

ASSEMBLY BILL NO. 283—ASSEMBLYMEN KRASNER; AND KRAMER

MARCH 13, 2017

Referred to Committee on Judiciary

SUMMARY—Revises provisions governing business entities. (BDR 7-931)

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

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

AN ACT relating to business; revising provisions governing the initial and annual lists filed with the Secretary of State by business entities; and providing other matters properly relating thereto.

Legislative Counsel’s Digest:

1 Existing law requires each business entity organizing under the laws of this
2 State or transacting business in this State to file with the Secretary of State an initial
3 and an annual list of the directors and officers of the entity or the persons holding
4 the equivalent office. Under existing law, the initial list must be filed with the
5 Secretary of State on or before the last day of the month after the entity is organized
6 or begins transacting business in this State or on an alternative date approved by the
7 Secretary of State. (NRS 78.150, 80.110, 82.523, 86.263, 86.5461, 87.510, 87.541,
8 87A.290, 87A.560, 88.395, 88.591, 88A.600, 88A.732, 89.250) This bill requires:
9 (1) a domestic entity to file the initial list at the time the domestic entity files its
10 organizational documents with the Secretary of State; and (2) a foreign entity to file
11 the initial list at the time the foreign entity registers with the Secretary of State to
12 transact business in this State.

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

1 Section 1. NRS 78.150 is hereby amended to read as follows:
2 78.150 1. A corporation organized pursuant to the laws of
3 this State shall, ~~on or before the last day of the first month after~~ *at*
4 *the time of* the filing of its articles of incorporation with the
5 Secretary of State, ~~for, if the corporation has selected an alternative~~
6 ~~due date pursuant to subsection 11, on or before that alternative due~~



1 ~~date,]~~ file with the Secretary of State a list, on a form furnished by
2 the Secretary of State, containing:

3 (a) The name of the corporation;

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

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

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

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

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

21 3. Each list required by subsection 1 or 2 must be accompanied
22 by:

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

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

26 (2) The corporation acknowledges that pursuant to NRS
27 239.330, it is a category C felony to knowingly offer any false or
28 forged instrument for filing with the Office of the Secretary of State;
29 and

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

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

42 4. Upon filing the list required by:

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



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

5	\$75,000 or less.....	\$150
6	Over \$75,000 and not over \$200,000	200
7	Over \$200,000 and not over \$500,000	300
8	Over \$500,000 and not over \$1,000,000	400
9	Over \$1,000,000:	
10	For the first \$1,000,000.....	400
11	For each additional \$500,000 or fraction thereof.....	275

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

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

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

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

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

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

10. For the purposes of this section, a stockholder is not deemed to exercise actual control of the daily operations of a



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

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

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

7 **Sec. 2.** NRS 80.110 is hereby amended to read as follows:

8 80.110 1. Each foreign corporation doing business in this
9 State shall, ~~on or before the last day of the first month after~~ *at the*
10 *time* the information required by NRS 80.010 is filed with the
11 Secretary of State, ~~for, if the foreign corporation has selected an
12 alternative due date pursuant to subsection 9, on or before that
13 alternative due date,~~ and annually thereafter on or before the last
14 day of the month in which the anniversary date of its qualification to
15 do business in this State occurs in each year, ~~for, if applicable, on or
16 before the last day of the month in which the anniversary date of the
17 alternative due date occurs in each year,~~ file with the Secretary of
18 State a list, on a form furnished by the Secretary of State, that
19 contains:

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

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

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

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

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

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

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

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



1 3. Upon filing:

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

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

7

8	\$75,000 or less.....	\$150
9	Over \$75,000 and not over \$200,000	200
10	Over \$200,000 and not over \$500,000	300
11	Over \$500,000 and not over \$1,000,000	400
12	Over \$1,000,000:	
13	For the first \$1,000,000	400
14	For each additional \$500,000 or fraction thereof.....	275

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

17

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

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

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

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

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



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

4 ~~10. The Secretary of State may adopt regulations to administer~~
5 ~~the provisions of subsection 9.~~

6 **Sec. 3.** NRS 82.523 is hereby amended to read as follows:

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

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

20 (b) The file number of the foreign nonprofit corporation, if
21 known;

22 (c) The names and titles of the president, the secretary and the
23 treasurer, or the equivalent thereof, and all the directors of the
24 foreign nonprofit corporation;

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

28 (e) The signature of an officer of the foreign nonprofit
29 corporation, or some other person specifically authorized by the
30 foreign nonprofit corporation to sign the list, certifying that the list
31 is true, complete and accurate.

