

SENATE BILL NO. 75—COMMITTEE ON JUDICIARY

(ON BEHALF OF THE SECRETARY OF STATE)

PREFILED NOVEMBER 20, 2024

Referred to Committee on Judiciary

SUMMARY—Revises various provisions relating to businesses in this State. (BDR 7-484)

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; authorizing the Secretary of State to adopt regulations to decrease the amount of the fee for the issuance or renewal of a state business license and certain filing fees paid by business entities; authorizing the Secretary of State to adopt regulations to decrease certain penalties and fees for failing to obtain or renew a state business license or timely file certain documents; revising provisions governing the renewal of a state business license; requiring an electronic mail address to be included in certain filings related to registered agents; authorizing the Office of the Secretary of State to accept records written in a language other than English under certain circumstances; revising provisions governing acceptance by the Secretary of State of certain documents on behalf of a business entity whose name includes certain words associated with professions regulated by the State Board of Architecture, Interior Design and Residential Design; eliminating fees for the filing of documents to dissolve or cancel the registration of a business entity; revising provisions governing the registration of trademarks, trade names and service marks with the Secretary of State; authorizing the Board to accept proof of receipt of the Pritzker Architecture Prize in lieu of an examination for registration as an architect; and providing other matters properly relating thereto.



* S B 7 5 R 1 *

Legislative Counsel's Digest:

Existing law requires each person conducting a business in this State to obtain a state business license issued by the Secretary of State. (NRS 76.100) Existing law also: (1) establishes certain fees that are required to be paid to the Secretary of State to form a business entity or transact business in this State as a foreign business entity; and (2) requires business entities to file an annual list of the officers, directors, members and partners, as applicable, of the business entity, and pay an annual fee to the Secretary of State to maintain the authority to transact business in this State as a business entity. (See, e.g., NRS 78.150, 78.760, 80.050, 80.110, 86.263, 86.5461, 86.561) **Sections 1, 3, 4, 7-9, 10, 13-16, 18-21, 23, 25-27, 29-35, 37, 39-44, 47-53, 56-69 and 71-74** of this bill authorize the Secretary of State to establish by regulation lower amounts for: (1) the annual state business license fee, the fees to form a business entity or transact business in this State as a foreign business entity in this State, and the fees for the filing of an annual list by a business entity; and (2) the penalties and fees for failing to pay such fees in a timely manner. **Sections 2 and 75** of this bill make conforming changes to update references to provisions renumbered by this bill.

Existing law imposes fees to file certain documents with the Secretary of State to dissolve a business entity or cancel the registration of a foreign business entity. (NRS 78.780, 82.531, 84.015, 86.561, 87.470, 87A.315, 88.415, 88A.900) **Sections 9.5, 18.5, 23, 25, 31.5, 34.5, 35, 38.5, 41.5, 50, 50.5, 53.5, 59, 59.5, 62.5, 65.5, 68.5, 69 and 79.7** of this bill eliminate these fees.

Existing law requires the Secretary of State to send a notice to a person who holds a state business license notifying the person of the fee to renew the license and the requirement to file an application for renewal of the license. (NRS 76.130) **Section 4** of this bill authorizes the Secretary of State to provide this notice electronically, unless the person has requested to receive communications by mail. **Section 4** also authorizes the Secretary of State to establish a procedure for a person who has provided payment information to the Secretary of State to apply to automatically renew his or her state business license and pay the fee.

Existing law requires certain entities doing business in this State to appoint and keep a registered agent who resides or is located in this State upon whom legal process may be served. (NRS 14.020) The Model Registered Agents Act governs registered agents. (Chapter 77 of NRS) **Section 4.5** of this bill requires, whenever a provision of the Model Registered Agents Act requires a filing to state an address, the filing to include an electronic mail address in addition to a physical address.

Existing law prohibits certain records which are written in a language other than English from being filed or submitted for filing in the Office of the Secretary of State unless accompanied by a verified translation of that record into the English language. (NRS 78.028, 78A.015, 81.003, 82.528, 84.008, 86.566, 87A.270, 88.338, 89.027, 600.025) **Sections 5, 11, 17, 22, 24, 36, 46, 55, 70 and 76** of this bill authorize the Office of the Secretary of State to accept for filing a record which is written in a language other than English if the Secretary of State determines that sufficient resources are available to provide for a verified translation of that record into the English language.

