business license with the  
20 Secretary of State and pays any applicable fees and penalties.*

21 *5. The Secretary of State may waive the annual state business  
22 license fee and any related penalty imposed on a natural person or  
23 partnership if the natural person or partnership provides evidence  
24 satisfactory to the Secretary of State that the natural person or  
25 partnership conducted no business in this State during the period  
26 for which the fees and penalties would be waived.*

27 **Sec. 5.** NRS 76.170 is hereby amended to read as follows:

28 76.170 1. If a person who holds a state business license fails  
29 to comply with a provision of this chapter or a regulation of the  
30 Secretary of State adopted pursuant thereto, the Secretary of State  
31 may revoke or suspend the state business license of the person.

32 2. If the license is suspended or revoked, the Secretary of State  
33 shall provide written notice of the action to the person who holds the  
34 state business license.

35 3. The Secretary of State shall not issue a new license to  
36 the former holder of a revoked state business license unless the  
37 Secretary of State is satisfied that the person will comply with the  
38 provisions of this chapter and the regulations of the Secretary of  
39 State adopted pursuant thereto.

40 *4. The Secretary of State shall not issue a new state business  
41 license to a person if the person is applying for a new state  
42 business license for the purpose of avoiding any fees or penalties  
43 imposed pursuant to this chapter on a person conducting business  
44 in this State with an expired state business license.*



1     **Sec. 6.** NRS 77.400 is hereby amended to read as follows:

2     77.400 The only duties under this chapter required of a  
3 registered agent who has complied with this chapter are:

4     1. To forward to the represented entity at the address most  
5 recently supplied to the agent by the entity any process, notice or  
6 demand that is served on the agent;

7     2. To provide the notices required by this chapter to the entity  
8 at the address most recently supplied to the agent by the entity;

9     3. If the agent is a noncommercial registered agent, to keep  
10 current the information required pursuant to NRS 77.310 in the most  
11 recent registered agent filing for the entity; ~~and~~

12     4. If the agent is a commercial registered agent, to keep current  
13 the information in its registration under subsection 2 of NRS 77.320.

14     5. *To accept any process, notice or demand properly served*  
15 *on or delivered to the registered agent for any represented entity of*  
16 *the registered agent;*

17     6. *To maintain the documents required to be held by the*  
18 *represented entity with the registered agent pursuant to this title;*  
19 *and*

20     7. *To verify and maintain for each represented entity:*

21     (a) *The name and physical location of a contact person; and*

22     (b) *If the agent is a commercial registered agent, an agency*  
23 *agreement or contract between the commercial registered agent*  
24 *and the represented entity.*

25     **Sec. 7.** NRS 77.447 is hereby amended to read as follows:

26     77.447 1. A person who violates a provision of this chapter  
27 *or any other applicable law or regulation of this State relating to*  
28 *the conduct of a registered agent* is subject to a civil penalty of not  
29 more than \$500, to be recovered in a civil action brought in the  
30 district court in the county in which the person's principal place of  
31 business is located or in the district court of Carson City. The court  
32 may reduce the amount of the civil penalty imposed by the Secretary  
33 of State if the court determines that the amount of the civil penalty is  
34 disproportionate to the violation.

35     2. Except as otherwise provided in subsection 3, before filing a  
36 civil action to recover a civil penalty pursuant to subsection 1, if the  
37 person who allegedly violated a provision of this chapter has not  
38 been issued a written notice of a violation of this chapter within the  
39 immediately preceding 3 years, the Secretary of State must provide  
40 to the person written notice of the alleged violation and 10 business  
41 days to correct the alleged violation. The Secretary of State may  
42 provide a greater period to correct the alleged violation as the  
43 Secretary of State deems appropriate.

44     3. If a person who allegedly violated a provision of this chapter  
45 engaged in conduct in the course of acting as a registered agent that





1 was intended to deceive or defraud the public or to promote illegal  
2 activities, the Secretary of State may take any or all of the following  
3 actions:

4 (a) File a civil action pursuant to subsection 1 without providing  
5 the notice and the opportunity to correct the alleged violation  
6 required by subsection 2.

7 (b) Deny or revoke the person's registration as a commercial  
8 registered agent.

9 (c) Issue an order requiring the person to comply with the  
10 provisions of this chapter.

11 (d) Refuse to accept filings for entities for which the person  
12 serves as registered agent.

13 **Sec. 8.** Chapter 78 of NRS is hereby amended by adding  
14 thereto a new section to read as follows:

15 *1. The Secretary of State may authorize a corporation whose*  
16 *charter has been revoked to dissolve without paying additional*  
17 *fees and penalties, other than the fee for filing a certificate of*  
18 *intent to dissolve pursuant to subsection 2, if such a certificate is*  
19 *filed, and the fee for filing a certificate of dissolution required by*  
20 *NRS 78.780, if the corporation provides evidence satisfactory to*  
21 *the Secretary of State that the corporation did not transact*  
22 *business in this State or as a corporation organized pursuant to*  
23 *the laws of this State:*

24 *(a) During the entire period for which its charter was revoked;*  
25 *or*

26 *(b) During a portion of the period for which its charter was*  
27 *revoked and paying the fees and penalties for the portion of that*  
28 *period in which the corporation transacted business in this State*  
29 *or as a corporation organized pursuant to the laws of this State.*

30 *2. A corporation whose charter has been revoked that is no*  
31 *longer transacting business in this State or as a corporation*  
32 *organized pursuant to the laws of this State may register its intent*  
33 *to dissolve by:*

34 *(a) Paying the fee for filing a certificate of dissolution required*  
35 *by NRS 78.780; and*

36 *(b) Filing a certificate of intent to dissolve that is approved and*  
37 *signed by the person or persons required to approve and sign a*  
38 *certificate of dissolution for the corporation and that sets forth:*

39 *(1) The name of the corporation as filed with the Secretary*  
40 *of State;*

41 *(2) The business identification number assigned to the*  
42 *corporation by the Secretary of State;*

43 *(3) The date on which the corporation ceased to transact*  
44 *business in this State or as a corporation organized pursuant to*  
45 *the laws of this State;*



1           (4) *The reason that the corporation is seeking the relief*  
2 *afforded by the filing of the certificate; and*

3           (5) *A statement that the filing of the certificate has been*  
4 *approved by the person or persons required to approve a certificate*  
5 *of dissolution for the corporation.*

6           3. *Except as otherwise provided in subsection 4, upon the*  
7 *filing of a certificate of intent to dissolve pursuant to subsection 2,*  
8 *the Secretary of State shall not impose on the corporation any*  
9 *additional fees and penalties relating to the failure of the*  
10 *corporation to file a certificate of dissolution.*

11           4. *A corporation that has filed a certificate of intent to*  
12 *dissolve pursuant to subsection 2 and that subsequently fails to file*  
13 *a certificate of dissolution and pay the fee for filing the certificate*  
14 *of dissolution must file the documents and pay the fees and*  
15 *penalties that would have been required pursuant to this chapter if*  
16 *the corporation had not filed the certificate of intent to dissolve.*

17           5. *The Secretary of State may adopt regulations to administer*  
18 *the provisions of this section.*

19           **Sec. 9.** Chapter 80 of NRS is hereby amended by adding  
20 thereto the provisions set forth as sections 10 and 11 of this act.

21           **Sec. 10. 1.** *The Secretary of State may authorize a foreign*  
22 *corporation whose right to transact business in this State has been*  
23 *revoked to surrender its right to transact business in this State*  
24 *without paying additional fees and penalties, other than the fee for*  
25 *filing a certificate of intent to surrender its right to transact*  
26 *business in this State pursuant to subsection 2, if such a certificate*  
27 *is filed, and the fee for filing a notice of withdrawal required by*  
28 *NRS 80.050, if the foreign corporation provides evidence*  
29 *satisfactory to the Secretary of State that the foreign corporation*  
30 *did not transact business in this State:*

31           (a) *During the entire period for which its right to transact*  
32 *business in this State was revoked; or*

33           (b) *During a portion of the period for which its right to*  
34 *transact business in this State was revoked and paying the fees*  
35 *and penalties for the portion of that period in which the foreign*  
36 *corporation transacted business in this State.*

37           2. *A foreign corporation whose right to transact business in*  
38 *this State has been revoked that is no longer transacting business*  
39 *in this State may register its intent to surrender its rights to*  
40 *transact business in this State by:*

41           (a) *Paying the fee for filing a notice of withdrawal required by*  
42 *NRS 80.050; and*

43           (b) *Filing a certificate of intent to withdraw that is approved*  
44 *and signed by the person or persons required to approve and sign*



1 *a notice of withdrawal for the foreign corporation pursuant to*  
2 *NRS 80.200 and that sets forth:*

3 (1) *The name of the foreign corporation as filed with the*  
4 *Secretary of State;*

5 (2) *The business identification number assigned to the*  
6 *foreign corporation by the Secretary of State;*

7 (3) *The date on which the foreign corporation ceased to*  
8 *transact business in this State;*

9 (4) *The reason that the foreign corporation is seeking the*  
10 *relief afforded by the filing of the certificate; and*

11 (5) *A statement that the filing of the certificate has been*  
12 *approved by the person or persons required to approve a notice of*  
13 *withdrawal for the foreign corporation pursuant to NRS 80.200.*

14 3. *Except as otherwise provided in subsection 4, upon the*  
15 *filing of a certificate of intent to dissolve pursuant to subsection 2,*  
16 *the Secretary of State shall not impose on the foreign corporation*  
17 *any additional fees and penalties relating to the failure of the*  
18 *foreign corporation to file a notice of withdrawal pursuant to*  
19 *NRS 80.200.*

20 4. *A foreign corporation that has filed a certificate of intent*  
21 *to withdraw pursuant to subsection 2 and that subsequently fails to*  
22 *file a notice of withdrawal and pay the fee for filing the notice of*  
23 *withdrawal must file the documents and pay the fees and penalties*  
24 *that would have been required pursuant to this chapter if the*  
25 *foreign corporation had not filed the certificate of intent to*  
26 *withdraw.*

27 5. *The Secretary of State may adopt regulations to administer*  
28 *the provisions of this section.*

29 **Sec. 11.** 1. *Except as otherwise provided in NRS 80.113, a*  
30 *foreign corporation which was qualified to transact business in*  
31 *this State pursuant to this chapter may, upon complying with the*  
32 *provisions of NRS 80.170, procure a renewal or revival of its right*  
33 *to transact business in this State for any period, together with all*  
34 *the rights, franchises, privileges and immunities, and subject to all*  
35 *its existing and preexisting debts, duties and liabilities secured or*  
36 *imposed by its original qualification to transact business in this*  
37 *State and amendments thereto, or existing qualification to transact*  
38 *business in this State, by filing:*

39 (a) *A certificate with the Secretary of State, which must set*  
40 *forth:*

41 (1) *The name of the foreign corporation, which must be the*  
42 *name of the foreign corporation at the time of the renewal or*  
43 *revival, or its name at the time its original qualification to transact*  
44 *business in this State expired.*

45 (2) *The information required pursuant to NRS 77.310.*



1           (3) *The date on which the renewal or revival of the*  
2 *qualification to transact business in this State is to commence or*  
3 *be effective, which may be, in cases of a revival, before the date of*  
4 *the certificate.*

5           (4) *The time for which the renewal or revival is to continue.*

6           (5) *That the foreign corporation desiring to renew or revive*  
7 *its right to transact business in this State is, or has been, organized*  
8 *and carrying on the business authorized by its existing or original*  
9 *qualification to transact business in this State and amendments*  
10 *thereto, and desires to renew or continue through revival its*  
11 *qualification to transact business in this State pursuant to and*  
12 *subject to the provisions of this chapter.*

13           (b) *A list of its president, secretary and treasurer, or the*  
14 *equivalent thereof, and all of its directors and their addresses,*  
15 *either residence or business.*

16           (c) *A declaration under penalty of perjury, on a form provided*  
17 *by the Secretary of State, that the renewal or revival is authorized*  
18 *by a court of competent jurisdiction in this State or by the duly*  
19 *elected board of directors of the foreign corporation or, if the*  
20 *foreign corporation does not have a board of directors, the*  
21 *equivalent of such a board.*

22           2. *A foreign corporation whose qualification to transact*  
23 *business in this State has not expired and is being renewed shall*  
24 *cause the certificate to be signed by an officer of the corporation.*  
25 *The certificate must be approved by a majority of the voting power*  
26 *of the shares of the foreign corporation.*

27           3. *A foreign corporation seeking to revive its qualification to*  
28 *transact business in this State shall cause the certificate to be*  
29 *signed by a person or persons designated or appointed by the*  
30 *stockholders of the foreign corporation. The signing and filing of*  
31 *the certificate must be approved by the written consent of the*  
32 *stockholders of the foreign corporation holding at least a majority*  
33 *of the voting power and must contain a recital that this consent*  
34 *was secured. If no stock has been issued, the certificate must*  
35 *contain a statement of that fact, and a majority of the directors*  
36 *then in office may designate the person to sign the certificate. The*  
37 *foreign corporation shall pay to the Secretary of State the fee*  
38 *required to qualify a foreign corporation to transact business in*  
39 *this State pursuant to the provisions of this chapter.*

40           4. *The filed certificate, or a copy thereof which has been*  
41 *certified under the hand and seal of the Secretary of State, must be*  
42 *received in all courts and places as prima facie evidence of the*  
43 *facts therein stated and of the qualification to transact business in*  
44 *this State of the foreign corporation therein named.*



1       **5. Except as otherwise provided in NRS 80.175, a renewal or**  
2 **revival pursuant to this section relates back to the date on which**  
3 **the foreign corporation's qualification to transact business in this**  
4 **State expired or was forfeited and renews or revives the foreign**  
5 **corporation's qualification to transact business in this State as if**  
6 **such right had at all times remained in full force and effect.**

7       **Sec. 12.** NRS 80.175 is hereby amended to read as follows:

8       80.175 1. Except as otherwise provided in subsection 2, if a  
9 foreign corporation applies to reinstate **or revive** its charter but its  
10 name has been legally reserved or acquired by another artificial  
11 person formed, organized, registered or qualified pursuant to the  
12 provisions of this title whose name is on file with the Office of the  
13 Secretary of State or reserved in the Office of the Secretary of State  
14 pursuant to the provisions of this title, the foreign corporation must  
15 in its application for reinstatement **or revival** submit in writing to the  
16 Secretary of State some other name under which it desires its  
17 existence to be reinstated **[ ] or revived**. If that name is  
18 distinguishable from all other names reserved or otherwise on file,  
19 the Secretary of State shall reinstate **or revive** the foreign  
20 corporation under that new name.

21       2. If the applying foreign corporation submits the written,  
22 acknowledged consent of the artificial person having a name, or the  
23 person who has reserved a name, which is not distinguishable from  
24 the old name of the applying foreign corporation or a new name it  
25 has submitted, it may be reinstated **or revived** under that name.

26       3. For the purposes of this section, a proposed name is not  
27 distinguishable from a name on file or reserved solely because one  
28 or the other contains distinctive lettering, a distinctive mark, a  
29 trademark or a trade name, or any combination thereof.

30       4. The Secretary of State may adopt regulations that interpret  
31 the requirements of this section.

32       **Sec. 13.** Chapter 82 of NRS is hereby amended by adding  
33 thereto the provisions set forth as sections 14 and 15 of this act.