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

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

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

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



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

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

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

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

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

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

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

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

36 **Sec. 4.** NRS 86.263 is hereby amended to read as follows:

37 86.263 1. A limited-liability company shall, ~~on or before the~~
38 ~~last day of the first month after~~ *at the time of* the filing of its
39 articles of organization with the Secretary of State, ~~for, if the~~
40 ~~limited liability company has selected an alternative due date~~
41 ~~pursuant to subsection 11, on or before that alternative due date,~~
42 file with the Secretary of State, on a form furnished by the Secretary
43 of State, a list that contains:

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



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

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

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

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

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

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

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

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

32 4. Upon filing:

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

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

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

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



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

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

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

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

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

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

23 ~~12. The Secretary of State may adopt regulations to administer~~
24 ~~the provisions of subsection 11.~~

25 **Sec. 5.** NRS 86.5461 is hereby amended to read as follows:

26 86.5461 1. Each foreign limited-liability company doing
27 business in this State shall, ~~on or before the last day of the first~~
28 ~~month after~~ *at the time of* the filing of its application for
29 registration as a foreign limited-liability company with the Secretary
30 of State, ~~for, if the foreign limited liability company has selected an~~
31 ~~alternative due date pursuant to subsection 10, on or before that~~
32 ~~alternative due date,~~ and annually thereafter on or before the last
33 day of the month in which the anniversary date of its qualification to
34 do business in this State occurs in each year, ~~for, if applicable, on or~~
35 ~~before the last day of the month in which the anniversary date of the~~
36 ~~alternative due date occurs in each year,~~ file with the Secretary of
37 State a list, on a form furnished by the Secretary of State, that
38 contains:

- 39 (a) The name of the foreign limited-liability company;
40 (b) The file number of the foreign limited-liability company, if
41 known;
42 (c) The names and titles of all its managers or, if there is no
43 manager, all its managing members;
44 (d) The address, either residence or business, of each manager or
45 managing member listed pursuant to paragraph (c); and



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

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

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

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

13 (c) None of the managers or managing members identified in the
14 list has been identified in the list with the fraudulent intent of
15 concealing the identity of any person or persons exercising the
16 power or authority of a manager or managing member in
17 furtherance of any unlawful conduct.

18 3. Upon filing:

19 (a) The initial list required by this section, the foreign limited-
20 liability company shall pay to the Secretary of State a fee of \$150.

21 (b) Each annual list required by this section, the foreign limited-
22 liability company shall pay to the Secretary of State a fee of \$150.

23 4. If a manager or managing member of a foreign limited-
24 liability company resigns and the resignation is not reflected on the
25 annual or amended list of managers and managing members, the
26 foreign limited-liability company or the resigning manager or
27 managing member shall pay to the Secretary of State a fee of \$75 to
28 file the resignation.

29 5. The Secretary of State shall, 90 days before the last day for
30 filing each annual list required by this section, provide to each
31 foreign limited-liability company which is required to comply with
32 the provisions of NRS 86.5461 to 86.5468, inclusive, and which has
33 not become delinquent, a notice of the fee due pursuant to
34 subsection 3 and a reminder to file the list required pursuant
35 to subsection 1. Failure of any foreign limited-liability company to
36 receive a notice does not excuse it from the penalty imposed by the
37 provisions of NRS 86.5461 to 86.5468, inclusive.