Existing law prohibits the Secretary of State from accepting for filing documents used to form certain business entities, documents which amend the documents used to form such entities or the records required to be filed by a foreign corporation before doing business in this State, if the document or record provides that the name of the business entity contains the words "architect," "architecture," "registered architect," "licensed architect," "registered interior designer," "registered interior design," "residential designer," "registered residential designer," "licensed residential designer" or "residential design," unless the State Board of Architecture, Interior Design and Residential Design certifies that: (1) the principals of the business entity hold a certificate of registration to practice the



relevant profession; or (2) the business entity meets the requirements to do business as an entity whose ownership consists of both persons who are qualified to practice the relevant profession and persons who are not so qualified or who are qualified to practice a different profession regulated by the Board. (NRS 78.045, 80.010, 86.171, 87.450, 87A.175, 88.320, 623.349) As an alternative to a certification from the Board, **Sections 6, 12, 28, 38, 45, and 54** of this bill authorize the Secretary of State to accept documents on behalf of a business entity that uses one of the restricted professional titles in its name if the principals of the business entity present documentation satisfactory to the Secretary of State that: (1) the principals hold a certificate of registration to practice the relevant profession; or (2) the business entity meets the requirements to do business as an entity whose ownership consists of both persons who are qualified to practice the relevant profession and persons who are not so qualified or who are qualified to practice a different profession regulated by the Board.

Existing law prohibits a person from practicing architecture in this State without a certificate of registration issued by the State Board of Architecture, Interior Design and Residential Design. (NRS 623.180) Before receiving a certificate of registration, existing law requires an applicant to pass an examination adopted by the Board. (NRS 623.200) **Section 79.3** of this bill authorizes the Board to accept, in lieu of an examination, evidence that the application is a laureate of the Pritzker Architecture Prize.

Existing law authorizes a person who is using a trademark, trade name or service mark in this State to register that mark with the Secretary of State. (NRS 600.340) The Secretary of State is authorized, for the purposes of administrative convenience, to adopt regulations that define general classes of goods and services for which a mark may be registered. (NRS 600.400) An application for registration must identify the class of the goods or services, as designated by the Secretary of State, in connection with which the mark is used. (NRS 600.340) **Section 79** of this bill removes the authority for the Secretary of State to define the classes of goods and services for which a mark may be registered and instead sets forth the schedule of classes of goods and services adopted by the United States Patent and Trademark Office for the purpose of classifying marks which are registered federally. **Section 77** of this bill makes a conforming change to reflect that the classes of goods and services for which a mark may be registered will no longer be defined by the Secretary of State.

Existing law authorizes a person to assign a mark and its registration. (NRS 600.370) **Section 78** of this bill requires an assignment of a mark to be made on a form prescribed by the Secretary of State.

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

Section 1. NRS 76.100 is hereby amended to read as follows:
76.100 1. A person shall not conduct a business in this State unless and until the person obtains a state business license issued by the Secretary of State. If the person is:

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



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

2. An application for a state business license must:

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

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

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

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

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

3. *The Secretary of State may establish by regulation the amount of the fee that must accompany an application for a state business license pursuant to subsection 2, which must not exceed the amount of the corresponding fee set forth in subsection 2. If the Secretary of State establishes by regulation the amount of such a fee, an application for a state business license must be accompanied by a fee in the amount established by the Secretary of State by regulation.*

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

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

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

(c) A general partner of a limited partnership.

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

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

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

~~4.~~ 5. If the application for a state business license is defective in any respect or the fee required by this section is not paid, the



Secretary of State may return the application for correction or payment.

~~[5-]~~ 6. A state business license issued pursuant to this section must contain the business identification number assigned by the Secretary of State pursuant to NRS 225.082.

~~[6-]~~ 7. The state business license required to be obtained pursuant to this section is in addition to any license to conduct business that must be obtained from the local jurisdiction in which the business is being conducted.

~~[7-]~~ 8. For the purposes of this chapter, a person:

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

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

(I) Chapter 82 or 84 of NRS; or

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

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

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

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

(b) Shall be deemed not to conduct a business in this State if:

(1) The business for which the person is responsible:

(I) Is not organized pursuant to this title;

(II) Does not have an office or base of operations in this State;

(III) Does not have a registered agent in this State; and

(IV) Does not pay wages or other remuneration to a natural person who performs in this State any of the duties for which he or she is paid, other than wages or other remuneration paid to a natural person for performing duties in connection with an activity described in subparagraph (2);

(2) The business for which the person is responsible is conducting activity in this State solely to provide vehicles or equipment on a short-term basis in response to a wildland fire, a flood, an earthquake or another emergency; or

(3) The Secretary of State determines that the person is not conducting a business in this State.

~~[8-]~~ 9. As used in this section, "registered agent" has the meaning ascribed to it in NRS 77.230.



Sec. 2. NRS 76.103 is hereby amended to read as follows:

76.103 1. A manufacturer who maintains a registered agent in this State solely because of the requirements set forth in NRS 370.680 and who is not otherwise required to obtain a state business license pursuant to NRS 76.100 is not deemed, pursuant to subparagraph (3) of paragraph (a) of subsection ~~77~~ 8 of NRS 76.100, to conduct a business in this State.

