

ASSEMBLY BILL NO. 44—COMMITTEE ON JUDICIARY

(ON BEHALF OF THE SECRETARY OF STATE)

PREFILED NOVEMBER 17, 2016

Referred to Committee on Judiciary

SUMMARY—Requires the waiver of certain fees for certain veteran-owned businesses. (BDR 7-423)

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; waiving the annual fee for a state business registration for certain veteran-owned businesses; waiving the minimum fee for filing original articles of incorporation and initial and annual lists for certain veteran-owned corporations; waiving the fee for filing original articles of organization and initial and annual lists for certain veteran-owned limited-liability companies; authorizing the Secretary of State to adopt regulations; and providing other matters properly relating thereto.

Legislative Counsel’s Digest:

1 Existing law imposes an annual fee for a state business registration. The fee is
2 \$500 for certain corporations and \$200 for any other business. (NRS 76.100,
3 76.130) **Sections 1-4 and 13** of this bill require the Secretary of State to waive the
4 annual fee for a state business registration during the first 4 years of the existence
5 of a business if the business meets certain criteria, is created on or after January 1,
6 2018, and at least 51 percent of the business is owned by one or more veterans who
7 reside in this State.

8 Existing law imposes a fee of \$75 or more for a corporation to file its original
9 articles of incorporation, depending on the dollar amount of the total number of
10 shares provided for in the articles of incorporation. Existing law also requires
11 corporations to: (1) file an initial and annual list with the Secretary of State
12 containing certain information about the corporation; and (2) pay a fee of \$150 for
13 the initial list and \$150 or more for an annual list, depending on the dollar amount
14 of the total number of shares provided for in the articles of incorporation. (NRS
15 78.150) **Sections 6-8 and 13** of this bill require the Secretary of State to waive: (1)
16 the first \$75 of the fee for the filing of original articles of incorporation if the



17 corporation is a for-profit corporation organized on or after January 1, 2018, and at
18 least 51 percent of the for-profit corporation is owned by one or more veterans who
19 reside in this State; (2) the fee for the initial list for such a corporation; and (3) if at
20 least 51 percent of the for-profit corporation continues to be owned by one or more
21 veterans who reside in this State, the first \$150 of the fee for the three annual lists
22 filed after the filing of the initial list.

23 Existing law imposes a fee of \$75 for a limited-liability company to file its
24 original articles of organization. (NRS 86.561) Existing law also requires a limited-
25 liability company to: (1) file an initial and annual list with the Secretary of State
26 containing certain information about the company; and (2) pay a fee of \$150 for the
27 filing of the initial list and each annual list. (NRS 86.263) **Sections 9-13** of this bill
28 require the Secretary of State to waive: (1) the fee for the filing of original articles
29 of organization if the limited-liability company is a for-profit limited-liability
30 company organized on or after January 1, 2018, and at least 51 percent of the
31 company is owned by one or more veterans who reside in this State; (2) the fee for
32 the initial list for such a company; and (3) if at least 51 percent of the for-profit
33 limited-liability company continues to be owned by one or more veterans who
34 reside in this State, the fee for the three annual lists filed after the filing of the
35 initial list.

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

1 **Section 1.** Chapter 76 of NRS is hereby amended by adding
2 thereto a new section to read as follows:

3 *“Veteran” has the meaning ascribed to it in NRS 417.005.*

4 **Sec. 2.** NRS 76.010 is hereby amended to read as follows:

5 76.010 As used in this chapter, unless the context otherwise
6 requires, the words and terms defined in NRS 76.020 to 76.040,
7 inclusive, *and section 1 of this act* have the meanings ascribed to
8 them in those sections.

9 **Sec. 3.** NRS 76.100 is hereby amended to read as follows:

10 76.100 1. A person shall not conduct a business in this State
11 unless and until the person obtains a state business registration
12 issued by the Secretary of State. If the person is:

13 (a) An entity required to file an initial or annual list with the
14 Secretary of State pursuant to this title, the person must obtain the
15 state business registration at the time of filing the initial or annual
16 list.