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

41 7. An annual list for a foreign limited-liability company not in
42 default which is received by the Secretary of State more than 90
43 days before its due date shall be deemed an amended list for the
44 previous year and does not satisfy the requirements of this section
45 for the year to which the due date is applicable.



1 8. A person who files with the Secretary of State a list required
2 by this section which identifies a manager or managing member
3 with the fraudulent intent of concealing the identity of any person or
4 persons exercising the power or authority of a manager or managing
5 members in furtherance of any unlawful conduct is subject to the
6 penalty set forth in NRS 225.084.

7 9. For the purposes of this section, a member is not deemed to
8 exercise actual control of the daily operations of a foreign limited-
9 liability company based solely on the fact that the member has
10 voting control of the foreign limited-liability company.

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

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

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

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

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

39 ~~1~~
40 2. Each list filed pursuant to ~~this~~ subsection *1* must be
41 accompanied by a declaration under penalty of perjury that ~~the~~ :

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

44 (b) *The* registered limited-liability partnership acknowledges
45 that pursuant to NRS 239.330, it is a category C felony to



1 knowingly offer any false or forged instrument for filing in the
2 Office of the Secretary of State ; and ~~that none~~

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

7 ~~2~~ 3. Upon filing:

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

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

14 ~~3~~ 4. If a managing partner of a registered limited-liability
15 partnership resigns and the resignation is not reflected on the annual
16 or amended list of managing partners, the registered limited-liability
17 partnership or the resigning managing partner shall pay to the
18 Secretary of State a fee of \$75 to file the resignation.

19 ~~4~~ 5. The Secretary of State shall, at least 90 days before the
20 last day for filing each annual list required by subsection 1, provide
21 to the registered limited-liability partnership a notice of the fee due
22 pursuant to subsection ~~2~~ 3 and a reminder to file the annual list
23 required by subsection 1. The failure of any registered limited-
24 liability partnership to receive a notice does not excuse it from
25 complying with the provisions of this section.

26 ~~5~~ 6. If the list to be filed pursuant to the provisions of
27 subsection 1 is defective, or the fee required by subsection ~~2~~ 3 is
28 not paid, the Secretary of State may return the list for correction or
29 payment.

30 ~~6~~ 7. An annual list that is filed by a registered limited-
31 liability partnership which is not in default more than 90 days before
32 it is due shall be deemed an amended list for the previous year and
33 does not satisfy the requirements of subsection 1 for the year to
34 which the due date is applicable.

35 ~~7~~ 8. A person who files with the Secretary of State an initial
36 list or annual list required by subsection 1 which identifies a
37 managing partner with the fraudulent intent of concealing the
38 identity of any person or persons exercising the power or authority
39 of a managing partner in furtherance of any unlawful conduct is
40 subject to the penalty set forth in NRS 225.084.

41 ~~8. The Secretary of State may allow a registered limited-~~
42 ~~liability partnership to select an alternative due date for filing the~~
43 ~~initial list required by subsection 1.~~

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



1 **Sec. 7.** NRS 87.541 is hereby amended to read as follows:

2 87.541 1. Each foreign registered limited-liability partnership
3 doing business in this State shall, ~~on or before the last day of the~~
4 ~~first month after~~ *at the time of* the filing of its application for
5 registration as a foreign registered limited-liability partnership with
6 the Secretary of State ~~or, if the foreign registered limited liability~~
7 ~~partnership has selected an alternative due date pursuant to~~
8 ~~subsection 9, on or before that alternative due date.~~ and annually
9 thereafter on or before the last day of the month in which the
10 anniversary date of its qualification to do business in this State
11 occurs in each year, ~~or, if applicable, on or before the last day of~~
12 ~~the month in which the anniversary date of the alternative due date~~
13 ~~occurs in each year.~~ file with the Secretary of State a list, on a form
14 furnished by the Secretary of State, that contains:

15 (a) The name of the foreign registered limited-liability
16 partnership;

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

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

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

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

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

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

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

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

38 3. Upon filing:

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

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



1 4. If a managing partner of a foreign registered limited-liability
2 partnership resigns and the resignation is not reflected on the annual
3 or amended list of managing partners, the foreign registered limited-
4 liability partnership or the managing partner shall pay to the
5 Secretary of State a fee of \$75 to file the resignation.