34       **Sec. 14. 1. The Secretary of State may authorize a**  
35 **nonprofit corporation whose charter has been revoked to dissolve**  
36 **without paying additional fees and penalties, other than the fee for**  
37 **filing a certificate of intent to dissolve pursuant to subsection 2, if**  
38 **such a certificate is filed, and the fee for filing a certificate of**  
39 **dissolution required by NRS 82.531, if the nonprofit corporation**  
40 **provides evidence satisfactory to the Secretary of State that the**  
41 **nonprofit corporation did not transact business in this State or as**  
42 **a nonprofit corporation organized pursuant to the laws of this**  
43 **State:**

44       **(a) During the entire period for which its charter was revoked;**  
45 **or**



1       ***(b) During a portion of the period for which its charter was***  
2 ***revoked and paying the fees and penalties for the portion of that***  
3 ***period in which the nonprofit corporation transacted business in***  
4 ***this State or as a nonprofit corporation organized pursuant to the***  
5 ***laws of this State.***

6       ***2. A nonprofit corporation whose charter has been revoked***  
7 ***that is no longer transacting business in this State or as a***  
8 ***nonprofit corporation organized pursuant to the laws of this State***  
9 ***may register its intent to dissolve by:***

10       ***(a) Paying the fee for filing a certificate of dissolution required***  
11 ***by NRS 82.531; and***

12       ***(b) Filing a certificate of intent to dissolve that is approved and***  
13 ***signed by the person or persons required to approve and sign a***  
14 ***certificate of dissolution for the nonprofit corporation and that***  
15 ***sets forth:***

16           ***(1) The name of the nonprofit corporation as filed with the***  
17 ***Secretary of State;***

18           ***(2) The business identification number assigned to the***  
19 ***nonprofit corporation by the Secretary of State;***

20           ***(3) The date on which the nonprofit corporation ceased to***  
21 ***transact business in this State or as a nonprofit corporation***  
22 ***organized pursuant to the laws of this State;***

23           ***(4) The reason that the nonprofit corporation is seeking the***  
24 ***relief afforded by the filing of the certificate; and***

25           ***(5) A statement that the filing of the certificate has been***  
26 ***approved by the person or persons required to approve a certificate***  
27 ***of dissolution for the nonprofit corporation.***

28       ***3. Except as otherwise provided in subsection 4, upon the***  
29 ***filing of a certificate of intent to dissolve pursuant to subsection 2,***  
30 ***the Secretary of State shall not impose on the nonprofit***  
31 ***corporation any additional fees and penalties relating to the***  
32 ***failure of the nonprofit corporation to file a certificate of***  
33 ***dissolution.***

34       ***4. A nonprofit corporation that has filed a certificate of intent***  
35 ***to dissolve pursuant to subsection 2 and that subsequently fails to***  
36 ***file a certificate of dissolution and pay the fee for filing the***  
37 ***certificate of dissolution must file the documents and pay the fees***  
38 ***and penalties that would have been required pursuant to this***  
39 ***chapter if the nonprofit corporation had not filed the certificate of***  
40 ***intent to dissolve.***

41       ***5. The Secretary of State may adopt regulations to administer***  
42 ***the provisions of this section.***

43       **Sec. 15. 1. A foreign nonprofit corporation which was**  
44 ***qualified to transact business in this State pursuant to this chapter***  
45 ***may, upon complying with the provisions of NRS 82.5237, procure***



1 *a renewal or revival of its right to transact business in this State*  
2 *for any period, together with all the rights, franchises, privileges*  
3 *and immunities, and subject to all its existing and preexisting*  
4 *debts, duties and liabilities secured or imposed by its original*  
5 *qualification to transact business in this State and amendments*  
6 *thereto, or existing qualification to transact business in this State,*  
7 *by filing:*

8 (a) *A certificate with the Secretary of State, which must set*  
9 *forth:*

10 (1) *The name of the foreign nonprofit corporation, which*  
11 *must be the name of the foreign nonprofit corporation at the time*  
12 *of the renewal or revival, or its name at the time its original*  
13 *qualification to transact business in this State expired.*

14 (2) *The information required pursuant to NRS 77.310.*

15 (3) *The date on which the renewal or revival of the*  
16 *qualification to transact business in this State is to commence or*  
17 *be effective, which may be, in cases of a revival, before the date of*  
18 *the certificate.*

19 (4) *The time for which the renewal or revival is to continue.*

20 (5) *That the foreign nonprofit corporation desiring to*  
21 *renew or revive its right to transact business in this State is, or has*  
22 *been, organized and carrying on the business authorized by its*  
23 *existing or original qualification to transact business in this State*  
24 *and amendments thereto, and desires to renew or continue*  
25 *through revival its qualification to transact business in this State*  
26 *pursuant to and subject to the provisions of this chapter.*

27 (b) *A list of its president, secretary and treasurer, or the*  
28 *equivalent thereof, and all of its directors and their addresses,*  
29 *either residence or business.*

30 (c) *A declaration under penalty of perjury, on a form provided*  
31 *by the Secretary of State, that the renewal or revival is authorized*  
32 *by a court of competent jurisdiction in this State or by the duly*  
33 *elected board of directors of the foreign nonprofit corporation or,*  
34 *if the foreign nonprofit corporation does not have a board of*  
35 *directors, the equivalent of such a board.*

36 2. *A foreign nonprofit corporation whose qualification to*  
37 *transact business in this State has not expired and is being*  
38 *renewed shall cause the certificate to be signed by an officer of the*  
39 *corporation. The certificate must be approved by a majority of the*  
40 *directors of the foreign nonprofit corporation or, if the foreign*  
41 *nonprofit corporation does not have a board of directors, the*  
42 *equivalent of such a board.*

43 3. *A foreign nonprofit corporation seeking to revive its*  
44 *qualification to transact business in this State shall cause the*  
45 *certificate to be signed by a person or persons designated or*



1 *appointed by the directors of the foreign nonprofit corporation, or*  
2 *their equivalent. The signing and filing of the certificate must be*  
3 *approved by the written consent of the directors of the foreign*  
4 *nonprofit corporation, or their equivalent, holding at least a*  
5 *majority of the voting power and must contain a recital that this*  
6 *consent was secured. The foreign nonprofit corporation shall pay*  
7 *to the Secretary of State the fee required to qualify a foreign*  
8 *nonprofit corporation to transact business in this State pursuant to*  
9 *the provisions of this chapter.*

10 4. *The filed certificate, or a copy thereof which has been*  
11 *certified under the hand and seal of the Secretary of State, must be*  
12 *received in all courts and places as prima facie evidence of the*  
13 *facts therein stated and of the qualification to transact business in*  
14 *this State of the foreign nonprofit corporation therein named.*

15 5. *Except as otherwise provided in NRS 82.5239, a renewal or*  
16 *revival pursuant to this section relates back to the date on which*  
17 *the foreign nonprofit corporation's qualification to transact*  
18 *business in this State expired or was forfeited and renews or*  
19 *revives the foreign nonprofit corporation's qualification to*  
20 *transact business in this State as if such right had at all times*  
21 *remained in full force and effect.*

22 **Sec. 16.** NRS 82.5239 is hereby amended to read as follows:

23 82.5239 1. Except as otherwise provided in subsection 2, if a  
24 foreign nonprofit corporation applies to reinstate *or revive* its charter  
25 but its name has been legally reserved or acquired by another  
26 artificial person formed, organized, registered or qualified pursuant  
27 to the provisions of this title and that name is on file with the Office  
28 of the Secretary of State or reserved in the Office of the Secretary of  
29 State pursuant to the provisions of this title, the foreign nonprofit  
30 corporation must in its application for reinstatement *or revival*  
31 submit in writing to the Secretary of State some other name under  
32 which it desires its existence to be reinstated ~~or~~ *or revived*. If that  
33 name is distinguishable from all other names reserved or otherwise  
34 on file, the Secretary of State shall reinstate *or revive* the foreign  
35 nonprofit corporation under that new name.

36 2. If the applying foreign nonprofit corporation submits the  
37 written, acknowledged consent of the artificial person having a  
38 name, or who has reserved a name, which is not distinguishable  
39 from the old name of the applying foreign nonprofit corporation or a  
40 new name it has submitted, it may be reinstated *or revived* under  
41 that name.

42 3. For the purposes of this section, a proposed name is not  
43 distinguishable from a name on file or reserved solely because one  
44 or the other contains distinctive lettering, a distinctive mark, a  
45 trademark or a trade name, or any combination thereof.





1 4. The Secretary of State may adopt regulations that interpret  
2 the requirements of this section.

3 **Sec. 17.** NRS 84.120 is hereby amended to read as follows:

4 84.120 1. If a registered agent resigns pursuant to NRS  
5 77.370 or if a commercial registered agent terminates its registration  
6 as a commercial registered agent pursuant to NRS 77.330, the  
7 corporation sole, before the effective date of the resignation or  
8 termination, shall file with the Secretary of State a statement of  
9 change of registered agent pursuant to NRS 77.340.

10 2. A corporation sole that fails to comply with subsection 1  
11 shall be deemed in default and is subject to the provisions of NRS  
12 ~~84.130 and~~ 84.140.

13 3. As used in this section, "commercial registered agent" has  
14 the meaning ascribed to it in NRS 77.040.

15 **Sec. 18.** Chapter 86 of NRS is hereby amended by adding  
16 thereto the provisions set forth as sections 19, 20 and 21 of this act.

17 **Sec. 19. 1.** *The Secretary of State may authorize a limited-*  
18 *liability company whose charter has been revoked to dissolve*  
19 *without paying additional fees and penalties, other than the fee for*  
20 *filing a certificate of intent to dissolve pursuant to subsection 2, if*  
21 *such a certificate is filed, and the fee for filing articles of*  
22 *dissolution required by NRS 86.561, if the limited-liability*  
23 *company provides evidence satisfactory to the Secretary of State*  
24 *that the limited-liability company did not transact business in this*  
25 *State or as a limited-liability company organized pursuant to the*  
26 *laws of this State:*

27 (a) *During the entire period for which its charter was revoked;*  
28 *or*

29 (b) *During a portion of the period for which its charter was*  
30 *revoked and paying the fees and penalties for the portion of that*  
31 *period in which the limited-liability company transacted business*  
32 *in this State or as a limited-liability company organized pursuant*  
33 *to the laws of this State.*

34 2. *A limited-liability company whose charter has been*  
35 *revoked that is no longer transacting business in this State or as a*  
36 *limited-liability company organized pursuant to the laws of this*  
37 *State may register its intent to dissolve by:*

38 (a) *Paying the fee for filing articles of dissolution required by*  
39 *NRS 86.561; and*

40 (b) *Filing a certificate of intent to dissolve that is approved and*  
41 *signed by the person or persons required to approve and sign*  
42 *articles of dissolution for the limited-liability company and that*  
43 *sets forth:*

44 (1) *The name of the limited-liability company as filed with*  
45 *the Secretary of State;*



1           (2) *The business identification number assigned to the*  
2 *limited-liability company by the Secretary of State;*

3           (3) *The date on which the limited-liability company ceased*  
4 *to transact business in this State or as a limited-liability company*  
5 *organized pursuant to the laws of this State;*

6           (4) *The reason that the limited-liability company is seeking*  
7 *the relief afforded by the filing of the certificate; and*

8           (5) *A statement that the filing of the certificate has been*  
9 *approved by the person or persons required to approve articles of*  
10 *dissolution for the limited-liability company.*

11           3. *Except as otherwise provided in subsection 4, upon the*  
12 *filing of a certificate of intent to dissolve pursuant to subsection 2,*  
13 *the Secretary of State shall not impose on the limited-liability*  
14 *company any additional fees and penalties relating to the failure*  
15 *of the limited-liability company to file articles of dissolution.*

16           4. *A limited-liability company that has filed a certificate of*  
17 *intent to dissolve pursuant to subsection 2 and that subsequently*  
18 *fails to file articles of dissolution and pay the fee for filing the*  
19 *articles of dissolution must file the documents and pay the fees*  
20 *and penalties that would have been required pursuant to this*  
21 *chapter if the limited-liability company had not filed the certificate*  
22 *of intent to dissolve.*

23           5. *The Secretary of State may adopt regulations to administer*  
24 *the provisions of this section.*

25           **Sec. 20. 1.** *The Secretary of State may authorize a foreign*  
26 *limited-liability company whose right to transact business in this*  
27 *State has been revoked to cancel its registration without paying*  
28 *additional fees and penalties, other than the fee for filing a*  
29 *certificate of intent to cancel its registration pursuant to*  
30 *subsection 2, if such a certificate is filed, and the fee for filing a*  
31 *certificate of cancellation required by NRS 86.561, if the foreign*  
32 *limited-liability company provides evidence satisfactory to the*  
33 *Secretary of State that the foreign limited-liability company did*  
34 *not transact business in this State:*

35           (a) *During the entire period for which its right to transact*  
36 *business in this State was revoked; or*

37           (b) *During a portion of the period for which its right to*  
38 *transact business in this State was revoked and paying the fees*  
39 *and penalties for the portion of that period in which the foreign*  
40 *limited-liability company transacted business in this State.*

41           2. *A foreign limited-liability company whose right to transact*  
42 *business in this State has been revoked that is no longer*  
43 *transacting business in this State may register its intent to cancel*  
44 *its registration in this State by:*



1 (a) *Paying the fee for filing a certificate of cancellation*  
2 *required by NRS 86.561; and*

3 (b) *Filing a certificate of intent to cancel its registration that is*  
4 *approved and signed by the person or persons required to approve*  
5 *and sign a certificate of cancellation for the foreign limited-*  
6 *liability company and that sets forth:*

7 (1) *The name of the foreign limited-liability company as*  
8 *filed with the Secretary of State;*

9 (2) *The business identification number assigned to the*  
10 *foreign limited-liability company by the Secretary of State;*

11 (3) *The date on which the foreign limited-liability company*  
12 *ceased to transact business in this State;*

13 (4) *The reason that the foreign limited liability company is*  
14 *seeking the relief afforded by the filing of the certificate; and*

15 (5) *A statement that the filing of the certificate has been*  
16 *approved by the person or persons required to approve a certificate*  
17 *of cancellation for the foreign limited-liability company.*

18 3. *Except as otherwise provided in subsection 4, upon the*  
19 *filing of a certificate of intent to cancel the registration of a*  
20 *foreign limited-liability company pursuant to subsection 2, the*  
21 *Secretary of State shall not impose on the foreign limited-liability*  
22 *company any additional fees and penalties relating to the failure*  
23 *of the foreign limited-liability company to file a certificate of*  
24 *cancellation.*

25 4. *A foreign limited-liability company that has filed a*  
26 *certificate of intent to cancel its registration pursuant to*  
27 *subsection 2 and that subsequently fails to file a certificate of*  
28 *cancellation and pay the fee for filing the certificate of*  
29 *cancellation must file the documents and pay the fees and*  
30 *penalties that would have been required pursuant to this chapter if*  
31 *the foreign limited-liability company had not filed the certificate of*  
32 *intent to cancel its registration.*

33 5. *The Secretary of State may adopt regulations to administer*  
34 *the provisions of this section.*

35 **Sec. 21.** 1. *Except as otherwise provided in NRS 86.54615,*  
36 *a foreign limited-liability company which was registered to*  
37 *transact business in this State may, upon complying with the*  
38 *provisions of NRS 86.5467, procure a renewal or revival of its*  
39 *registration for any period, together with all the rights, franchises,*  
40 *privileges and immunities, and subject to all its existing and*  
41 *preexisting debts, duties and liabilities secured or imposed by its*  
42 *original registration and amendments thereto, or existing*  
43 *registration, by filing:*