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

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

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

22 (b) Set forth the name under which the applicant transacts or
23 intends to transact business, or if the applicant is an entity organized
24 pursuant to this title and on file with the Secretary of State, the exact
25 name on file with the Secretary of State, the business identification



1 number as assigned by the Secretary of State pursuant to NRS
2 225.082, and the location in this State of the place or places of
3 business;

4 (c) ~~Be~~ *Except as otherwise provided in subsection 3, be*
5 accompanied by a fee in the amount of \$200 ~~[-, except that] or~~, if the
6 applicant is a corporation organized pursuant to chapter 78, 78A or
7 78B of NRS, or a foreign corporation required to file an initial or
8 annual list with the Secretary of State pursuant to chapter 80 of
9 NRS, ~~the application must be accompanied by~~ a fee of \$500; and

10 (d) Include any other information that the Secretary of State
11 deems necessary.

12 ➔ If the applicant is an entity organized pursuant to this title and on
13 file with the Secretary of State and the applicant has no location in
14 this State of its place of business, the address of its registered agent
15 shall be deemed to be the location in this State of its place of
16 business.

17 3. *The Secretary of State shall waive the fee required by this*
18 *section if the applicant is:*

19 (a) *A natural person who is a veteran;*

20 (b) *An entity not required to file an initial or annual list with*
21 *the Secretary of State pursuant to this title and at least 51 percent*
22 *of the ownership interest in the entity is held by one or more*
23 *veterans; or*

24 (c) *A for-profit corporation organized pursuant to chapter 78,*
25 *78A, 78B or 89 of NRS, or a for-profit limited-liability company*
26 *organized pursuant to chapter 86 of NRS, and at least 51 percent*
27 *of the ownership interest in the corporation or limited-liability*
28 *company, as applicable, is held by one or more veterans.*

29 4. The application must be signed pursuant to NRS 239.330 by:

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

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

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

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

34 (e) A manager or managing member of a limited-liability
35 company.

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

38 ~~4~~ 5. If the application for a state business registration is
39 defective in any respect or the fee required by this section is not
40 paid, the Secretary of State may return the application for correction
41 or payment.

42 ~~5~~ 6. A state business registration issued pursuant to this
43 section must contain the business identification number assigned by
44 the Secretary of State pursuant to NRS 225.082.



1 ~~16-1~~ 7. The state business registration required to be obtained
2 pursuant to this section is in addition to any license to conduct
3 business that must be obtained from the local jurisdiction in which
4 the business is being conducted.

5 ~~17-1~~ 8. For the purposes of this chapter, a person:

6 (a) Shall be deemed to conduct a business in this State if a
7 business for which the person is responsible:

8 (1) Is organized pursuant to this title, other than a business
9 organized pursuant to:

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

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

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

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

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

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

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

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

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

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

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

35 ~~18-1~~ 9. As used in this section, "registered agent" has the
36 meaning ascribed to it in NRS 77.230.

37 **Sec. 4.** NRS 76.103 is hereby amended to read as follows:

38 76.103 1. A manufacturer who maintains a registered agent in
39 this State solely because of the requirements set forth in NRS
40 370.680 and who is not otherwise required to obtain a state business
41 registration pursuant to NRS 76.100 is not deemed, pursuant to
42 subparagraph (3) of paragraph (a) of subsection ~~17-1~~ 8 of NRS
43 76.100, to conduct a business in this State.

44 2. As used in this section, "manufacturer" has the meaning
45 ascribed to it in NRS 370.0315.



1 **Sec. 5.** NRS 76.130 is hereby amended to read as follows:

2 76.130 1. Except as otherwise provided in ~~subsection 2,~~
3 *subsections 2 and 6*, a person who applies for renewal of a state
4 business registration shall submit a fee in the amount of \$200 to the
5 Secretary of State:

6 (a) If the person is an entity required to file an annual list with
7 the Secretary of State pursuant to this title, at the time the person
8 submits the annual list to the Secretary of State, unless the person
9 submits a certificate or other form evidencing the dissolution of the
10 entity; or

11 (b) If the person is not an entity required to file an annual list
12 with the Secretary of State pursuant to this title, on the last day of
13 the month in which the anniversary date of issuance of the state
14 business registration occurs in each year, unless the person submits
15 a written statement to the Secretary of State, at least 10 days before
16 that date, indicating that the person will not be conducting a
17 business in this State after that date.