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

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

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

24 8. A person who files with the Secretary of State an initial list
25 or annual list required by subsection 1 which identifies a managing
26 partner with the fraudulent intent of concealing the identity of any
27 person or persons exercising the power and authority of a managing
28 partner in furtherance of any unlawful conduct is subject to the
29 penalty set forth in NRS 225.084.

30 ~~9. The Secretary of State may allow a foreign registered~~
31 ~~limited liability partnership to select an alternative due date for~~
32 ~~filing the initial list required by this section.~~

33 ~~10. The Secretary of State may adopt regulations to administer~~
34 ~~the provisions of subsection 9.~~

35 **Sec. 8.** NRS 87A.290 is hereby amended to read as follows:

36 87A.290 1. A limited partnership shall, ~~on or before the last~~
37 ~~day of the first month after] at the time of~~ the filing of its certificate
38 of limited partnership with the Secretary of State ~~for, if the limited~~
39 ~~partnership has selected an alternative due date pursuant to~~
40 ~~subsection 10, on or before that alternative due date,] and annually~~
41 thereafter on or before the last day of the month in which the
42 anniversary date of the filing of its certificate of limited partnership
43 occurs, ~~for, if applicable, on or before the last day of the month in~~
44 ~~which the anniversary date of the alternative due date occurs in each~~



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

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

12 ~~1-1~~
13 2. Each list filed pursuant to ~~this~~ subsection 1 must be
14 accompanied by a declaration under penalty of perjury that ~~the~~ :

15 (a) *The* limited partnership has complied with the provisions of
16 chapter 76 of NRS ~~1- that the~~ ;

17 (b) *The* limited partnership acknowledges that pursuant to NRS
18 239.330, it is a category C felony to knowingly offer any false or
19 forged instrument for filing in the Office of the Secretary of State ;
20 ~~1-1~~ and ~~that none~~

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

25 ~~1-1~~ 3. Except as otherwise provided in subsection ~~1-1~~ 4, a
26 limited partnership shall, upon filing:

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

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

31 ~~1-1~~ 4. A registered limited-liability limited partnership shall,
32 upon filing:

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

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

37 ~~1-1~~ 5. If a general partner of a limited partnership resigns and
38 the resignation is not reflected on the annual or amended list of
39 general partners, the limited partnership or the resigning general
40 partner shall pay to the Secretary of State a fee of \$75 to file the
41 resignation.

42 ~~1-1~~ 6. The Secretary of State shall, 90 days before the last day
43 for filing each annual list required by subsection 1, provide to each
44 limited partnership which is required to comply with the provisions
45 of this section, and which has not become delinquent, a notice of the



1 fee due pursuant to the provisions of subsection ~~24~~ 3 or ~~13~~ 4, as
2 appropriate, and a reminder to file the annual list required pursuant
3 to subsection 1. Failure of any limited partnership to receive a notice
4 does not excuse it from the penalty imposed by NRS 87A.300.

5 ~~16~~ 7. If the list to be filed pursuant to the provisions of
6 subsection 1 is defective or the fee required by subsection ~~24~~ 3 or
7 ~~13~~ 4, *as appropriate*, is not paid, the Secretary of State may return
8 the list for correction or payment.

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

14 ~~18~~ 9. A filing made pursuant to this section does not satisfy
15 the provisions of NRS 87A.240 and may not be substituted for
16 filings submitted pursuant to NRS 87A.240.

17 ~~19~~ 10. A person who files with the Secretary of State a list
18 required by subsection 1 which identifies a general partner with the
19 fraudulent intent of concealing the identity of any person or persons
20 exercising the power or authority of a general partner in furtherance
21 of any unlawful conduct is subject to the penalty set forth in
22 NRS 225.084.