44 (a) *A certificate with the Secretary of State, which must set*  
45 *forth:*



1           (1) *The name of the foreign limited-liability company,*  
2 *which must be the name of the foreign limited-liability company at*  
3 *the time of the renewal or revival, or its name at the time its*  
4 *registration to transact business in this State was forfeited.*

5           (2) *The information required pursuant to NRS 77.310.*

6           (3) *The date when the renewal or revival of the registration*  
7 *is to commence or be effective, which may be, in cases of a revival,*  
8 *before the date of the certificate.*

9           (4) *Whether or not the renewal or revival is to be perpetual*  
10 *and, if not perpetual, the time for which the renewal or revival is*  
11 *to continue.*

12           (5) *That the foreign limited-liability company desiring to*  
13 *renew or revive its registration is, or has been, organized and*  
14 *carrying on the business authorized by its registration, and desires*  
15 *to renew or continue through revival its right to transact business*  
16 *in this State pursuant to and subject to the provisions of this*  
17 *chapter.*

18           (b) *A list of its managers or, if there are no managers, all its*  
19 *managing members and their mailing or street addresses, either*  
20 *residence or business.*

21           (c) *A declaration under penalty of perjury, on a form provided*  
22 *by the Secretary of State, that the renewal or revival is authorized*  
23 *by a court of competent jurisdiction in this State or by the duly*  
24 *selected manager or managers of the foreign limited-liability*  
25 *company or, if there are no managers, its managing members.*

26           2. *A foreign limited-liability company whose charter has not*  
27 *expired and is being renewed shall cause the certificate to be*  
28 *signed by its manager or, if there is no manager, by a person*  
29 *designated by its members. The certificate must be approved by a*  
30 *majority in interest.*

31           3. *A foreign limited-liability company seeking to revive its*  
32 *registration to transact business in this State shall cause the*  
33 *certificate to be signed by a person or persons designated or*  
34 *appointed by the members. The signing and filing of the certificate*  
35 *must be approved by the written consent of a majority in interest*  
36 *and must contain a recital that this consent was secured. The*  
37 *foreign limited-liability company shall pay to the Secretary of*  
38 *State the fee required to register a foreign limited-liability*  
39 *company pursuant to the provisions of NRS 86.543 to 86.549,*  
40 *inclusive, this section and section 20 of this act.*

41           4. *The filed certificate, or a copy thereof which has been*  
42 *certified under the hand and seal of the Secretary of State, must be*  
43 *received in all courts and places as prima facie evidence of the*  
44 *facts therein stated and of the existence of the foreign limited-*  
45 *liability company therein named.*



1       **5. Except as otherwise provided in NRS 86.5468, a renewal or**  
2 **revival pursuant to this section relates back to the date on which**  
3 **the foreign limited-liability company's registration expired or was**  
4 **revoked and renews or revives the foreign limited-liability**  
5 **company's registration and right to transact business as if such**  
6 **right had at all times remained in full force and effect.**

7       **Sec. 22.** NRS 86.5468 is hereby amended to read as follows:

8       86.5468 1. Except as otherwise provided in subsection 2, if a  
9 foreign limited-liability company applies to reinstate *or revive* its  
10 registration but its name has been legally reserved or acquired by  
11 another artificial person formed, organized, registered or qualified  
12 pursuant to the provisions of this title whose name is on file with the  
13 Office of the Secretary of State or reserved in the Office of the  
14 Secretary of State pursuant to the provisions of this title, the foreign  
15 limited-liability company must in its application for reinstatement *or*  
16 *revival* submit in writing to the Secretary of State some other name  
17 under which it desires its existence to be reinstated  *or revived*. If  
18 that name is distinguishable from all other names reserved or  
19 otherwise on file, the Secretary of State shall reinstate *or revive* the  
20 foreign limited-liability company under that new name.

21       2. If the applying foreign limited-liability company submits the  
22 written, acknowledged consent of the artificial person having a  
23 name, or the person who has reserved a name, which is not  
24 distinguishable from the old name of the applying foreign limited-  
25 liability company or a new name it has submitted, it may be  
26 reinstated *or revived* under that name.

27       3. For the purposes of this section, a proposed name is not  
28 distinguishable from a name on file or reserved solely because one  
29 or the other contains distinctive lettering, a distinctive mark, a  
30 trademark or a trade name, or any combination thereof.

31       4. The Secretary of State may adopt regulations that interpret  
32 the requirements of this section.

33       **Sec. 23.** NRS 86.5483 is hereby amended to read as follows:

34       86.5483 1. For the purposes of NRS 86.543 to 86.549,  
35 inclusive, *and sections 20 and 21 of this act*, the following  
36 activities do not constitute transacting business in this State:

- 37       (a) Maintaining, defending or settling any proceeding;  
38       (b) Holding meetings of the managers or members or carrying  
39 on other activities concerning internal company affairs;  
40       (c) Maintaining accounts in banks or credit unions;  
41       (d) Maintaining offices or agencies for the transfer, exchange  
42 and registration of the company's own securities or maintaining  
43 trustees or depositaries with respect to those securities;  
44       (e) Making sales through independent contractors;



- 1 (f) Soliciting or receiving orders outside this State through or in  
2 response to letters, circulars, catalogs or other forms of advertising,  
3 accepting those orders outside this State and filling them by  
4 shipping goods into this State;
- 5 (g) Creating or acquiring indebtedness, mortgages and security  
6 interests in real or personal property;
- 7 (h) Securing or collecting debts or enforcing mortgages and  
8 security interests in property securing the debts;
- 9 (i) Owning, without more, real or personal property;
- 10 (j) Isolated transactions completed within 30 days and not a part  
11 of a series of similar transactions;
- 12 (k) The production of motion pictures as defined in  
13 NRS 231.020;
- 14 (l) Transacting business as an out-of-state depository institution  
15 pursuant to the provisions of title 55 of NRS; and
- 16 (m) Transacting business in interstate commerce.
- 17 2. The list of activities in subsection 1 is not exhaustive.
- 18 3. A person who is not transacting business in this State within  
19 the meaning of this section need not qualify or comply with any  
20 provision of this chapter, title 55 or 56 of NRS or chapter 645A,  
21 645B or 645E of NRS unless the person:
- 22 (a) Maintains an office in this State for the transaction of  
23 business; or
- 24 (b) Solicits or accepts deposits in the State, except pursuant to  
25 the provisions of chapter 666 or 666A of NRS.
- 26 4. The fact that a person is not transacting business in this State  
27 within the meaning of this section:
- 28 (a) Does not affect the determination of whether any court,  
29 administrative agency or regulatory body in this State may exercise  
30 personal jurisdiction over the person in any civil action, criminal  
31 action, administrative proceeding or regulatory proceeding; and
- 32 (b) Except as otherwise provided in subsection 3, does not affect  
33 the applicability of any other provision of law with respect to the  
34 person and may not be offered as a defense or introduced in  
35 evidence in any civil action, criminal action, administrative  
36 proceeding or regulatory proceeding to prove that the person is not  
37 transacting business in this State, including, without limitation, any  
38 civil action, criminal action, administrative proceeding or regulatory  
39 proceeding involving an alleged violation of chapter 597, 598 or  
40 598A of NRS.
- 41 5. As used in this section, "deposits" means demand deposits,  
42 savings deposits and time deposits, as those terms are defined in  
43 chapter 657 of NRS.



1       **Sec. 24.** NRS 86.549 is hereby amended to read as follows:  
2       86.549 The Attorney General may bring an action to restrain a  
3 foreign limited-liability company from transacting business in this  
4 State in violation of NRS 86.543 to 86.549, inclusive **[ ]**, *and*  
5 *sections 20 and 21 of this act.*

6       **Sec. 25.** Chapter 87 of NRS is hereby amended by adding  
7 thereto the provisions set forth as sections 26, 27 and 28 of this act.

8       **Sec. 26. 1.** *The Secretary of State may authorize a*  
9 *registered limited-liability partnership whose certificate of*  
10 *registration has been revoked to dissolve without paying additional*  
11 *fees and penalties, other than the fee for filing a certificate of*  
12 *intent to dissolve pursuant to subsection 2, if such a certificate is*  
13 *filed, the fee for filing a statement of dissolution, if such a*  
14 *statement is filed, and the fee for filing a notice of withdrawal*  
15 *required by NRS 87.470, if the registered limited-liability*  
16 *partnership provides evidence satisfactory to the Secretary of State*  
17 *that the registered limited-liability partnership did not transact*  
18 *business in this State or as a registered limited-liability*  
19 *partnership organized pursuant to the laws of this State:*

20       (a) *During the entire period for which its certificate of*  
21 *registration was revoked; or*

22       (b) *During a portion of the period for which its certificate of*  
23 *registration was revoked and paying the fees and penalties for the*  
24 *portion of that period in which the registered limited-liability*  
25 *partnership transacted business in this State or as a registered*  
26 *limited-liability partnership organized pursuant to the laws of this*  
27 *State.*

28       2. *A registered limited-liability partnership whose certificate*  
29 *of registration has been revoked that is no longer transacting*  
30 *business in this State or as a registered limited-liability*  
31 *partnership organized pursuant to the laws of this State may*  
32 *register its intent to dissolve by:*

33       (a) *Paying the fee for filing a notice of withdrawal required by*  
34 *NRS 87.470; and*

35       (b) *Filing a certificate of intent to dissolve that is approved by*  
36 *the person or persons required to approve the dissolution of the*  
37 *registered limited-liability partnership and signed by the person or*  
38 *persons required to sign a notice of withdrawal for the registered*  
39 *limited-liability partnership pursuant to NRS 87.470 and that sets*  
40 *forth:*

41       (1) *The name of the registered limited-liability partnership*  
42 *as filed with the Secretary of State;*

43       (2) *The business identification number assigned to the*  
44 *registered limited-liability partnership by the Secretary of State;*



1           (3) *The date on which the registered limited-liability*  
2 *partnership ceased to transact business in this State or as a*  
3 *registered limited-liability partnership organized pursuant to the*  
4 *laws of this State;*

5           (4) *The reason that the registered limited-liability*  
6 *partnership is seeking the relief afforded by the filing of the*  
7 *certificate; and*

8           (5) *A statement that the filing of the certificate has been*  
9 *approved by the person or persons required to approve the*  
10 *dissolution of the registered limited-liability partnership.*

11           3. *Except as otherwise provided in subsection 4, upon the*  
12 *filing of a certificate of intent to dissolve pursuant to subsection 2,*  
13 *the Secretary of State shall not impose on the registered limited-*  
14 *liability partnership any additional fees and penalties relating to*  
15 *the failure of the corporation to file a notice of withdrawal*  
16 *pursuant to NRS 87.470.*

17           4. *A registered limited-liability partnership that has filed a*  
18 *certificate of intent to dissolve pursuant to subsection 2, that*  
19 *subsequently fails to dissolve and file a notice of withdrawal and*  
20 *that subsequently fails to pay the fee for filing a statement of*  
21 *dissolution, if filed, and the fee for filing the notice of withdrawal*  
22 *pursuant to NRS 87.470, must file the documents and pay the fees*  
23 *and penalties that would have been required pursuant to this*  
24 *chapter if the registered limited-liability partnership had not filed*  
25 *the certificate of intent to dissolve.*

26           5. *The Secretary of State may adopt regulations to administer*  
27 *the provisions of this section.*

28           **Sec. 27.** *1. Except as otherwise provided in NRS 87.515, a*  
29 *registered limited-liability partnership which did exist or is*  
30 *existing under the laws of this State may, upon complying with the*  
31 *provisions of NRS 87.530, procure a renewal or revival of its*  
32 *certificate of registration for any period, together with all the*  
33 *rights, franchises, privileges and immunities, and subject to all its*  
34 *existing and preexisting debts, duties and liabilities secured or*  
35 *imposed by its original certificate of registration and amendments*  
36 *thereto, or existing certificate of registration, by filing:*

37           (a) *A certificate with the Secretary of State, which must set*  
38 *forth:*

39           (1) *The name of the registered limited-liability partnership,*  
40 *which must be the name of the registered limited-liability*  
41 *partnership at the time of the renewal or revival, or its name at the*  
42 *time its original certificate of registration expired.*

43           (2) *The information required pursuant to NRS 77.310.*





1           (3) *The date on which the renewal or revival of the*  
2 *certificate of registration is to commence or be effective, which*  
3 *may be, in cases of a revival, before the date of the certificate.*

4           (4) *Whether or not the renewal or revival is to be perpetual*  
5 *and, if not perpetual, the time for which the renewal or revival is*  
6 *to continue.*

7           (5) *That the registered limited-liability partnership desiring*  
8 *to renew or revive its certificate of registration is, or has been,*  
9 *organized and carrying on the business authorized by its existing*  
10 *or original certificate of registration and amendments thereto, and*  
11 *desires to renew or continue through revival its existence pursuant*  
12 *to and subject to the provisions of this chapter.*

13           (b) *A list of its managing partners, or the equivalent thereof,*  
14 *and their addresses, either residence or business.*

15           (c) *A declaration under penalty of perjury, on a form provided*  
16 *by the Secretary of State, that the renewal or revival is authorized*  
17 *by a court of competent jurisdiction in this State or by the*  
18 *managing partners of the registered limited-liability partnership.*

19           2. *A registered limited-liability partnership whose certificate*  
20 *of registration has not expired and is being renewed shall cause*  
21 *the certificate to be signed by a managing partner of the registered*  
22 *limited-liability partnership. The certificate of renewal must be*  
23 *approved by a majority of the managing partners.*

24           3. *A registered limited-liability partnership seeking to revive*  
25 *its original or amended certificate of registration shall cause the*  
26 *certificate to be signed by a person or persons designated or*  
27 *appointed by the managing partners of the registered limited-*  
28 *liability partnership. The signing and filing of the certificate of*  
29 *revival must be approved by the written consent of the managing*  
30 *partners of the registered limited-liability partnership holding at*  
31 *least a majority of the voting power and must contain a recital that*  
32 *this consent was secured. The registered limited-liability*  
33 *partnership shall pay to the Secretary of State the fee required to*  
34 *qualify a limited-liability partnership pursuant to the provisions of*  
35 *NRS 87.440 to 87.540, inclusive, this section and sections 26 and*  
36 *27 of this act.*

37           4. *The filed certificate, or a copy thereof which has been*  
38 *certified under the hand and seal of the Secretary of State, must be*  
39 *received in all courts and places as prima facie evidence of the*  
40 *facts therein stated and of the qualification to do business in this*  
41 *State of the registered limited-liability partnership named therein.*

42           5. *Except as otherwise provided in NRS 87.455, a renewal or*  
43 *revival pursuant to this section relates back to the date on which*  
44 *the registered limited-liability partnership's certificate of*  
45 *registration expired or was revoked and renews or revives the*



1 *registered limited-liability partnership's certificate of registration*  
2 *and right to transact business as if such right had at all times*  
3 *remained in full force.*

4 *6. A registered limited-liability partnership that has revived or*  
5 *renewed its certificate of registration pursuant to the provisions of*  
6 *this section:*

7 *(a) Is a registered limited-liability partnership and continues to*  
8 *be a registered limited-liability partnership for the time stated in*  
9 *the certificate of revival or renewal;*

10 *(b) Possesses the rights, privileges and immunities conferred*  
11 *by the original certificate of registration and by this chapter; and*

12 *(c) Is subject to the restrictions and liabilities set forth in this*  
13 *chapter.*