18 2. ~~##~~ *Except as otherwise provided in subsection 6, if* the
19 person applying for the renewal of a state business registration
20 pursuant to subsection 1 is a corporation organized pursuant to
21 chapter 78, 78A or 78B of NRS, or a foreign corporation required
22 to file an initial or annual list with the Secretary of State pursuant to
23 chapter 80 of NRS, the fee for the renewal of a state business
24 registration is \$500.

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

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

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

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

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

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



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

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

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

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

16 6. The Secretary of State shall ~~[waive]~~ :

17 (a) *Waive* the annual state business registration fee and any
18 related penalty imposed on a natural person or partnership if the
19 natural person or partnership provides evidence satisfactory to the
20 Secretary of State that the natural person or partnership conducted
21 no business in this State during the period for which the fees and
22 penalties would be waived.

23 (b) *For the 3 years following the issuance of a state business*
24 *registration on or after January 1, 2018, waive the annual state*
25 *business registration fee if the person applying for renewal of the*
26 *state business registration is:*

27 (1) *A natural person who is a veteran;*

28 (2) *An entity not required to file an initial or annual list*
29 *with the Secretary of State pursuant to this title and at least 51*
30 *percent of the ownership interest in the entity is held by one or*
31 *more veterans; or*

32 (3) *A for-profit corporation organized pursuant to chapter*
33 *78, 78A, 78B or 89 of NRS, or a for-profit limited-liability*
34 *company organized pursuant to chapter 86 of NRS, and at least 51*
35 *percent of the ownership interest in the corporation or limited-*
36 *liability company, as applicable, is held by one or more veterans.*

37 **Sec. 6.** NRS 78.010 is hereby amended to read as follows:

38 78.010 1. As used in this chapter:

39 (a) "Approval" and "vote" as describing action by the directors
40 or stockholders mean the vote of directors in person or by written
41 consent or of stockholders in person, by proxy or by written consent.

42 (b) "Articles," "articles of incorporation" and "certificate of
43 incorporation" are synonymous terms and, unless the context
44 otherwise requires, include all certificates filed pursuant to NRS
45 78.030, 78.180, 78.185, 78.1955, 78.209, 78.380, 78.385, 78.390,



1 78.725 and 78.730 and any articles of merger, conversion, exchange
2 or domestication filed pursuant to NRS 92A.200 to 92A.240,
3 inclusive, or 92A.270. Unless the context otherwise requires, these
4 terms include restated articles and certificates of incorporation.

5 (c) "Directors" and "trustees" are synonymous terms.

6 (d) "Entity" means a foreign or domestic:

7 (1) Corporation, whether or not for profit;

8 (2) Limited-liability company;

9 (3) Limited partnership; or

10 (4) Business trust.

11 (e) "Principal office" means the office, in or out of this State,
12 where the principal executive offices of a domestic or foreign
13 corporation are located.

14 (f) "Receiver" includes receivers and trustees appointed by a
15 court as provided in this chapter or in chapter 32 of NRS.

16 (g) "Registered agent" has the meaning ascribed to it in
17 NRS 77.230.

18 (h) "Registered office" means the office maintained at the street
19 address of the registered agent.

20 (i) "Stockholder of record" means a person whose name appears
21 on the stock ledger of the corporation.

22 ***(j) "Veteran" has the meaning ascribed to it in NRS 417.005.***

23 2. General terms and powers given in this chapter are not
24 restricted by the use of special terms, or by any grant of special
25 powers contained in this chapter.