23 ~~10. The Secretary of State may allow a limited partnership to
24 select an alternative due date for filing the initial list required by
25 subsection 1.~~

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

28 **Sec. 9.** NRS 87A.560 is hereby amended to read as follows:

29 87A.560 1. Each foreign limited partnership doing business
30 in this State shall, ~~on or before the last day of the first month after~~
31 *at the time of* the filing of its application for registration as a foreign
32 limited partnership with the Secretary of State ~~for, if the foreign
33 limited partnership has selected an alternative due date pursuant to
34 subsection 9, on or before that alternative due date,~~ and annually
35 thereafter on or before the last day of the month in which the
36 anniversary date of its qualification to do business in this State
37 occurs in each year, ~~for, if applicable, on or before the last day of
38 the month in which the anniversary date of the alternative due date
39 occurs in each year,~~ file with the Secretary of State a list, on a form
40 furnished by the Secretary of State, that contains:

- 41 (a) The name of the foreign limited partnership;
42 (b) The file number of the foreign limited partnership, if known;
43 (c) The names of all its general partners;
44 (d) The address, either residence or business, of each general
45 partner; and



1 (e) The signature of a general partner of the foreign limited
2 partnership, or some other person specifically authorized by the
3 foreign limited partnership to sign the list, certifying that the list is
4 true, complete and accurate.

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

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

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

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

17 3. Upon filing:

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

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

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

27 5. The Secretary of State shall, 90 days before the last day for
28 filing each annual list required by subsection 1, provide to each
29 foreign limited partnership, which is required to comply with the
30 provisions of NRS 87A.560 to 87A.600, inclusive, and which has
31 not become delinquent, a notice of the fee due pursuant to
32 subsection 3 and a reminder to file the list required pursuant to
33 subsection 1. Failure of any foreign limited partnership to receive a
34 notice does not excuse it from the penalty imposed by the provisions
35 of NRS 87A.560 to 87A.600, inclusive.

36 6. If the list to be filed pursuant to the provisions of subsection
37 1 is defective or the fee required by subsection 3 is not paid, the
38 Secretary of State may return the list for correction or payment.

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

44 8. A person who files with the Secretary of State a list required
45 by this section which identifies a general partner with the fraudulent



1 intent of concealing the identity of any person or persons exercising
2 the power or authority of a general partner in furtherance of any
3 unlawful conduct is subject to the penalty set forth in NRS 225.084.

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

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

9 **Sec. 10.** NRS 88.395 is hereby amended to read as follows:

10 88.395 1. A limited partnership shall, ~~on or before the last~~
11 ~~day of the first month after~~ **at the time of** the filing of its certificate
12 of limited partnership with the Secretary of State ~~for, if the limited~~
13 ~~partnership has selected an alternative due date pursuant to~~
14 ~~subsection 10, on or before that alternative due date,~~ and annually
15 thereafter on or before the last day of the month in which the
16 anniversary date of the filing of its certificate of limited partnership
17 occurs, ~~for, if applicable, on or before the last day of the month in~~
18 ~~which the anniversary date of the alternative due date occurs in each~~
19 ~~year,~~ file with the Secretary of State, on a form furnished by the
20 Secretary of State, a list that contains:

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

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

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

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

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

43 ~~2~~ **3.** Except as otherwise provided in subsection ~~3~~ **4**, a
44 limited partnership shall, upon filing:



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

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

5 ~~13~~ 4. A registered limited-liability limited partnership shall,
6 upon filing:

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

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

11 ~~14~~ 5. If a general partner of a limited partnership resigns and
12 the resignation is not reflected on the annual or amended list of
13 general partners, the limited partnership or the resigning general
14 partner shall pay to the Secretary of State a fee of \$75 to file the
15 resignation.

16 ~~15~~ 6. The Secretary of State shall, 90 days before the last day
17 for filing each annual list required by subsection 1, provide to each
18 limited partnership which is required to comply with the provisions
19 of this section, and which has not become delinquent, a notice of the
20 fee due pursuant to the provisions of subsection ~~12~~ 3 or ~~13~~ 4, as
21 appropriate, and a reminder to file the annual list required pursuant
22 to subsection 1. Failure of any limited partnership to receive a notice
23 does not excuse it from the penalty imposed by NRS 88.400.