14 **Sec. 28. 1.** *Except as otherwise provided in NRS 87.5413,*  
15 *any foreign registered limited-liability partnership which has*  
16 *forfeited its right to transact business in this State under the*  
17 *provisions of this chapter may, upon complying with the*  
18 *provisions of NRS 87.5435, procure a renewal or revival of its*  
19 *right to transact business in this State for any period, together with*  
20 *all the rights, franchises, privileges and immunities, and subject to*  
21 *all its existing and preexisting debts, duties and liabilities secured*  
22 *or imposed by its original certificate authorizing it to transact*  
23 *business in this State and amendments thereto, or existing*  
24 *certificate, by filing:*

25 *(a) A certificate with the Secretary of State, which must set*  
26 *forth:*

27 *(1) The name of the foreign registered limited-liability*  
28 *partnership, which must be the name of the foreign registered*  
29 *limited-liability partnership at the time of the renewal or revival,*  
30 *or its name at the time of the expiration of its original certificate*  
31 *authorizing it to transact business in this State.*

32 *(2) The information required pursuant to NRS 77.310.*

33 *(3) The date on which the renewal or revival of the right to*  
34 *transact business in this State is to commence or be effective,*  
35 *which may be, in cases of a revival, before the date of the*  
36 *certificate.*

37 *(4) Whether or not the renewal or revival is to be perpetual*  
38 *and, if not perpetual, the time for which the renewal or revival is*  
39 *to continue.*

40 *(5) That the foreign registered limited-liability partnership*  
41 *desiring to renew or revive its right to transact business in this*  
42 *State is, or has been, organized and carrying on the business*  
43 *authorized by its existing or original certificate authorizing it to*  
44 *transact business in this State and amendments thereto, and*  
45 *desires to renew or continue through revival its transaction of*



1 *business in this State pursuant to and subject to the provisions of*  
2 *this chapter.*

3 *(b) A list of its managing partners, or the equivalent thereof,*  
4 *and their addresses, either residence or business.*

5 *(c) A declaration under penalty of perjury, on a form provided*  
6 *by the Secretary of State, that the renewal or revival is authorized*  
7 *by a court of competent jurisdiction in this State or by the*  
8 *managing partners of the foreign registered limited-liability*  
9 *partnership.*

10 2. *A foreign registered limited-liability partnership whose*  
11 *registration has not expired and is being renewed shall cause the*  
12 *certificate of renewal to be signed by a managing partner of the*  
13 *foreign registered limited-liability partnership. The certificate of*  
14 *renewal must be approved by a majority of the managing partners.*

15 3. *A foreign registered limited-liability partnership seeking to*  
16 *revive its original or amended certificate authorizing it to transact*  
17 *business in this State shall cause the certificate of revival to be*  
18 *signed by a person or persons designated or appointed by the*  
19 *managing partners of the foreign registered limited-liability*  
20 *partnership. The signing and filing of the certificate must be*  
21 *approved by the written consent of the managing partners of the*  
22 *foreign registered limited-liability partnership holding at least a*  
23 *majority of the voting power and must contain a recital that this*  
24 *consent was secured. The foreign registered limited-liability*  
25 *partnership shall pay to the Secretary of State the fee required to*  
26 *qualify a foreign registered limited-liability partnership to transact*  
27 *business in this State pursuant to the provisions of NRS 87.5405 to*  
28 *87.544, inclusive, and this section.*

29 4. *The filed certificate, or a copy thereof which has been*  
30 *certified under the hand and seal of the Secretary of State, must be*  
31 *received in all courts and places as prima facie evidence of the*  
32 *facts therein stated and of the qualification to transact business in*  
33 *this State of the foreign registered limited-liability partnership*  
34 *named therein.*

35 5. *Except as otherwise provided in NRS 87.544, a renewal or*  
36 *revival pursuant to this section relates back to the date on which*  
37 *the foreign registered limited-liability partnership's right to*  
38 *transact business in this State was forfeited and renews or revives*  
39 *the foreign registered limited-liability partnership's right to*  
40 *transact business as if such right had at all times remained in full*  
41 *force.*

42 **Sec. 29.** NRS 87.020 is hereby amended to read as follows:

43 87.020 As used in NRS 87.010 to 87.430, inclusive, unless the  
44 context otherwise requires:



1 1. "Bankrupt" includes bankrupt under the Federal Bankruptcy  
2 Act or insolvent under any state insolvent act.

3 2. "Conveyance" includes every assignment, lease, mortgage  
4 or encumbrance.

5 3. "Court" includes every court and judge having jurisdiction  
6 in the case.

7 4. "Real property" includes land and any interest or estate in  
8 land.

9 5. "Registered limited-liability partnership" means a  
10 partnership formed pursuant to an agreement governed by NRS  
11 87.010 to 87.430, inclusive, and registered pursuant to and  
12 complying with NRS 87.440 to 87.560, inclusive **[H]**, *and sections*  
13 *26, 27 and 28 of this act.*

14 **Sec. 30.** NRS 87.4311 is hereby amended to read as follows:

15 87.4311 "Registered limited-liability partnership" means a  
16 partnership formed pursuant to an agreement governed by NRS  
17 87.4301 to 87.4357, inclusive, and registered pursuant to and  
18 complying with NRS 87.440 to 87.560, inclusive **[H]**, *and sections*  
19 *26, 27 and 28 of this act.*

20 **Sec. 31.** NRS 87.455 is hereby amended to read as follows:

21 87.455 1. Except as otherwise provided in subsection 2, if a  
22 registered limited-liability partnership applies to reinstate *or revive*  
23 its right to transact business but its name has been legally acquired  
24 by any other artificial person formed, organized, registered or  
25 qualified pursuant to the provisions of this title whose name is on  
26 file with the Office of the Secretary of State or reserved in the  
27 Office of the Secretary of State pursuant to the provisions of this  
28 title, the applying registered limited-liability partnership shall  
29 submit in writing to the Secretary of State some other name under  
30 which it desires its right to transact business to be reinstated **[H]** *or*  
31 *revived*. If that name is distinguishable from all other names  
32 reserved or otherwise on file, the Secretary of State shall reinstate *or*  
33 *revive* the registered limited-liability partnership under that new  
34 name.

35 2. If the applying registered limited-liability partnership  
36 submits the written, acknowledged consent of the artificial person  
37 having the name, or the person who has reserved the name, that is  
38 not distinguishable from the old name of the applying registered  
39 limited-liability partnership or a new name it has submitted, it may  
40 be reinstated *or revived* under that name.

41 3. For the purposes of this section, a proposed name is not  
42 distinguishable from a name on file or reserved name solely because  
43 one or the other contains distinctive lettering, a distinctive mark, a  
44 trademark or a trade name, or any combination of these.



1 4. The Secretary of State may adopt regulations that interpret  
2 the requirements of this section.

3 **Sec. 32.** NRS 87.544 is hereby amended to read as follows:

4 87.544 1. Except as otherwise provided in subsection 2, if a  
5 foreign registered limited-liability partnership applies to reinstate *or*  
6 *revive* its certificate of registration and its name has been legally  
7 reserved or acquired by another artificial person formed, organized,  
8 registered or qualified pursuant to the provisions of this title whose  
9 name is on file with the Office of the Secretary of State or reserved  
10 in the Office of the Secretary of State pursuant to the provisions of  
11 this title, the foreign registered limited-liability partnership must  
12 submit in writing in its application for reinstatement *or revival* to the  
13 Secretary of State some other name under which it desires its  
14 existence to be reinstated ~~and~~ *or revived*. If that name is  
15 distinguishable from all other names reserved or otherwise on file,  
16 the Secretary of State shall reinstate *or revive* the foreign registered  
17 limited-liability partnership under that new name.

18 2. If the applying foreign registered limited-liability  
19 partnership submits the written, acknowledged consent of the  
20 artificial person having a name, or the person who has reserved a  
21 name, which is not distinguishable from the old name of the  
22 applying foreign registered limited-liability partnership or a new  
23 name it has submitted, it may be reinstated *or revived* under that  
24 name.

25 3. For the purposes of this section, a proposed name is not  
26 distinguishable from a name on file or reserved solely because one  
27 or the other contains distinctive lettering, a distinctive mark, a  
28 trademark or a trade name, or any combination thereof.

29 4. The Secretary of State may adopt regulations that interpret  
30 the requirements of this section.

31 **Sec. 33.** NRS 87.550 is hereby amended to read as follows:

32 87.550 In addition to any other fees required by NRS 87.440 to  
33 87.540, inclusive, and *sections 26 and 27 of this act and NRS*  
34 87.560, the Secretary of State shall charge and collect the following  
35 fees for services rendered pursuant to those sections:

36 1. For certifying records required by NRS 87.440 to 87.540,  
37 inclusive, and *sections 26 and 27 of this act and NRS* 87.560, \$30  
38 per certification.

39 2. For signing a certificate verifying the existence of a  
40 registered limited-liability partnership, if the registered limited-  
41 liability partnership has not filed a certificate of amendment, \$50.

42 3. For signing a certificate verifying the existence of a  
43 registered limited-liability partnership, if the registered limited-  
44 liability partnership has filed a certificate of amendment, \$50.



1 4. For signing, certifying or filing any certificate or record not  
2 required by NRS 87.440 to 87.540, inclusive, and *sections 26 and*  
3 *27 of this act and NRS 87.560, \$50.*

4 5. For any copies provided by the Office of the Secretary of  
5 State, \$2 per page.

6 6. For examining and provisionally approving any record  
7 before the record is presented for filing, \$125.

8 **Sec. 34.** Chapter 87A of NRS is hereby amended by adding  
9 thereto the provisions set forth as sections 35 to 38, inclusive, of this  
10 act.

11 **Sec. 35. 1.** *The Secretary of State may authorize a limited*  
12 *partnership whose certificate of limited partnership has been*  
13 *revoked to dissolve without paying additional fees and penalties,*  
14 *other than the fee for filing a certificate of intent to dissolve*  
15 *pursuant to subsection 2, if such a certificate is filed, and the fee*  
16 *for filing a certificate of cancellation required by NRS 87A.315, if*  
17 *the limited partnership provides evidence satisfactory to the*  
18 *Secretary of State that the limited partnership did not transact*  
19 *business in this State or as a limited partnership organized*  
20 *pursuant to the laws of this State:*

21 (a) *During the entire period for which its certificate of limited*  
22 *partnership was revoked; or*

23 (b) *During a portion of the period for which its certificate of*  
24 *limited partnership was revoked and paying the fees and penalties*  
25 *for the portion of that period in which the limited partnership*  
26 *transacted business in this State or as a limited partnership*  
27 *organized pursuant to the laws of this State.*

28 2. *A limited partnership whose certificate of limited*  
29 *partnership has been revoked that is no longer transacting*  
30 *business in this State or as a limited partnership organized*  
31 *pursuant to the laws of this State may register its intent to dissolve*  
32 *by:*

33 (a) *Paying the fee for filing a certificate of cancellation*  
34 *required by NRS 87A.315; and*

35 (b) *Filing a certificate of intent to dissolve that is approved and*  
36 *signed by the person or persons required to approve and sign a*  
37 *certificate of cancellation for the limited partnership and that sets*  
38 *forth:*

39 (1) *The name of the limited partnership as filed with the*  
40 *Secretary of State;*

41 (2) *The business identification number assigned to the*  
42 *limited partnership by the Secretary of State;*

43 (3) *The date on which the limited partnership ceased to*  
44 *transact business in this State or as a limited partnership*  
45 *organized pursuant to the laws of this State;*



1           (4) *The reason that the limited partnership is seeking the*  
2 *relief afforded by the filing of the certificate; and*

3           (5) *A statement that the filing of the certificate has been*  
4 *approved by the person or persons required to approve a certificate*  
5 *of cancellation for the limited partnership.*

6           3. *Except as otherwise provided in subsection 4, upon the*  
7 *filing of a certificate of intent to dissolve pursuant to subsection 2,*  
8 *the Secretary of State shall not impose on the limited partnership*  
9 *any additional fees and penalties relating to the failure of the*  
10 *limited partnership to file a certificate of cancellation.*

11           4. *A limited partnership that has filed a certificate of intent to*  
12 *dissolve pursuant to subsection 2 and that subsequently fails to file*  
13 *a certificate of cancellation and pay the fee for filing the*  
14 *certificate of cancellation must file the documents and pay the fees*  
15 *and penalties that would have been required pursuant to this*  
16 *chapter if the limited partnership had not filed the certificate of*  
17 *intent to dissolve.*

18           5. *The Secretary of State may adopt regulations to administer*  
19 *the provisions of this section.*

20           **Sec. 36.** *1. Except as otherwise provided in NRS 87A.200*  
21 *and 87A.640, a limited partnership which did exist or is existing*  
22 *under this chapter may, upon complying with the provisions of*  
23 *NRS 87A.310, procure a renewal or revival of its certificate of*  
24 *limited partnership for any period, together with all the rights,*  
25 *franchises, privileges and immunities, and subject to all its*  
26 *existing and preexisting debts, duties and liabilities secured or*  
27 *imposed by its original certificate of limited partnership and*  
28 *amendments thereto, or existing certificate of limited partnership,*  
29 *by filing:*

30           (a) *A certificate with the Secretary of State, which must set*  
31 *forth:*

32           (1) *The name of the limited partnership, which must be the*  
33 *name of the registered limited-liability partnership at the time of*  
34 *the renewal or revival, or its name at the time its original*  
35 *certificate of limited partnership expired.*

36           (2) *The information required pursuant to NRS 77.310.*

37           (3) *The date on which the renewal or revival of the*  
38 *certificate of limited partnership is to commence or be effective,*  
39 *which may be, in cases of a revival, before the date of the*  
40 *certificate.*

41           (4) *Whether or not the renewal or revival is to be perpetual*  
42 *and, if not perpetual, the time for which the renewal or revival is*  
43 *to continue.*

44           (5) *That the limited partnership desiring to renew or revive*  
45 *its certificate of limited partnership is, or has been, organized and*



1 *carrying on the business authorized by its existing or original*  
2 *certificate of limited partnership and amendments thereto, and*  
3 *desires to renew or continue through revival its existence pursuant*  
4 *to and subject to the provisions of this chapter.*

5 (b) *A list of its general partners, or the equivalent thereof, and*  
6 *their addresses, either residence or business.*

7 (c) *A declaration under penalty of perjury, on a form provided*  
8 *by the Secretary of State, that the renewal or revival is authorized*  
9 *by a court of competent jurisdiction in this State or by the general*  
10 *partners of the limited partnership.*

11 2. *A limited partnership whose certificate of limited*  
12 *partnership has not expired and is being renewed shall cause the*  
13 *certificate to be signed by a general partner of the limited*  
14 *partnership. The certificate of renewal must be approved by a*  
15 *majority of the general partners.*

16 3. *A limited partnership seeking to revive its original or*  
17 *amended certificate of limited partnership shall cause the*  
18 *certificate of revival to be signed by a person or persons*  
19 *designated or appointed by the general partners of the limited*  
20 *partnership. The signing and filing of the certificate of revival*  
21 *must be approved by the written consent of the general partners of*  
22 *the limited partnership holding at least a majority of the voting*  
23 *power and must contain a recital that this consent was secured.*  
24 *The limited partnership shall pay to the Secretary of State the fee*  
25 *required to form a new limited partnership pursuant to the*  
26 *provisions of this chapter.*

27 4. *The filed certificate of renewal or revival, or a copy thereof*  
28 *which has been certified under the hand and seal of the Secretary*  
29 *of State, must be received in all courts and places as prima facie*  
30 *evidence of the facts therein stated and of the qualification to do*  
31 *business in this State of the limited partnership named therein.*

32 5. *Except as otherwise provided in NRS 87A.185, a renewal*  
33 *or revival pursuant to this section relates back to the date on*  
34 *which the limited partnership's certificate of limited partnership*  
35 *expired or was revoked and renews or revives the limited*  
36 *partnership's certificate of limited partnership and right to*  
37 *transact business as if such right had at all times remained in full*  
38 *force.*

39 6. *A limited partnership that has revived or renewed its*  
40 *certificate of limited partnership pursuant to the provisions of this*  
41 *section:*

42 (a) *Is a limited partnership and continues to be a limited*  
43 *partnership for the time stated in the certificate of revival or*  
44 *renewal;*





1 (b) Possesses the rights, privileges and immunities conferred  
2 by the original certificate of limited partnership and by this  
3 chapter; and

4 (c) Is subject to the restrictions and liabilities set forth in this  
5 chapter.