26 **Sec. 7.** NRS 78.150 is hereby amended to read as follows:

27 78.150 1. A corporation organized pursuant to the laws of
28 this State shall, on or before the last day of the first month after the
29 filing of its articles of incorporation with the Secretary of State or, if
30 the corporation has selected an alternative due date pursuant to
31 subsection ~~11~~ 12, on or before that alternative due date, file with
32 the Secretary of State a list, on a form furnished by the Secretary of
33 State, containing:

34 (a) The name of the corporation;

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

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

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

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

43 2. The corporation shall annually thereafter, on or before the
44 last day of the month in which the anniversary date of incorporation
45 occurs in each year or, if, pursuant to subsection ~~11~~ 12, the



1 corporation has selected an alternative due date for filing the list
2 required by subsection 1, on or before the last day of the month in
3 which the anniversary date of the alternative due date occurs in each
4 year, file with the Secretary of State, on a form furnished by the
5 Secretary of State, an annual list containing all of the information
6 required in subsection 1.

7 3. Each list required by subsection 1 or 2 must be accompanied
8 by:

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

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

12 (2) The corporation acknowledges that pursuant to NRS
13 239.330, it is a category C felony to knowingly offer any false or
14 forged instrument for filing with the Office of the Secretary of State;
15 and

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

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

28 4. ~~Upon~~ *Except as otherwise provided in subsection 5, upon*
29 filing the list required by:

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

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

\$75,000 or less.....	\$150
Over \$75,000 and not over \$200,000	200
Over \$200,000 and not over \$500,000	300
Over \$500,000 and not over \$1,000,000	400
Over \$1,000,000:	
For the first \$1,000,000	400
For each additional \$500,000 or fraction thereof.....	275

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



1 5. *The Secretary of State shall:*

2 (a) *Waive the fee required by paragraph (a) of subsection 4 if*
3 *the corporation is a for-profit corporation organized on or after*
4 *January 1, 2018, and the corporation:*

5 (1) *Is owned by a natural person who is a veteran; or*

6 (2) *Is a corporation of which at least 51 percent of the*
7 *ownership interest is held by one or more veterans.*

8 (b) *For the 3 years following the filing of the initial list by a*
9 *for-profit corporation organized on or after January 1, 2018,*
10 *when filing the annual list required to be filed by the for-profit*
11 *corporation pursuant to subsection 2, waive an amount equal to*
12 *the minimum amount of the fee required by paragraph (b) of*
13 *subsection 4 if the corporation:*

14 (1) *Is owned by a natural person who is a veteran; or*

15 (2) *Is a corporation of which at least 51 percent of the*
16 *ownership interest is held by one or more veterans.*

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

21 ~~16-1~~ 7. The Secretary of State shall, 90 days before the last day
22 for filing each annual list required by subsection 2, provide to each
23 corporation which is required to comply with the provisions of NRS
24 78.150 to 78.185, inclusive, and which has not become delinquent, a
25 notice of the fee due pursuant to subsection 4 and a reminder to file
26 the annual list required by subsection 2. Failure of any corporation
27 to receive a notice does not excuse it from the penalty imposed by
28 law.

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

33 ~~18-1~~ 9. An annual list for a corporation not in default which is
34 received by the Secretary of State more than 90 days before its due
35 date shall be deemed an amended list for the previous year and must
36 be accompanied by the appropriate fee as provided in subsection 4
37 for filing. A payment submitted pursuant to this subsection does not
38 satisfy the requirements of subsection 2 for the year to which the
39 due date is applicable.

40 ~~19-1~~ 10. A person who files with the Secretary of State a list
41 required by subsection 1 or 2 which identifies an officer or director
42 with the fraudulent intent of concealing the identity of any person or
43 persons exercising the power or authority of an officer or director in
44 furtherance of any unlawful conduct is subject to the penalty set
45 forth in NRS 225.084.



~~10.~~ 11. For the purposes of this section, a stockholder is not deemed to exercise actual control of the daily operations of a corporation based solely on the fact that the stockholder has voting control of the corporation.

~~11.~~ 12. The Secretary of State may allow a corporation to select an alternative due date for filing the list required by subsection 1.