24 ~~16~~ 7. If the list to be filed pursuant to the provisions of
25 subsection 1 is defective or the fee required by subsection ~~12~~ 3 or
26 ~~13~~ 4, *as appropriate*, is not paid, the Secretary of State may return
27 the list for correction or payment.

28 ~~17~~ 8. An annual list for a limited partnership not in default
29 that is received by the Secretary of State more than 90 days before
30 its due date shall be deemed an amended list for the previous year
31 and does not satisfy the requirements of subsection 1 for the year to
32 which the due date is applicable.

33 ~~18~~ 9. A filing made pursuant to this section does not satisfy
34 the provisions of NRS 88.355 and may not be substituted for filings
35 submitted pursuant to NRS 88.355.

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

42 ~~110.—The Secretary of State may allow a limited partnership to~~
43 ~~select an alternative due date for filing the initial list required by~~
44 ~~subsection 1.~~



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

3 **Sec. 11.** NRS 88.591 is hereby amended to read as follows:

4 88.591 1. Each foreign limited partnership doing business in
5 this State shall, ~~on or before the last day of the first month after~~ *at*
6 *the time of* the filing of its application for registration as a foreign
7 limited partnership with the Secretary of State ~~for, if the foreign~~
8 ~~limited partnership has selected an alternative due date pursuant to~~
9 ~~subsection 9, on or before that alternative due date,~~ and annually
10 thereafter on or before the last day of the month in which the
11 anniversary date of its qualification to do business in this State
12 occurs in each year, ~~for, if applicable, on or before the last day of~~
13 ~~the month in which the anniversary date of the alternative due date~~
14 ~~occurs in each year,~~ file with the Secretary of State a list, on a form
15 furnished by the Secretary of State, that contains:

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

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

- 27 (a) The foreign limited partnership has complied with the
28 provisions of chapter 76 of NRS;
29 (b) The foreign limited partnership acknowledges that pursuant
30 to NRS 239.330, it is a category C felony to knowingly offer any
31 false or forged instrument for filing in the Office of the Secretary of
32 State; and
33 (c) None of the general partners identified in the list has been
34 identified in the list with the fraudulent intent of concealing the
35 identity of any person or persons exercising the power or authority
36 of a general partner in furtherance of any unlawful conduct.

37 3. Upon filing:

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

42 4. If a general partner of a foreign limited partnership resigns
43 and the resignation is not reflected on the annual or amended list of
44 general partners, the foreign limited partnership or the resigning



1 general partner shall pay to the Secretary of State a fee of \$75 to file
2 the resignation of the general partner.

3 5. The Secretary of State shall, 90 days before the last day for
4 filing each annual list required by subsection 1, provide to each
5 foreign limited partnership, which is required to comply with the
6 provisions of NRS 88.591 to 88.5945, inclusive, and which has not
7 become delinquent, a notice of the fee due pursuant to subsection 3
8 and a reminder to file the list required pursuant to subsection 1.
9 Failure of any foreign limited partnership to receive a notice does
10 not excuse it from the penalty imposed by the provisions of NRS
11 88.591 to 88.5945, inclusive.

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

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

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

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

28 ~~10. The Secretary of State may adopt regulations to administer~~
29 ~~the provisions of subsection 9.~~

30 **Sec. 12.** NRS 88A.600 is hereby amended to read as follows:

31 88A.600 1. A business trust formed pursuant to this chapter
32 shall, ~~on or before the last day of the first month after~~ **at the time**
33 **of** the filing of its certificate of trust with the Secretary of State ~~or,~~
34 ~~if the business trust has selected an alternative due date pursuant to~~
35 ~~subsection 8, on or before that alternative due date.~~ and annually
36 thereafter on or before the last day of the month in which the
37 anniversary date of the filing of its certificate of trust with the
38 Secretary of State occurs, file with the Secretary of State, ~~or, if~~
39 ~~applicable, on or before the last day of the month in which the~~
40 ~~anniversary date of the alternative due date occurs in each year.~~ on
41 a form furnished by the Secretary of State, a list signed by at least
42 one trustee, or by some other person specifically authorized by the
43 business trust to sign the list, that contains the name and street
44 address of at least one trustee. Each list filed pursuant to this