6 **Sec. 37. 1.** The Secretary of State may authorize a foreign  
7 limited partnership whose right to transact business in this State  
8 has been revoked to cancel its registration in this State without  
9 paying additional fees and penalties, other than the fee for filing a  
10 certificate of intent to cancel its registration pursuant to  
11 subsection 2, if such a certificate is filed, and the fee for filing a  
12 certificate of cancellation required by NRS 87A.315, if the foreign  
13 limited partnership provides evidence satisfactory to the Secretary  
14 of State that the foreign limited partnership did not transact  
15 business in this State:

16 (a) During the entire period for which its registration in this  
17 State was revoked; or

18 (b) During a portion of the period for which its registration in  
19 this State was revoked and paying the fees and penalties for the  
20 portion of that period in which the foreign limited partnership  
21 transacted business in this State.

22 2. A foreign limited partnership whose registration in this  
23 State has been revoked that is no longer transacting business in  
24 this State may register its intent to cancel its registration in this  
25 State by:

26 (a) Paying the fee for filing a certificate of cancellation  
27 required by NRS 87A.315; and

28 (b) Filing a certificate of intent to cancel its registration that is  
29 approved and signed by the person or persons required to approve  
30 and sign a certificate of cancellation for the foreign limited  
31 partnership and that sets forth:

32 (1) The name of the foreign limited partnership as filed  
33 with the Secretary of State;

34 (2) The business identification number assigned to the  
35 foreign limited partnership by the Secretary of State;

36 (3) The date on which the foreign limited partnership  
37 ceased to transact business in this State;

38 (4) The reason that the foreign limited partnership is  
39 seeking the relief afforded by the filing of the certificate; and

40 (5) A statement that the filing of the certificate has been  
41 approved by the person or persons required to approve a certificate  
42 of cancellation for the foreign limited partnership.

43 3. Except as otherwise provided in subsection 4, upon the  
44 filing of a certificate of intent to cancel the registration of limited  
45 partnership pursuant to subsection 2, the Secretary of State shall



1 *not impose on the foreign limited partnership any additional fees*  
2 *and penalties relating to the failure of the foreign limited*  
3 *partnership to file a certificate of cancellation.*

4 *4. A foreign limited partnership that has filed a certificate of*  
5 *intent to cancel its registration pursuant to subsection 2 and that*  
6 *subsequently fails to file a certificate of cancellation and pay the*  
7 *fee for filing the certificate of cancellation must file the documents*  
8 *and pay the fees and penalties that would have been required*  
9 *pursuant to this chapter if the foreign limited partnership had not*  
10 *filed the certificate of intent to cancel its registration.*

11 *5. The Secretary of State may adopt regulations to administer*  
12 *the provisions of this section.*

13 **Sec. 38.** *1. Except as otherwise provided in NRS 87A.580,*  
14 *any foreign limited partnership which has forfeited its right to*  
15 *transact business in this State under the provisions of this chapter*  
16 *may, upon complying with the provisions of NRS 87A.595,*  
17 *procure a renewal or revival of its right to transact business in this*  
18 *State for any period, together with all the rights, franchises,*  
19 *privileges and immunities, and subject to all its existing and*  
20 *preexisting debts, duties and liabilities secured or imposed by its*  
21 *original certificate authorizing it to transact business in this State*  
22 *and amendments thereto, or existing certificate authorizing it to*  
23 *transact business in this State, by filing:*

24 *(a) A certificate with the Secretary of State, which must set*  
25 *forth:*

26 *(1) The name of the foreign limited partnership, which*  
27 *must be the name of the foreign limited partnership at the time of*  
28 *the renewal or revival, or its name at the time of the expiration of*  
29 *its original certificate authorizing it to transact business in this*  
30 *State.*

31 *(2) The information required pursuant to NRS 77.310.*

32 *(3) The date on which the renewal or revival of the right to*  
33 *transact business in this State is to commence or be effective,*  
34 *which may be, in cases of a revival, before the date of the*  
35 *certificate.*

36 *(4) Whether or not the renewal or revival is to be perpetual*  
37 *and, if not perpetual, the time for which the renewal or revival is*  
38 *to continue.*

39 *(5) That the foreign limited partnership desiring to renew*  
40 *or revive its right to transact business in this State is, or has been,*  
41 *organized and carrying on the business authorized by its existing*  
42 *or original certificate authorizing it to transact business in this*  
43 *State and amendments thereto, and desires to renew or continue*  
44 *through revival its transaction of business in this State pursuant to*  
45 *and subject to the provisions of this chapter.*



1 (b) *A list of its general partners, or the equivalent thereof, and*  
2 *their addresses, either residence or business.*

3 (c) *A declaration under penalty of perjury, on a form provided*  
4 *by the Secretary of State, that the renewal or revival is authorized*  
5 *by a court of competent jurisdiction in this State or by the general*  
6 *partners of the foreign limited partnership.*

7 2. *A foreign limited partnership whose registration has not*  
8 *expired and is being renewed shall cause the certificate of renewal*  
9 *to be signed by a general partner of the foreign limited*  
10 *partnership. The certificate of renewal must be approved by a*  
11 *majority of the general partners.*

12 3. *A foreign limited partnership seeking to revive its original*  
13 *or amended certificate authorizing it to transact business in this*  
14 *State shall cause the certificate of revival to be signed by a person*  
15 *or persons designated or appointed by the general partners of the*  
16 *foreign limited partnership. The signing and filing of the*  
17 *certificate must be approved by the written consent of the general*  
18 *partners of the foreign limited partnership holding at least a*  
19 *majority of the voting power and must contain a recital that this*  
20 *consent was secured. The foreign limited partnership shall pay to*  
21 *the Secretary of State the fee required to qualify a foreign limited*  
22 *partnership to transact business in this State pursuant to the*  
23 *provisions of this chapter.*

24 4. *The filed certificate of renewal or revival, or a copy thereof*  
25 *which has been certified under the hand and seal of the Secretary*  
26 *of State, must be received in all courts and places as prima facie*  
27 *evidence of the facts therein stated and of the qualification to*  
28 *transact business in this State of the foreign limited partnership*  
29 *named therein.*

30 5. *Except as otherwise provided in NRS 87A.600, a renewal*  
31 *or revival pursuant to this section relates back to the date on*  
32 *which the foreign limited partnership's right to transact business*  
33 *in this State was forfeited and renews or revives the foreign limited*  
34 *partnership's right to transact business as if such right had at all*  
35 *times remained in full force.*

36 **Sec. 39.** NRS 87A.045 is hereby amended to read as follows:

37 87A.045 "Foreign registered limited-liability limited  
38 partnership" means a foreign limited-liability limited partnership:

39 1. Formed pursuant to an agreement governed by the laws of  
40 another state; and

41 2. Registered pursuant to and complying with NRS 87A.535 to  
42 87A.625, inclusive, and *sections 37 and 38 of this act and*  
43 *NRS 87A.655.*



1       **Sec. 40.** NRS 87A.185 is hereby amended to read as follows:

2       87A.185 1. Except as otherwise provided in subsection 2, if a  
3 limited partnership applies to reinstate *or revive* its right to transact  
4 business but its name has been legally reserved or acquired by any  
5 other artificial person formed, organized, registered or qualified  
6 pursuant to the provisions of this title whose name is on file with  
7 the Office of the Secretary of State or reserved in the Office of the  
8 Secretary of State pursuant to the provisions of this title, the  
9 applying limited partnership shall submit in writing to the Secretary  
10 of State some other name under which it desires its right to be  
11 reinstated ~~[-]~~ *or revived*. If that name is distinguishable from all  
12 other names reserved or otherwise on file, the Secretary of State  
13 shall reinstate *or revive* the limited partnership under that new name.

14       2. If the applying limited partnership submits the written,  
15 acknowledged consent of the other artificial person having the  
16 name, or the person who has reserved the name, that is not  
17 distinguishable from the old name of the applying limited  
18 partnership or a new name it has submitted, it may be reinstated *or*  
19 *revived* under that name.

20       3. For the purposes of this section, a proposed name is not  
21 distinguishable from a name on file or reserved name solely because  
22 one or the other contains distinctive lettering, a distinctive mark, a  
23 trademark or a trade name, or any combination thereof.

24       4. The Secretary of State may adopt regulations that interpret  
25 the requirements of this section.

26       **Sec. 41.** NRS 87A.600 is hereby amended to read as follows:

27       87A.600 1. Except as otherwise provided in subsection 2, if a  
28 foreign limited partnership applies to reinstate *or revive* its  
29 certificate of registration and its name has been legally reserved or  
30 acquired by another artificial person formed, organized, registered  
31 or qualified pursuant to the provisions of this title whose name is on  
32 file with the Office of the Secretary of State or reserved in the  
33 Office of the Secretary of State pursuant to the provisions of this  
34 title, the foreign limited partnership must in its application for  
35 reinstatement *or revival* submit in writing to the Secretary of State  
36 some other name under which it desires its existence to be reinstated  
37 ~~[-]~~ *or revived*. If that name is distinguishable from all other names  
38 reserved or otherwise on file, the Secretary of State shall reinstate *or*  
39 *revive* the foreign limited partnership under that new name.

40       2. If the applying foreign limited partnership submits the  
41 written, acknowledged consent of the artificial person having a  
42 name, or the person who has reserved a name, which is not  
43 distinguishable from the old name of the applying foreign limited  
44 partnership or a new name it has submitted, it may be reinstated *or*  
45 *revived* under that name.



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

5 4. The Secretary of State may adopt regulations that interpret  
6 the requirements of this section.

7 **Sec. 42.** NRS 87A.615 is hereby amended to read as follows:

8 87A.615 1. For the purposes of NRS 87A.535 to 87A.625,  
9 inclusive, *and sections 37 and 38 of this act*, the following  
10 activities do not constitute transacting business in this State:

11 (a) Maintaining, defending or settling any proceeding;

12 (b) Holding meetings of the managers or members or carrying  
13 on other activities concerning internal company affairs;

14 (c) Maintaining accounts in banks or credit unions;

15 (d) Maintaining offices or agencies for the transfer, exchange  
16 and registration of the company's own securities or maintaining  
17 trustees or depositaries with respect to those securities;

18 (e) Making sales through independent contractors;

19 (f) Soliciting or receiving orders outside this State through or in  
20 response to letters, circulars, catalogs or other forms of advertising,  
21 accepting those orders outside this State and filling them by  
22 shipping goods into this State;

23 (g) Creating or acquiring indebtedness, mortgages and security  
24 interests in real or personal property;

25 (h) Securing or collecting debts or enforcing mortgages and  
26 security interests in property securing the debts;

27 (i) Owning, without more, real or personal property;

28 (j) Isolated transactions completed within 30 days and not a part  
29 of a series of similar transactions;

30 (k) The production of motion pictures as defined in  
31 NRS 231.020;

32 (l) Transacting business as an out-of-state depository institution  
33 pursuant to the provisions of title 55 of NRS; and

34 (m) Transacting business in interstate commerce.

35 2. The list of activities in subsection 1 is not exhaustive.

36 3. A person who is not transacting business in this State within  
37 the meaning of this section need not qualify or comply with any  
38 provision of this chapter, title 55 or 56 of NRS or chapter 645A,  
39 645B or 645E of NRS unless the person:

40 (a) Maintains an office in this State for the transaction of  
41 business; or

42 (b) Solicits or accepts deposits in the State, except pursuant to  
43 the provisions of chapter 666 or 666A of NRS.

44 4. The fact that a person is not transacting business in this State  
45 within the meaning of this section:



1 (a) Does not affect the determination of whether any court,  
2 administrative agency or regulatory body in this State may exercise  
3 personal jurisdiction over the person in any civil action, criminal  
4 action, administrative proceeding or regulatory proceeding; and

5 (b) Except as otherwise provided in subsection 3, does not affect  
6 the applicability of any other provision of law with respect to the  
7 person and may not be offered as a defense or introduced in  
8 evidence in any civil action, criminal action, administrative  
9 proceeding or regulatory proceeding to prove that the person is not  
10 transacting business in this State, including, without limitation, any  
11 civil action, criminal action, administrative proceeding or regulatory  
12 proceeding involving an alleged violation of chapter 597, 598 or  
13 598A of NRS.

14 5. As used in this section, "deposits" means demand deposits,  
15 savings deposits and time deposits, as those terms are defined in  
16 chapter 657 of NRS.

17 **Sec. 43.** NRS 87A.625 is hereby amended to read as follows:

18 87A.625 The Attorney General may bring an action to restrain  
19 a foreign limited partnership from transacting business in this State  
20 in violation of NRS 87A.535 to 87A.625, inclusive **+**, and sections  
21 **37 and 38 of this act.**

22 **Sec. 44.** Chapter 88 of NRS is hereby amended by adding  
23 thereto the provisions set forth as sections 45 to 48, inclusive, of this  
24 act.