~~12.~~ 13. The Secretary of State may adopt regulations to administer the provisions of ~~subsection 11.~~ *this section.*

Sec. 8. NRS 78.760 is hereby amended to read as follows:

78.760 1. ~~The~~ *Except as otherwise provided in subsection 5, the* fee for filing articles of incorporation is prescribed in the following schedule:

If the amount represented by the total number of shares provided for in the articles is:	
\$75,000 or less.....	\$75
Over \$75,000 and not over \$200,000	175
Over \$200,000 and not over \$500,000	275
Over \$500,000 and not over \$1,000,000	375
Over \$1,000,000:	
For the first \$1,000,000	375
For each additional \$500,000 or fraction thereof.....	275

2. The maximum fee which may be charged pursuant to this section:

(a) Is \$35,000 for the original filing of the articles of incorporation.

(b) Is \$34,925 for a subsequent filing of any instrument which authorizes an increase in stock.

3. For the purposes of computing the filing fees according to the schedule in subsection 1, the amount represented by the total number of shares provided for in the articles of incorporation is:

(a) The aggregate par value of the shares, if only shares with a par value are therein provided for;

(b) The product of the number of shares multiplied by \$1, regardless of any lesser amount prescribed as the value or consideration for which shares may be issued and disposed of, if only shares without par value are therein provided for; or

(c) The aggregate par value of the shares with a par value plus the product of the number of shares without par value multiplied by \$1, regardless of any lesser amount prescribed as the value or consideration for which the shares without par value may be issued and disposed of, if shares with and without par value are therein provided for.



1 ↪ For the purposes of this subsection, shares with no prescribed par
2 value shall be deemed shares without par value.

3 4. The Secretary of State shall calculate filing fees pursuant to
4 this section with respect to shares with a par value of less than one-
5 tenth of a cent as if the par value were one-tenth of a cent.

6 **5. *The Secretary of State shall waive an amount equal to the***
7 ***minimum amount of the fee for the original filing of articles of***
8 ***incorporation required by this section if the corporation is a for-***
9 ***profit corporation:***

10 (a) *Which is owned by a natural person who is a veteran; or*

11 (b) *Of which at least 51 percent of the ownership interest is*
12 ***held by one or more veterans.***

13 **6. *The Secretary of State may adopt regulations to administer***
14 ***the provisions of subsection 5.***

15 **Sec. 9.** Chapter 86 of NRS is hereby amended by adding
16 thereto a new section to read as follows:

17 ***“Veteran” has the meaning ascribed to it in NRS 417.005.***

18 **Sec. 10.** NRS 86.011 is hereby amended to read as follows:

19 86.011 As used in this chapter, unless the context otherwise
20 requires, the words and terms defined in NRS 86.022 to 86.1255,
21 inclusive, ***and section 9 of this act*** have the meanings ascribed to
22 them in those sections.

23 **Sec. 11.** NRS 86.263 is hereby amended to read as follows:

24 86.263 1. A limited-liability company shall, on or before the
25 last day of the first month after the filing of its articles of
26 organization with the Secretary of State or, if the limited-liability
27 company has selected an alternative due date pursuant to subsection
28 ~~11~~ **12**, on or before that alternative due date, file with the
29 Secretary of State, on a form furnished by the Secretary of State, a
30 list that contains:

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

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

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

35 (d) The address, either residence or business, of each manager or
36 managing member listed, following the name of the manager or
37 managing member; and

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

42 2. The limited-liability company shall thereafter, on or before
43 the last day of the month in which the anniversary date of its
44 organization occurs or, if, pursuant to subsection ~~11~~ **12**, the
45 limited-liability company has selected an alternative due date for



1 filing the list required by subsection 1, on or before the last day of
2 the month in which the anniversary date of the alternative due date
3 occurs in each year, file with the Secretary of State, on a form
4 furnished by the Secretary of State, an annual list containing all of
5 the information required in subsection 1.