1 subsection must be accompanied by a declaration under penalty of
2 perjury that:

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

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

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

13 2. Upon filing:

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

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

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

22 4. The Secretary of State shall, 90 days before the last day for
23 filing each annual list required by subsection 1, provide to each
24 business trust which is required to comply with the provisions of
25 NRS 88A.600 to 88A.665, inclusive, and which has not become
26 delinquent, a notice of the fee due pursuant to subsection 2 and a
27 reminder to file the list required pursuant to subsection 1. Failure of
28 a business trust to receive a notice does not excuse it from the
29 penalty imposed by law.

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

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

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

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



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

3 **Sec. 13.** NRS 88A.732 is hereby amended to read as follows:

4 88A.732 1. Each foreign business trust doing business in this
5 State shall, ~~on or before the last day of the first month after~~ *at the*
6 *time of* the filing of its application for registration as a foreign
7 business trust with the Secretary of State ~~for, if the foreign business~~
8 ~~trust has selected an alternative due date pursuant to subsection 10,~~
9 ~~on or before that alternative due date,~~ and annually thereafter on or
10 before the last day of the month in which the anniversary date of its
11 qualification to do business in this State occurs in each year, ~~for, if~~
12 ~~applicable, on or before the last day of the month in which the~~
13 ~~anniversary date of the alternative due date occurs in each year,~~ file
14 with the Secretary of State a list, on a form furnished by the
15 Secretary of State, that contains:

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

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

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

37 3. Upon filing:

- 38 (a) The initial list required by this section, the foreign business
39 trust shall pay to the Secretary of State a fee of \$150.
40 (b) Each annual list required by this section, the foreign business
41 trust shall pay to the Secretary of State a fee of \$150.

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



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

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

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

18 8. A person who files with the Secretary of State a list required
19 by this section which identifies a trustee with the fraudulent intent of
20 concealing the identity of any person or persons exercising the
21 power or authority of a trustee in furtherance of any unlawful
22 conduct is subject to the penalty set forth in NRS 225.084.

23 9. For the purposes of this section, a person who is a beneficial
24 owner is not deemed to exercise actual control of the daily
25 operations of a foreign business trust based solely on the fact that
26 the person is a beneficial owner.

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

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

32 **Sec. 14.** NRS 89.250 is hereby amended to read as follows:

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



1 certifying that all members and employees are licensed to render
2 professional service in this State.

3 2. A professional association organized and practicing pursuant
4 to the provisions of this chapter and NRS 623.349 shall, ~~on or~~
5 ~~before the last day of the first month after~~ *at the time of* the filing
6 of its articles of association with the Secretary of State ~~for, if the~~
7 ~~professional association has selected an alternative due date~~
8 ~~pursuant to subsection 7, on or before that alternative due date,~~ and
9 annually thereafter on or before the last day of the month in which
10 the anniversary date of its organization occurs in each year, ~~for, if~~
11 ~~applicable, on or before the last day of the month in which the~~
12 ~~anniversary date of the alternative due date occurs in each year,~~ file
13 with the Secretary of State a list:

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

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

21 (c) Certifying that all members who are not licensed to render
22 professional service in this State do not render professional service
23 on behalf of the professional association except as authorized by
24 law.

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

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

29 (b) Signed by the chief executive officer of the professional
30 association or by some other person specifically authorized by the
31 chief executive officer to sign the list.

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

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

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

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

44 4. Upon filing:



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

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

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

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

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

18 ~~— 8. The Secretary of State may adopt regulations to administer~~
19 ~~the provisions of subsection 7. }~~

20 **Sec. 15.** This act becomes effective on July 1, 2017.