25 **Sec. 45. 1. *The Secretary of State may authorize a limited***  
26 ***partnership whose certificate of limited partnership has been***  
27 ***revoked to dissolve without paying additional fees and penalties,***  
28 ***other than the fee for filing a certificate of intent to dissolve***  
29 ***pursuant to subsection 2, if such a certificate is filed, and the fee***  
30 ***for filing a certificate of cancellation required by NRS 88.415, if***  
31 ***the limited partnership provides evidence satisfactory to the***  
32 ***Secretary of State that the limited partnership did not transact***  
33 ***business in this State or as a limited partnership organized***  
34 ***pursuant to the laws of this State:***

35 (a) *During the entire period for which its certificate of limited*  
36 *partnership was revoked; or*

37 (b) *During a portion of the period for which its certificate of*  
38 *limited partnership was revoked and paying the fees and penalties*  
39 *for the portion of that period in which the limited partnership*  
40 *transacted business in this State or as a limited partnership*  
41 *organized pursuant to the laws of this State.*

42 2. *A limited partnership whose certificate of limited*  
43 *partnership has been revoked that is no longer transacting*  
44 *business in this State or as a limited partnership organized*



1 *pursuant to the laws of this State may register its intent to dissolve*  
2 *by:*

3 *(a) Paying the fee for filing a certificate of cancellation*  
4 *required by NRS 88.415; and*

5 *(b) Filing a certificate of intent to dissolve that is approved and*  
6 *signed by the person or persons required to approve and sign a*  
7 *certificate of cancellation for the limited partnership and that sets*  
8 *forth:*

9 *(1) The name of the limited partnership as filed with the*  
10 *Secretary of State;*

11 *(2) The business identification number assigned to the*  
12 *limited partnership by the Secretary of State;*

13 *(3) The date on which the limited partnership ceased to*  
14 *transact business in this State or as a limited partnership*  
15 *organized pursuant to the laws of this State;*

16 *(4) The reason that the limited partnership is seeking the*  
17 *relief afforded by the filing of the certificate; and*

18 *(5) A statement that the filing of the certificate has been*  
19 *approved by the person or persons required to approve a certificate*  
20 *of cancellation for the limited partnership.*

21 *3. Except as otherwise provided in subsection 4, upon the*  
22 *filing of a certificate of intent to dissolve pursuant to subsection 2,*  
23 *the Secretary of State shall not impose on the limited partnership*  
24 *any additional fees and penalties relating to the failure of the*  
25 *limited partnership to file a certificate of cancellation.*

26 *4. A limited partnership that has filed a certificate of intent to*  
27 *dissolve pursuant to subsection 2 and that subsequently fails to file*  
28 *a certificate of cancellation and pay the fee for filing the*  
29 *certificate of cancellation must file the documents and pay the fees*  
30 *and penalties that would have been required pursuant to this*  
31 *chapter if the limited partnership had not filed the certificate of*  
32 *intent to dissolve.*

33 *5. The Secretary of State may adopt regulations to administer*  
34 *the provisions of this section.*

35 **Sec. 46.** *1. Except as otherwise provided in NRS 88.3355*  
36 *and 88.6067, a limited partnership which did exist or is existing*  
37 *under this chapter may, upon complying with the provisions of*  
38 *NRS 88.410, procure a renewal or revival of its certificate of*  
39 *limited partnership for any period, together with all the rights,*  
40 *franchises, privileges and immunities, and subject to all its*  
41 *existing and preexisting debts, duties and liabilities secured or*  
42 *imposed by its original certificate of limited partnership and*  
43 *amendments thereto, or existing certificate of limited partnership,*  
44 *by filing:*



1 (a) A certificate with the Secretary of State, which must set  
2 forth:

3 (1) The name of the limited partnership, which must be the  
4 name of the limited partnership at the time of the renewal or  
5 revival, or its name at the time its original certificate of limited  
6 partnership expired.

7 (2) The information required pursuant to NRS 77.310.

8 (3) The date on which the renewal or revival of the  
9 certificate of limited partnership is to commence or be effective,  
10 which may be, in cases of a revival, before the date of the  
11 certificate.

12 (4) Whether or not the renewal or revival is to be perpetual  
13 and, if not perpetual, the time for which the renewal or revival is  
14 to continue.

15 (5) That the limited partnership desiring to renew or revive  
16 its certificate of limited partnership is, or has been, organized and  
17 carrying on the business authorized by its existing or original  
18 certificate of limited partnership and amendments thereto, and  
19 desires to renew or continue through revival its existence pursuant  
20 to and subject to the provisions of this chapter.

21 (b) A list of its general partners, or the equivalent thereof, and  
22 their addresses, either residence or business.

23 (c) A declaration under penalty of perjury, on a form provided  
24 by the Secretary of State, that the renewal or revival is authorized  
25 by a court of competent jurisdiction in this State or by the general  
26 partners of the limited partnership.

27 2. A limited partnership whose certificate of limited  
28 partnership has not expired and is being renewed shall cause the  
29 certificate to be signed by a general partner of the limited  
30 partnership. The certificate of renewal must be approved by a  
31 majority of the general partners.

32 3. A limited partnership seeking to revive its original or  
33 amended certificate of limited partnership shall cause the  
34 certificate of revival to be signed by a person or persons  
35 designated or appointed by the general partners of the limited  
36 partnership. The signing and filing of the certificate of revival  
37 must be approved by the written consent of the general partners of  
38 the limited partnership holding at least a majority of the voting  
39 power and must contain a recital that this consent was secured.  
40 The limited partnership shall pay to the Secretary of State the fee  
41 required to form a new limited partnership pursuant to the  
42 provisions of this chapter.

43 4. The filed certificate of renewal or revival, or a copy thereof  
44 which has been certified under the hand and seal of the Secretary  
45 of State, must be received in all courts and places as prima facie





1 *evidence of the facts therein stated and of the qualification to do*  
2 *business in this State of the limited partnership named therein.*

3 *5. Except as otherwise provided in NRS 88.327, a renewal or*  
4 *revival pursuant to this section relates back to the date on which*  
5 *the limited partnership's certificate of limited partnership expired*  
6 *or was revoked and renews or revives the limited partnership's*  
7 *certificate of limited partnership and right to transact business as*  
8 *if such right had at all times remained in full force.*

9 *6. A limited partnership that has revived or renewed its*  
10 *certificate of limited partnership pursuant to the provisions of this*  
11 *section:*

12 *(a) Is a limited partnership and continues to be a limited*  
13 *partnership for the time stated in the certificate of revival or*  
14 *renewal;*

15 *(b) Possesses the rights, privileges and immunities conferred*  
16 *by the original certificate of limited partnership and by this*  
17 *chapter; and*

18 *(c) Is subject to the restrictions and liabilities set forth in this*  
19 *chapter.*

20 **Sec. 47. 1.** *The Secretary of State may authorize a foreign*  
21 *limited partnership whose right to transact business in this State*  
22 *has been revoked to cancel its registration in this State without*  
23 *paying additional fees and penalties, other than the fee for filing a*  
24 *certificate of intent to cancel its registration pursuant to*  
25 *subsection 2, if such a certificate is filed, and the fee for filing a*  
26 *certificate of cancellation required by NRS 88.415, if the foreign*  
27 *limited partnership provides evidence satisfactory to the Secretary*  
28 *of State that the foreign limited partnership did not transact*  
29 *business in this State:*

30 *(a) During the entire period for which its registration in this*  
31 *State was revoked; or*

32 *(b) During a portion of the period for which its registration in*  
33 *this State was revoked and paying the fees and penalties for the*  
34 *portion of that period in which the foreign limited partnership*  
35 *transacted business in this State.*

36 **2.** *A foreign limited partnership whose registration in this*  
37 *State has been revoked that is no longer transacting business in*  
38 *this State may register its intent to cancel its registration in this*  
39 *State by:*

40 *(a) Paying the fee for filing a certificate of cancellation*  
41 *required by NRS 88.415; and*

42 *(b) Filing a certificate of intent to cancel its registration that is*  
43 *approved and signed by the person or persons required to approve*  
44 *and sign a certificate of cancellation for the foreign limited*  
45 *partnership and that sets forth:*



1       (1) *The name of the foreign limited partnership as filed*  
2 *with the Secretary of State;*

3       (2) *The business identification number assigned to the*  
4 *foreign limited partnership by the Secretary of State;*

5       (3) *The date on which the foreign limited partnership*  
6 *ceased to transact business in this State;*

7       (4) *The reason that the foreign limited partnership is*  
8 *seeking the relief afforded by the filing of the certificate; and*

9       (5) *A statement that the filing of the certificate has been*  
10 *approved by the person or persons required to approve a certificate*  
11 *of cancellation for the foreign limited partnership.*

12       3. *Except as otherwise provided in subsection 4, upon the*  
13 *filing of a certificate of intent to cancel the registration of the*  
14 *foreign limited partnership pursuant to subsection 2, the Secretary*  
15 *of State shall not impose on the foreign limited partnership any*  
16 *additional fees and penalties relating to the failure of the foreign*  
17 *limited partnership to file a certificate of cancellation.*

18       4. *A foreign limited partnership that has filed a certificate of*  
19 *intent to cancel its registration pursuant to subsection 2 and that*  
20 *subsequently fails to file a certificate of cancellation and pay the*  
21 *fee for filing the certificate of cancellation must file the documents*  
22 *and pay the fees and penalties that would have been required*  
23 *pursuant to this chapter if the foreign limited partnership had not*  
24 *filed the certificate of intent to cancel its registration.*

25       5. *The Secretary of State may adopt regulations to administer*  
26 *the provisions of this section.*

27       **Sec. 48.** *1. Except as otherwise provided in NRS 88.5927,*  
28 *any foreign limited partnership which has forfeited its right to*  
29 *transact business in this State under the provisions of this chapter*  
30 *may, upon complying with the provisions of NRS 88.594, procure*  
31 *a renewal or revival of its right to transact business in this State*  
32 *for any period, together with all the rights, franchises, privileges*  
33 *and immunities, and subject to all its existing and preexisting*  
34 *debts, duties and liabilities secured or imposed by its original*  
35 *certificate authorizing it to transact business in this State and*  
36 *amendments thereto, or existing certificate authorizing it to*  
37 *transact business in this State, by filing:*

38       (a) *A certificate with the Secretary of State, which must set*  
39 *forth:*

40       (1) *The name of the foreign limited partnership, which*  
41 *must be the name of the foreign limited partnership at the time of*  
42 *the renewal or revival, or its name at the time of the expiration of*  
43 *its original certificate authorizing it to transact business in this*  
44 *State.*

45       (2) *The information required pursuant to NRS 77.310.*



1           (3) *The date on which the renewal or revival of the right to*  
2 *transact business in this State is to commence or be effective,*  
3 *which may be, in cases of a revival, before the date of the*  
4 *certificate.*

5           (4) *Whether or not the renewal or revival is to be perpetual*  
6 *and, if not perpetual, the time for which the renewal or revival is*  
7 *to continue.*

8           (5) *That the foreign limited partnership desiring to renew*  
9 *or revive its right to transact business in this State is, or has been,*  
10 *organized and carrying on the business authorized by its existing*  
11 *or original certificate authorizing it to transact business in this*  
12 *State and amendments thereto, and desires to renew or continue*  
13 *through revival its transaction of business in this State pursuant to*  
14 *and subject to the provisions of this chapter.*

15           (b) *A list of its general partners, or the equivalent thereof, and*  
16 *their addresses, either residence or business.*

17           (c) *A declaration under penalty of perjury, on a form provided*  
18 *by the Secretary of State, that the renewal or revival is authorized*  
19 *by a court of competent jurisdiction in this State or by the general*  
20 *partners of the foreign limited partnership.*

21           2. *A foreign limited partnership whose registration has not*  
22 *expired and is being renewed shall cause the certificate of renewal*  
23 *to be signed by a general partner of the foreign limited*  
24 *partnership. The certificate of renewal must be approved by a*  
25 *majority of the general partners.*

26           3. *A foreign limited partnership seeking to revive its original*  
27 *or amended certificate authorizing it to transact business in this*  
28 *State shall cause the certificate of revival to be signed by a person*  
29 *or persons designated or appointed by the general partners of the*  
30 *foreign limited partnership. The signing and filing of the*  
31 *certificate must be approved by the written consent of the general*  
32 *partners of the foreign limited partnership holding at least a*  
33 *majority of the voting power and must contain a recital that this*  
34 *consent was secured. The foreign limited partnership shall pay to*  
35 *the Secretary of State the fee required to qualify a foreign limited*  
36 *partnership to transact business in this State pursuant to the*  
37 *provisions of this chapter.*

38           4. *The filed certificate of renewal or revival, or a copy thereof*  
39 *which has been certified under the hand and seal of the Secretary*  
40 *of State, must be received in all courts and places as prima facie*  
41 *evidence of the facts therein stated and of the qualification to*  
42 *transact business in this State of the foreign limited partnership*  
43 *named therein.*

44           5. *Except as otherwise provided in NRS 88.5945, a renewal or*  
45 *revival pursuant to this section relates back to the date on which*



1 *the foreign limited partnership's right to transact business in this*  
2 *State was forfeited and renews or revives the foreign limited*  
3 *partnership's right to transact business as if such right had at all*  
4 *times remained in full force.*

5 **Sec. 49.** NRS 88.315 is hereby amended to read as follows:

6 88.315 As used in this chapter, unless the context otherwise  
7 requires:

8 1. "Certificate of limited partnership" means the certificate  
9 referred to in NRS 88.350, and the certificate as amended or  
10 restated.

11 2. "Contribution" means any cash, property, services rendered,  
12 or a promissory note or other binding obligation to contribute cash  
13 or property or to perform services, which a partner contributes to a  
14 limited partnership in his or her capacity as a partner.

15 3. "Event of withdrawal of a general partner" means an event  
16 that causes a person to cease to be a general partner as provided in  
17 NRS 88.450.

18 4. "Foreign limited partnership" means a partnership formed  
19 under the laws of a jurisdiction other than this State and having as  
20 partners one or more general partners and one or more limited  
21 partners.

22 5. "Foreign registered limited-liability limited partnership"  
23 means a foreign limited-liability limited partnership:

24 (a) Formed pursuant to an agreement governed by the laws of  
25 another state; and

26 (b) Registered pursuant to and complying with NRS 88.570 to  
27 88.605, inclusive, and *sections 47 and 48 of this act and*  
28 *NRS 88.609.*

29 6. "General partner" means a person who has been admitted to  
30 a limited partnership as a general partner in accordance with the  
31 partnership agreement and named in the certificate of limited  
32 partnership as a general partner.

33 7. "Limited partner" means a person who has been admitted to  
34 a limited partnership as a limited partner in accordance with the  
35 partnership agreement.

36 8. "Limited partnership" and "domestic limited partnership"  
37 mean a partnership formed by two or more persons under the laws  
38 of this State and having one or more general partners and one or  
39 more limited partners, including a restricted limited partnership.

40 9. "Partner" means a limited or general partner.

41 10. "Partnership agreement" means any valid agreement,  
42 written or oral, of the partners as to the affairs of a limited  
43 partnership and the conduct of its business.



1 11. "Partnership interest" means a partner's share of the profits  
2 and losses of a limited partnership and the right to receive  
3 distributions of partnership assets.

4 12. "Registered limited-liability limited partnership" means a  
5 limited partnership:

6 (a) Formed pursuant to an agreement governed by this chapter;  
7 and

8 (b) Registered pursuant to and complying with NRS 88.350 to  
9 88.415, inclusive, *and sections 45 and 46 of this act and NRS*  
10 88.606, 88.6065 and 88.607.

11 13. "Registered agent" has the meaning ascribed to it in  
12 NRS 77.230.

13 14. "Registered office" means the office maintained at the  
14 street address of the registered agent.

15 15. "Restricted limited partnership" means a limited  
16 partnership organized and existing under this chapter that elects to  
17 include the optional provisions permitted by NRS 88.350.

18 16. "State" means a state, territory or possession of the United  
19 States, the District of Columbia or the Commonwealth of Puerto  
20 Rico.

21 **Sec. 50.** NRS 88.327 is hereby amended to read as follows:

22 88.327 1. Except as otherwise provided in subsection 2, if a  
23 limited partnership applies to reinstate *or revive* its right to transact  
24 business but its name has been legally reserved or acquired by any  
25 other artificial person formed, organized, registered or qualified  
26 pursuant to the provisions of this title whose name is on file with  
27 the Office of the Secretary of State or reserved in the Office of the  
28 Secretary of State pursuant to the provisions of this title, the  
29 applying limited partnership shall submit in writing to the Secretary  
30 of State some other name under which it desires its right to be  
31 reinstated ~~+~~ *or revived*. If that name is distinguishable from all  
32 other names reserved or otherwise on file, the Secretary of State  
33 shall reinstate *or revive* the limited partnership under that new name.

34 2. If the applying limited partnership submits the written,  
35 acknowledged consent of the other artificial person having the  
36 name, or the person who has reserved the name, that is not  
37 distinguishable from the old name of the applying limited  
38 partnership or a new name it has submitted, it may be reinstated *or*  
39 *revived* under that name.