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

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

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

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

19 4. ~~Upon~~ *Except as otherwise provided in subsection 5, upon*
20 *filing:*

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

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

25 5. *The Secretary of State shall:*

26 (a) *Waive the fee required by paragraph (a) of subsection 4 if*
27 *the limited-liability company is a for-profit limited-liability*
28 *company organized on or after January 1, 2018, and the company:*

29 (1) *Is owned by a natural person who is a veteran; or*

30 (2) *Is a limited-liability company of which at least 51*
31 *percent of the ownership interest is held by one or more veterans.*

32 (b) *For the 3 years following the filing of the initial list*
33 *by a for-profit limited-liability company organized on or after*
34 *January 1, 2018, when filing the annual list required to be filed by*
35 *the for-profit limited-liability company pursuant to subsection 2,*
36 *waive the fee required by paragraph (b) of subsection 4 if the for-*
37 *profit limited-liability company:*

38 (1) *Is owned by a natural person who is a veteran; or*

39 (2) *Is a company of which at least 51 percent of the*
40 *ownership interest is held by one or more veterans.*

41 6. If a manager or managing member of a limited-liability
42 company resigns and the resignation is not reflected on the annual or
43 amended list of managers and managing members, the limited-
44 liability company or the resigning manager or managing member
45 shall pay to the Secretary of State a fee of \$75 to file the resignation.



1 ~~16-1~~ 7. The Secretary of State shall, 90 days before the last day
2 for filing each list required by subsection 2, provide to each limited-
3 liability company which is required to comply with the provisions of
4 this section, and which has not become delinquent, a notice of the
5 fee due under subsection 4 and a reminder to file the list required by
6 subsection 2. Failure of any company to receive a notice does not
7 excuse it from the penalty imposed by law.

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

12 ~~18-1~~ 9. An annual list for a limited-liability company not in
13 default received by the Secretary of State more than 90 days before
14 its due date shall be deemed an amended list for the previous year.

15 ~~19-1~~ 10. A person who files with the Secretary of State a list
16 required by subsection 1 or 2 which identifies a manager or
17 managing member with the fraudulent intent of concealing the
18 identity of any person or persons exercising the power or authority
19 of a manager or managing member in furtherance of any unlawful
20 conduct is subject to the penalty set forth in NRS 225.084.

21 ~~10-1~~ 11. For the purposes of this section, a member is not
22 deemed to exercise actual control of the daily operations of a
23 limited-liability company based solely on the fact that the member
24 has voting control of the limited-liability company.

25 ~~11-1~~ 12. The Secretary of State may allow a limited-liability
26 company to select an alternative due date for filing the list required
27 by subsection 1.

28 ~~12-1~~ 13. The Secretary of State may adopt regulations to
29 administer the provisions of ~~subsection 11-1~~ *this section*.

30 **Sec. 12.** NRS 86.561 is hereby amended to read as follows:

31 86.561 1. ~~The~~ *Except as otherwise provided in subsection*
32 *3, the* Secretary of State shall charge and collect for:

33 (a) Filing the original articles of organization, or for registration
34 of a foreign company, \$75;

35 (b) Amending or restating the articles of organization, amending
36 the registration of a foreign company or filing a certificate of
37 correction, \$175;

38 (c) Filing the articles of dissolution of a domestic or foreign
39 company, \$100;

40 (d) Certifying a copy of articles of organization or an
41 amendment to the articles, \$30;

42 (e) Certifying an authorized printed copy of this chapter, \$30;

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

44 (g) Filing a certificate of cancellation, \$100;

45 (h) Signing, filing or certifying any other record, \$50; and



1 (i) Copies provided by the Office of the Secretary of State, \$2
2 per page.

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

8 3. *The Secretary of State shall waive the fee for filing the*
9 *original articles of organization set forth in paragraph (a) of*
10 *subsection 1 if the limited-liability company is a for-profit limited-*
11 *liability company and:*

12 (a) *Is owned by a natural person who is a veteran; or*

13 (b) *Is a limited-liability company of which at least 51 percent*
14 *of the ownership interest is held by one or more veterans.*

15 4. Except as otherwise provided in this section, the fees set
16 forth in NRS 78.785 apply to this chapter.

17 5. *The Secretary of State may adopt regulations to administer*
18 *the provisions of subsection 3.*

19 **Sec. 13.** This act becomes effective on January 1, 2018.