40 3. For the purposes of this section, a proposed name is not  
41 distinguishable from a name on file or reserved name solely because  
42 one or the other contains distinctive lettering, a distinctive mark, a  
43 trademark or a trade name, or any combination thereof.

44 4. The Secretary of State may adopt regulations that interpret  
45 the requirements of this section.



1       **Sec. 51.** NRS 88.5945 is hereby amended to read as follows:

2       88.5945 1. Except as otherwise provided in subsection 2, if a  
3 foreign limited partnership applies to reinstate *or revive* its  
4 certificate of registration and its name has been legally reserved or  
5 acquired by another artificial person formed, organized, registered  
6 or qualified pursuant to the provisions of this title whose name is on  
7 file with the Office of the Secretary of State or reserved in the  
8 Office of the Secretary of State pursuant to the provisions of this  
9 title, the foreign limited partnership must in its application for  
10 reinstatement *or revival* submit in writing to the Secretary of State  
11 some other name under which it desires its existence to be reinstated  
12 ~~to~~ *or revived*. If that name is distinguishable from all other names  
13 reserved or otherwise on file, the Secretary of State shall reinstate *or*  
14 *revive* the foreign limited partnership under that new name.

15       2. If the applying foreign limited partnership submits the  
16 written, acknowledged consent of the artificial person having a  
17 name, or the person who has reserved a name, which is not  
18 distinguishable from the old name of the applying foreign limited  
19 partnership or a new name it has submitted, it may be reinstated *or*  
20 *revived* under that name.

21       3. For the purposes of this section, a proposed name is not  
22 distinguishable from a name on file or reserved solely because one  
23 or the other contains distinctive lettering, a distinctive mark, a  
24 trademark or a trade name, or any combination thereof.

25       4. The Secretary of State may adopt regulations that interpret  
26 the requirements of this section.

27       **Sec. 52.** NRS 88.602 is hereby amended to read as follows:

28       88.602 1. For the purposes of NRS 88.570 to 88.605,  
29 inclusive, *and sections 47 and 48 of this act*, the following  
30 activities do not constitute transacting business in this State:

- 31       (a) Maintaining, defending or settling any proceeding;  
32       (b) Holding meetings of the managers or members or carrying  
33 on other activities concerning internal company affairs;  
34       (c) Maintaining accounts in banks or credit unions;  
35       (d) Maintaining offices or agencies for the transfer, exchange  
36 and registration of the company's own securities or maintaining  
37 trustees or depositories with respect to those securities;  
38       (e) Making sales through independent contractors;  
39       (f) Soliciting or receiving orders outside this State through or in  
40 response to letters, circulars, catalogs or other forms of advertising,  
41 accepting those orders outside this State and filling them by  
42 shipping goods into this State;  
43       (g) Creating or acquiring indebtedness, mortgages and security  
44 interests in real or personal property;



1 (h) Securing or collecting debts or enforcing mortgages and  
2 security interests in property securing the debts;

3 (i) Owning, without more, real or personal property;

4 (j) Isolated transactions completed within 30 days and not a part  
5 of a series of similar transactions;

6 (k) The production of motion pictures as defined in  
7 NRS 231.020;

8 (l) Transacting business as an out-of-state depository institution  
9 pursuant to the provisions of title 55 of NRS; and

10 (m) Transacting business in interstate commerce.

11 2. The list of activities in subsection 1 is not exhaustive.

12 3. A person who is not transacting business in this State within  
13 the meaning of this section need not qualify or comply with any  
14 provision of this chapter, title 55 or 56 of NRS or chapter 645A,  
15 645B or 645E of NRS unless the person:

16 (a) Maintains an office in this State for the transaction of  
17 business; or

18 (b) Solicits or accepts deposits in the State, except pursuant to  
19 the provisions of chapter 666 or 666A of NRS.

20 4. The fact that a person is not transacting business in this State  
21 within the meaning of this section:

22 (a) Does not affect the determination of whether any court,  
23 administrative agency or regulatory body in this State may exercise  
24 personal jurisdiction over the person in any civil action, criminal  
25 action, administrative proceeding or regulatory proceeding; and

26 (b) Except as otherwise provided in subsection 3, does not affect  
27 the applicability of any other provision of law with respect to the  
28 person and may not be offered as a defense or introduced in  
29 evidence in any civil action, criminal action, administrative  
30 proceeding or regulatory proceeding to prove that the person is not  
31 transacting business in this State, including, without limitation, any  
32 civil action, criminal action, administrative proceeding or regulatory  
33 proceeding involving an alleged violation of chapter 597, 598 or  
34 598A of NRS.

35 5. As used in this section, "deposits" means demand deposits,  
36 savings deposits and time deposits, as those terms are defined in  
37 chapter 657 of NRS.

38 **Sec. 53.** NRS 88.605 is hereby amended to read as follows:

39 88.605 The Attorney General may bring an action to restrain a  
40 foreign limited partnership from transacting business in this State in  
41 violation of NRS 88.570 to 88.605, inclusive **[ ]**, *and sections 47*  
42 *and 48 of this act.*



1       **Sec. 54.** Chapter 88A of NRS is hereby amended by adding  
2 thereto the provisions set forth as sections 55 to 58, inclusive, of this  
3 act.

4       **Sec. 55. 1.** *The Secretary of State may authorize a business*  
5 *trust whose certificate of trust has been revoked to cancel its*  
6 *certificate of trust without paying additional fees and penalties,*  
7 *other than the fee for filing a certificate of intent to dissolve*  
8 *pursuant to subsection 2, if such a certificate is filed, and the fee*  
9 *for filing a certificate of cancellation required by NRS 88A.900, if*  
10 *the business trust provides evidence satisfactory to the Secretary of*  
11 *State that the business trust did not transact business in this State*  
12 *or as a business trust organized pursuant to the laws of this State:*

13       (a) *During the entire period for which its certificate of trust*  
14 *was revoked; or*

15       (b) *During a portion of the period for which its certificate of*  
16 *trust was revoked and paying the fees and penalties for the portion*  
17 *of that period in which the business trust transacted business in*  
18 *this State or as a business trust organized pursuant to the laws of*  
19 *this State.*

20       2. *A business trust whose certificate of trust has been revoked*  
21 *that is no longer transacting business in this State may register its*  
22 *intent to cancel its certificate of trust by:*

23       (a) *Paying the fee for filing a certificate of cancellation*  
24 *required by NRS 88A.900; and*

25       (b) *Filing a certificate of intent to cancel its certificate of trust*  
26 *that is approved and signed by the person or persons required to*  
27 *approve and sign a certificate of cancellation for the business trust*  
28 *and that sets forth:*

29       (1) *The name of the business trust as filed with the*  
30 *Secretary of State;*

31       (2) *The business identification number assigned to the*  
32 *business trust by the Secretary of State;*

33       (3) *The date on which the business trust ceased to transact*  
34 *business in this State or as a business trust organized pursuant to*  
35 *the laws of this State;*

36       (4) *The reason that the business trust is seeking the relief*  
37 *afforded by the filing of the certificate; and*

38       (5) *A statement that the filing of the certificate has been*  
39 *approved by the person or persons required to approve a certificate*  
40 *of cancellation for the business trust.*

41       3. *Except as otherwise provided in subsection 4, upon the*  
42 *filing of a certificate of intent to cancel the certificate of trust of a*  
43 *business trust, the Secretary of State shall not impose on the*  
44 *business trust any additional fees and penalties relating to the*  
45 *failure of the business trust to file a certificate of cancellation.*





1       4. A business trust that has filed a certificate of intent to  
2 cancel its certificate of trust pursuant to subsection 2 and that  
3 subsequently fails to file a certificate of cancellation and pay the  
4 fee for filing the certificate of cancellation must file the documents  
5 and pay the fees and penalties that would have been required  
6 pursuant to this chapter if the business trust had not filed the  
7 certificate of intent to cancel its certificate of trust.

8       5. The Secretary of State may adopt regulations to administer  
9 the provisions of this section.

10       **Sec. 56.** 1. Except as otherwise provided in NRS 88A.345, a  
11 business trust which did exist or is existing under this chapter  
12 may, upon complying with the provisions of NRS 88A.650,  
13 procure a renewal or revival of its certificate of trust for any  
14 period, together with all the rights, franchises, privileges and  
15 immunities, and subject to all its existing and preexisting debts,  
16 duties and liabilities secured or imposed by its original certificate  
17 of trust and amendments thereto, or existing certificate of trust, by  
18 filing:

19       (a) A certificate with the Secretary of State, which must set  
20 forth:

21           (1) The name of the business trust, which must be the name  
22 of the business trust at the time of the renewal or revival, or its  
23 name at the time its original certificate of trust expired.

24           (2) The information required pursuant to NRS 77.310.

25           (3) The date on which the renewal or revival of the  
26 certificate of trust is to commence or be effective, which may be, in  
27 cases of a revival, before the date of the certificate of revival.

28           (4) Whether or not the renewal or revival is to be perpetual  
29 and, if not perpetual, the time for which the renewal or revival is  
30 to continue.

31           (5) That the business trust desiring to renew or revive its  
32 certificate of trust is, or has been, organized and carrying on the  
33 business authorized by its existing or original certificate of trust  
34 and amendments thereto, and desires to renew or continue  
35 through revival its existence pursuant to and subject to the  
36 provisions of this chapter.

37       (b) A list of its trustees, or the equivalent thereof, and their  
38 addresses, either residence or business.

39       (c) A declaration under penalty of perjury, on a form provided  
40 by the Secretary of State, that the renewal or revival is authorized  
41 by a court of competent jurisdiction in this State or by the trustees  
42 of the business trust.

43       2. A business trust whose certificate of trust has not expired  
44 and is being renewed shall cause the certificate to be signed by a



1 trustee of the business trust. The certificate of renewal must be  
2 approved by a majority of the trustees.

3 3. A business trust seeking to revive its original or amended  
4 certificate of trust shall cause the certificate of revival to be signed  
5 by a person or persons designated or appointed by the trustees  
6 of the business trust. The signing and filing of the certificate of  
7 revival must be approved by the written consent of the trustees of  
8 the business trust holding at least a majority of the voting power  
9 and must contain a recital that this consent was secured. The  
10 business trust shall pay to the Secretary of State the fee required to  
11 form a new business trust pursuant to the provisions of this  
12 chapter.

13 4. The filed certificate of renewal or revival, or a copy thereof  
14 which has been certified under the hand and seal of the Secretary  
15 of State, must be received in all courts and places as prima facie  
16 evidence of the facts therein stated and of the qualification to do  
17 business in this State of the business trust named therein.

18 5. Except as otherwise provided in NRS 88A.660, a renewal  
19 or revival pursuant to this section relates back to the date on  
20 which the business trust's certificate of trust expired or was  
21 revoked and renews or revives the business trust's certificate of  
22 trust and right to transact business as if such right had at all times  
23 remained in full force.

24 6. A business trust that has revived or renewed its certificate  
25 of trust pursuant to the provisions of this section:

26 (a) Is a business trust and continues to be a business trust for  
27 the time stated in the certificate of revival or renewal;

28 (b) Possesses the rights, privileges and immunities conferred  
29 by the original certificate of trust and by this chapter; and

30 (c) Is subject to the restrictions and liabilities set forth in this  
31 chapter.

32 **Sec. 57. 1.** The Secretary of State may authorize a foreign  
33 business trust whose right to transact business in this State has  
34 been revoked to cancel its registration in this State without paying  
35 additional fees and penalties, other than the fee for filing a  
36 certificate of intent to cancel its registration pursuant to  
37 subsection 2, if such a certificate is filed, and the fee for filing a  
38 certificate of cancellation required by NRS 88A.900, if the foreign  
39 business trust provides evidence satisfactory to the Secretary of  
40 State that the foreign business trust did not transact business in  
41 this State:

42 (a) During the entire period for which its right to transact  
43 business in this State was revoked; or

44 (b) During a portion of the period for which its right to  
45 transact business in this State was revoked and paying the fees



1 *and penalties for the portion of that period in which the foreign*  
2 *business trust transacted business in this State.*

3 2. *A foreign business trust whose right to transact business in*  
4 *this State has been revoked that is no longer transacting business*  
5 *in this State may register its intent to cancel its certificate of*  
6 *registration in this State by:*

7 (a) *Paying the fee for filing a certificate of cancellation*  
8 *required by NRS 88A.900; and*

9 (b) *Filing a certificate of intent to cancel its registration that is*  
10 *approved and signed by the person or persons required to approve and*  
11 *sign a certificate of cancellation for the foreign business trust*  
12 *and that sets forth:*

13 (1) *The name of the foreign business trust as filed with the*  
14 *Secretary of State;*

15 (2) *The business identification number assigned to the*  
16 *foreign business trust by the Secretary of State;*

17 (3) *The date on which the foreign business trust ceased to*  
18 *transact business in this State;*

19 (4) *The reason that the foreign business trust is seeking the*  
20 *relief afforded by the filing of the certificate; and*

21 (5) *A statement that the filing of the certificate has been*  
22 *approved by the person or persons required to approve a certificate*  
23 *of cancellation for the foreign business trust.*

24 3. *Except as otherwise provided in subsection 4, upon the*  
25 *filing of a certificate of intent to cancel the registration of a*  
26 *foreign business trust pursuant to subsection 2, the Secretary of*  
27 *State shall not impose on the foreign business trust any additional*  
28 *fees and penalties relating to the failure of the foreign business*  
29 *trust to file a certificate of cancellation.*

30 4. *A foreign business trust that has filed a certificate of intent*  
31 *to cancel its registration pursuant to subsection 2 and that*  
32 *subsequently fails to file a certificate of cancellation and pay the*  
33 *fee for filing the certificate of cancellation must file the documents*  
34 *and pay the fees and penalties that would have been required*  
35 *pursuant to this chapter if the foreign business trust had not filed*  
36 *the certificate of intent to cancel its registration.*

37 5. *The Secretary of State may adopt regulations to administer*  
38 *the provisions of this section.*

39 **Sec. 58.** 1. *Except as otherwise provided in NRS 88A.7345,*  
40 *a foreign business trust which has forfeited its right to transact*  
41 *business in this State under the provisions of this chapter may,*  
42 *upon complying with the provisions of NRS 88A.737, procure a*  
43 *renewal or revival of its right to transact business in this State for*  
44 *any period, together with all the rights, franchises, privileges and*  
45 *immunities, and subject to all its existing and preexisting debts,*



1 *duties and liabilities secured or imposed by its original certificate*  
2 *of registration and amendments thereto, or existing certificate of*  
3 *registration, by filing:*

4 (a) *A certificate with the Secretary of State, which must set*  
5 *forth:*

6 (1) *The name of the foreign business trust, which must be*  
7 *the name of the foreign business trust at the time of the renewal or*  
8 *revival, or its name at the time of the expiration of its original*  
9 *certificate of registration.*

10 (2) *The information required pursuant to NRS 77.310.*

11 (3) *The date on which the renewal or revival of the right to*  
12 *transact business in this State is to commence or be effective,*  
13 *which may be, in cases of a revival, before the date of the*  
14 *certificate.*

15 (4) *Whether or not the renewal or revival is to be perpetual*  
16 *and, if not perpetual, the time for which the renewal or revival is*  
17 *to continue.*

18 (5) *That the foreign business trust desiring to renew or*  
19 *revive its right to transact business in this State is, or has been,*  
20 *organized and carrying on the business authorized by its existing*  
21 *or original certificate of registration and amendments thereto, and*  
22 *desires to renew or continue through revival its transaction of*  
23 *business in this State pursuant to and subject to the provisions of*  
24 *this chapter.*

25 (b) *A list of its trustees, or the equivalent thereof, and their*  
26 *addresses, either residence or business.*

27 (c) *A declaration under penalty of perjury, on a form provided*  
28 *by the Secretary of State, that the renewal or revival is authorized*  
29 *by a court of competent jurisdiction in this State or by the trustees*  
30 *of the foreign business trust.*

31 2. *A foreign business trust whose registration has not expired*  
32 *and is being renewed shall cause the certificate of renewal to be*  
33 *signed by a trustee of the foreign business trust. The certificate of*  
34 *renewal must be approved by a majority of the beneficial owners.*

35 3. *A foreign business trust seeking to revive its original or*  
36 *amended certificate authorizing it to transact business in this State*  
37 *shall cause the certificate of revival to be signed by a person or*  
38 *persons designated or appointed by the trustees of the foreign*  
39 *business trust. The signing and filing of the certificate must be*  
40 *approved by the written consent of the trustees of the foreign*  
41 *business trust holding at least a majority of the voting power and*  
42 *must contain a recital that this consent was secured. The foreign*  
43 *business trust shall pay to the Secretary of State the fee required to*  
44 *register a foreign business trust to transact business in this State*  
45 *pursuant to the provisions of this chapter.*



1     **4. The filed certificate of renewal or revival, or a copy thereof**  
2 **which has been certified under the hand and seal of the Secretary**  
3 **of State, must be received in all courts and places as prima facie**  
4 **evidence of the facts therein stated and of the qualification to**  
5 **transact business in this State of the foreign business trust named**  
6 **therein.**

7     **5. Except as otherwise provided in NRS 88A.738, a renewal**  
8 **or revival pursuant to this section relates back to the date on**  
9 **which the foreign business trust's right to transact business in this**  
10 **State was forfeited and renews or revives the foreign business**  
11 **trust's right to transact business as if such right had at all times**  
12 **remained in full force.**

13     **Sec. 59.** NRS 88A.660 is hereby amended to read as follows:

14     88A.660 1. Except as otherwise provided in subsection 2, if a  
15 certificate of trust is revoked pursuant to the provisions of this  
16 chapter and the name of the business trust has been legally reserved  
17 or acquired by another artificial person formed, organized,  
18 registered or qualified pursuant to the provisions of this title whose  
19 name is on file with the Office of the Secretary of State or reserved  
20 in the Office of the Secretary of State pursuant to the provisions of  
21 this title, the business trust shall submit in writing to the Secretary  
22 of State some other name under which it desires to be reinstated **or**  
23 **or revived**. If that name is distinguishable from all other names  
24 reserved or otherwise on file, the Secretary of State shall reinstate **or**  
25 **revive** the business trust under that new name.

26     2. If the defaulting business trust submits the written,  
27 acknowledged consent of the artificial person using a name, or the  
28 person who has reserved a name, which is not distinguishable from  
29 the old name of the business trust or a new name it has submitted, it  
30 may be reinstated **or revived** under that name.

31     **Sec. 60.** NRS 88A.738 is hereby amended to read as follows:

32     88A.738 1. Except as otherwise provided in subsection 2, if a  
33 foreign business trust applies to reinstate **or revive** its certificate of  
34 trust and its name has been legally reserved or acquired by another  
35 artificial person formed, organized, registered or qualified pursuant  
36 to the provisions of this title whose name is on file with the Office  
37 of the Secretary of State or reserved in the Office of the Secretary of  
38 State pursuant to the provisions of this title, the foreign business  
39 trust must submit in writing in its application for reinstatement **or**  
40 **revival** to the Secretary of State some other name under which it  
41 desires its existence to be reinstated **or** **or revived**. If that name is  
42 distinguishable from all other names reserved or otherwise on file,  
43 the Secretary of State shall reinstate **or revive** the foreign business  
44 trust under that new name.



1 2. If the applying foreign business trust submits the written,  
2 acknowledged consent of the artificial person having a name, or the  
3 person who has reserved a name, which is not distinguishable from  
4 the old name of the applying foreign business trust or a new name it  
5 has submitted, it may be reinstated *or revived* under that name.

6 3. For the purposes of this section, a proposed name is not  
7 distinguishable from a name on file or reserved solely because one  
8 or the other contains distinctive lettering, a distinctive mark, a  
9 trademark or a trade name, or any combination thereof.

10 4. The Secretary of State may adopt regulations that interpret  
11 the requirements of this section.

12 **Sec. 61.** Chapter 89 of NRS is hereby amended by adding  
13 thereto a new section to read as follows:

14 *1. Except as otherwise provided in NRS 89.251, a*  
15 *professional association which did exist or is existing under NRS*  
16 *89.200 to 89.270, inclusive, and this section may, upon complying*  
17 *with the provisions of NRS 89.256, procure a renewal or revival of*  
18 *its articles of association for any period, together with all the*  
19 *rights, franchises, privileges and immunities, and subject to all its*  
20 *existing and preexisting debts, duties and liabilities secured or*  
21 *imposed by its original articles of association and amendments*  
22 *thereto, or existing articles of association, by filing:*

23 (a) *A certificate with the Secretary of State, which must set*  
24 *forth:*

25 (1) *The name of the professional association, which must*  
26 *be the name of the professional association at the time of the*  
27 *renewal or revival, or its name at the time its original articles of*  
28 *association expired.*

29 (2) *The information required pursuant to NRS 77.310.*

30 (3) *The date on which the renewal or revival of the*  
31 *professional association's articles of association is to commence*  
32 *or be effective, which may be, in cases of a revival, before the date*  
33 *of the certificate of revival.*

34 (4) *Whether or not the renewal or revival is to be perpetual*  
35 *and, if not perpetual, the time for which the renewal or revival is*  
36 *to continue.*

37 (5) *That the professional association desiring to renew or*  
38 *revive its articles of association is, or has been, organized and*  
39 *carrying on the business authorized by its existing or original*  
40 *articles of association and amendments thereto, and desires to*  
41 *renew or continue through revival its existence pursuant to and*  
42 *subject to the provisions of this chapter.*

43 (b) *A list of its members and employees who are licensed or*  
44 *otherwise authorized by law to render professional services in this*  
45 *State and their addresses, either residence or business.*



1 (c) *A declaration under penalty of perjury, on a form provided*  
2 *by the Secretary of State, that the renewal or revival is authorized*  
3 *by a court of competent jurisdiction in this State or by the owners*  
4 *of the membership interests in the professional association.*

5 2. *A professional association whose articles of association*  
6 *have expired and are being renewed shall cause the certificate to*  
7 *be signed by a member of the professional association. The*  
8 *certificate of renewal must be approved by a majority of the*  
9 *members who hold a membership interest in the professional*  
10 *association.*

11 3. *A professional association seeking to revive its original or*  
12 *amended articles of association shall cause the certificate of*  
13 *revival to be signed by a person or persons designated or*  
14 *appointed by the members of the professional association. The*  
15 *signing and filing of the certificate of revival must be approved by*  
16 *the written consent of the holders of a membership interest in the*  
17 *professional association holding at least a majority of the voting*  
18 *power and must contain a recital that this consent was secured.*  
19 *The professional association shall pay to the Secretary of State the*  
20 *fee required to form a new professional association pursuant to*  
21 *the provisions of NRS 89.200 to 89.270, inclusive, and this section.*

22 4. *The filed certificate of renewal or revival, or a copy thereof*  
23 *which has been certified under the hand and seal of the Secretary*  
24 *of State, must be received in all courts and places as prima facie*  
25 *evidence of the facts therein stated and of the qualification to do*  
26 *business in this State of the professional association named*  
27 *therein.*

28 5. *A renewal or revival pursuant to this section relates back to*  
29 *the date on which the professional association's articles of*  
30 *association expired or was revoked and renews or revives the*  
31 *professional association's articles of association and right to*  
32 *transact business as if such right had at all times remained in full*  
33 *force.*

34 6. *A professional association that has revived or renewed its*  
35 *articles of association pursuant to the provisions of this section:*

36 (a) *Is a professional association and continues to be a*  
37 *professional association for the time stated in the certificate of*  
38 *revival or renewal;*

39 (b) *Possesses the rights, privileges and immunities conferred*  
40 *by the original articles of association and by NRS 89.200 to*  
41 *89.270, inclusive, and this section; and*

42 (c) *Is subject to the restrictions and liabilities set forth in NRS*  
43 *89.200 to 89.270, inclusive, and this section.*



1       **Sec. 62.** NRS 92A.205 is hereby amended to read as follows:

2       92A.205 1. After a plan of conversion is approved as  
3 required by this chapter, if the resulting entity is a domestic entity,  
4 the constituent entity shall , *at the time of filing the articles of*  
5 *conversion*, deliver to the Secretary of State for filing:

6       (a) Articles of conversion setting forth:

7           (1) The name and jurisdiction of organization of the  
8 constituent entity and the resulting entity; and

9           (2) That a plan of conversion has been adopted by the  
10 constituent entity in compliance with the law of the jurisdiction  
11 governing the constituent entity.

12       (b) The charter document of the domestic resulting entity  
13 required by the applicable provisions of chapter 78, 78A, 78B, 82,  
14 86, 87A, 88, 88A or 89 of NRS.

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

16       2. After a plan of conversion is approved as required by this  
17 chapter, if the resulting entity is a foreign entity, the constituent  
18 entity shall deliver to the Secretary of State for filing articles of  
19 conversion setting forth:

20       (a) The name and jurisdiction of organization of the constituent  
21 entity and the resulting entity;

22       (b) That a plan of conversion has been adopted by the  
23 constituent entity in compliance with the laws of this State; and

24       (c) The address of the resulting entity where copies of process  
25 may be sent by the Secretary of State.

26       3. If the entire plan of conversion is not set forth in the articles  
27 of conversion, the filing party must include in the articles of  
28 conversion a statement that the complete signed plan of conversion  
29 is on file at the registered office or principal place of business of the  
30 resulting entity or, if the resulting entity is a domestic limited  
31 partnership, the office described in paragraph (a) of subsection 1 of  
32 NRS 87A.215 or paragraph (a) of subsection 1 of NRS 88.330.

33       4. If the conversion takes effect on a later date specified in the  
34 articles of conversion pursuant to NRS 92A.240, the charter  
35 document to be filed with the Secretary of State pursuant to  
36 paragraph (b) of subsection 1 must state the name and the  
37 jurisdiction of the constituent entity and that the existence of the  
38 resulting entity does not begin until the later date.

39       5. Any records filed with the Secretary of State pursuant to this  
40 section must be accompanied by the fees required pursuant to this  
41 title for filing the charter document.

42       **Sec. 63.** NRS 14.020 is hereby amended to read as follows:

43       14.020 1. Every corporation, miscellaneous organization  
44 described in chapter 81 of NRS, limited-liability company, limited-  
45 liability partnership, limited partnership, limited-liability limited





1 partnership, business trust and municipal corporation created and  
2 existing under the laws of this State, any other state, territory or  
3 foreign government, or the Government of the United States, doing  
4 business in this State shall appoint and keep in this State a registered  
5 agent who resides or is located in this State, upon whom all legal  
6 process and any demand or notice authorized by law to be served  
7 upon it may be served in the manner provided in subsection 2. A  
8 statement of change of registered agent must be filed in the manner  
9 provided in NRS 77.340 if the corporation, miscellaneous  
10 organization, limited-liability company, limited-liability partnership,  
11 limited partnership, limited-liability limited partnership, business  
12 trust or municipal corporation desires to change its registered agent.  
13 A registered agent must file a statement of change in the manner  
14 provided in NRS 77.350 or 77.360 if the registered agent changes its  
15 name or address.

16 2. All legal process and any demand or notice authorized by  
17 law to be served upon the corporation, miscellaneous organization,  
18 limited-liability company, limited-liability partnership, limited  
19 partnership, limited-liability limited partnership, business trust or  
20 municipal corporation may be served upon the registered agent  
21 *listed as the registered agent of the entity in the records of the*  
22 *Secretary of State*, personally or by leaving a true copy thereof with  
23 a person of suitable age and discretion at the most recent street  
24 address of the registered agent shown on the information filed with  
25 the Secretary of State pursuant to chapter 77 of NRS. *Service of*  
26 *legal process or any demand or notice pursuant to this subsection*  
27 *is valid regardless of whether the status of the entity in the records*  
28 *of the Secretary of State is in default or is revoked and regardless*  
29 *of any debts or disputes between the entity and its registered agent.*

30 3. Unless the street address of the registered agent is the home  
31 residence of the registered agent, the street address of the registered  
32 agent of a corporation, miscellaneous organization, limited-liability  
33 company, limited-liability partnership, limited partnership, limited-  
34 liability limited partnership, business trust or municipal corporation  
35 must be staffed during normal business hours by:

- 36 (a) The registered agent; or  
37 (b) One or more natural persons who are:  
38 (1) Of suitable age and discretion to receive service of legal  
39 process and any demand or notice authorized by law to be served  
40 upon the corporation, miscellaneous organization, limited-liability  
41 company, limited-liability partnership, limited partnership, limited-  
42 liability limited partnership, business trust or municipal corporation;  
43 and  
44 (2) Authorized by the registered agent to receive service of  
45 legal process and any demand or notice authorized by law to be



1 served upon the corporation, miscellaneous organization, limited-  
2 liability company, limited-liability partnership, limited partnership,  
3 limited-liability limited partnership, business trust or municipal  
4 corporation.

5 4. A corporation, miscellaneous organization, limited-liability  
6 company, limited-liability partnership, limited partnership, limited-  
7 liability limited partnership, business trust or municipal corporation  
8 that fails or refuses to comply with the requirements of subsection 3  
9 is subject to a fine of not less than \$100 nor more than \$500 for each  
10 day of such failure or refusal to comply with the requirements of  
11 subsection 3, to be recovered with costs by the State, before any  
12 court of competent jurisdiction, by action at law prosecuted by the  
13 Attorney General or by the district attorney of the county in which  
14 the action or proceeding to recover the fine is prosecuted.

15 5. Subsection 2 provides an additional mode and manner of  
16 serving process, demand or notice and does not affect the validity of  
17 any other service authorized by law.

18 6. As used in this section:

19 (a) "Registered agent" has the meaning ascribed to it in  
20 NRS 77.230.

21 (b) "Street address" means the actual physical location in this  
22 State at which a registered agent is available for service of process.

23 **Sec. 64.** Chapter 225 of NRS is hereby amended by adding  
24 thereto a new section to read as follows:

25 *For the purpose of establishing the identity of an entity*  
26 *organized pursuant to title 7 of NRS or a person who is issued a*  
27 *state business license pursuant to chapter 76 of NRS or a*  
28 *certificate of exemption pursuant to NRS 76.105, the Secretary of*  
29 *State shall assign a unique business identification number to each*  
30 *such entity or person.*

31 **Sec. 65.** NRS 84.130 is hereby repealed.

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## TEXT OF REPEALED SECTION

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### **84.130 Defaulting corporations: Identification; penalty.**

1. Each corporation sole that is required to make the filings and pay the fees prescribed in this chapter but refuses or neglects to do so within the time provided is in default.



2. For default, there must be added to the amount of the fee a penalty of \$5. The fee and penalty must be collected as provided in this chapter.

⑩