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

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

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

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

(1) ~~{Shall}~~ *Except as otherwise provided in subsection 2, shall* pay a penalty of \$100 in addition to the annual state business license fee for each year in which the entity fails to obtain a state business license;

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

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

(b) Not an entity required to file an annual list with the Secretary of State, the person shall , *except as otherwise provided in subsection 2,* pay a penalty in the amount of \$100 in addition to the annual state business license fee for each year in which the person has conducted business in this State without a state business license.

2. *The Secretary of State may establish by regulation the amount of the penalty required to be paid pursuant to this section by a person who fails to obtain a state business license and pay the fee required pursuant to NRS 76.100, which must not exceed \$100. If the Secretary of State establishes by regulation the amount of such a penalty, the amount of any penalty required to be paid pursuant to this section must be the amount established by the Secretary of State by regulation.*

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



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

76.130 1. Except as otherwise provided in subsection 2 ~~or~~ **8**, a person who applies for renewal of a state business license shall submit a fee in the amount of \$200 to the Secretary of State:

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

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

2. ~~Except as otherwise provided in subsection 8~~, if the person applying for the renewal of a state business license pursuant to subsection 1 is a corporation organized pursuant to chapter 78, 78A or 78B of NRS, or a foreign corporation required to file an initial or annual list with the Secretary of State pursuant to chapter 80 of NRS, the fee for the renewal of a state business license is \$500.

3. The Secretary of State shall, 90 days before the last day for filing an application for renewal of the state business license of a person who holds a state business license, provide to the person a notice of the state business license fee due pursuant to this section and a reminder to file the application for renewal required pursuant to this section. ***The notice required pursuant to this subsection may be provided electronically, unless the person has requested to receive communications by mail.*** Failure of any person to receive a notice does not excuse the person from the penalty imposed by law.

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

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

(1) ~~Shall~~ ***Except as otherwise provided in subsection 8, shall*** pay a penalty of \$100 in addition to the annual state business license fee;

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

(3) Is subject to all applicable provisions relating to the failure to file an annual list, including, without limitation, the provisions governing default and revocation of its charter or right to



transact business in this State, except that the person is required to pay the penalty set forth in subparagraph (1).

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

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

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

5. *The Secretary of State may establish a procedure whereby a person who has provided payment information to the Secretary of State may elect to automatically apply for renewal of his or her state business license and pay the state business license fee required by this section. Failure of any person to pay the state business license fee as a result of not maintaining current payment information with the Secretary of State does not excuse the person from the penalty imposed by law for failure to timely pay the state business license fee.*

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

~~6.1~~ 7. The Secretary of State shall waive the annual state business license fee and any related penalty imposed on a natural person or partnership if the natural person or partnership provides evidence satisfactory to the Secretary of State that the natural person or partnership conducted no business in this State during the period for which the fees and penalties would be waived.

8. *The Secretary of State may establish by regulation the amount of the fee required by this section for the renewal of a state business license and the penalty required to be paid pursuant to this section by a person who fails to pay the annual state business license fee in a timely manner. The fee or penalty established by the Secretary of State must not exceed the amount of the fee or penalty, as applicable, set forth in this section. If the Secretary of State establishes by regulation the amount of:*

(a) *The fee for the renewal of a state business license, the amount of the fee for such renewal is the amount of the fee established by the Secretary of State by regulation.*



(b) The penalty required to be paid pursuant to this section by a person who fails to pay the annual state business license fee in a timely manner, the amount of any such penalty must be the amount established by the Secretary of State by regulation.

Sec. 4.5. NRS 77.300 is hereby amended to read as follows:

77.300 Whenever a provision of this chapter requires that a filing state an address, the filing must state:

1. An actual street address or rural route box number in this State; ~~and~~

2. A mailing address in this State, if different from the address under subsection 1 ~~;~~ **and**

3. An electronic mail address.

Sec. 5. NRS 78.028 is hereby amended to read as follows:

78.028 ~~No~~

1. Except as otherwise provided in subsection 2, no record which is written in a language other than English may be filed or submitted for filing in the Office of the Secretary of State pursuant to the provisions of this chapter unless it is accompanied by a verified translation of that record into the English language.

2. The Office of the Secretary of State may accept for filing a record which is written in a language other than English if the Secretary of State determines that sufficient resources are available to provide for a verified translation of that record into the English language.

Sec. 6. NRS 78.045 is hereby amended to read as follows:

78.045 1. The Secretary of State shall not accept for filing any articles of incorporation or any certificate of amendment of articles of incorporation of any corporation formed pursuant to the laws of this State which provides that the name of the corporation contains the word "bank" or "trust," unless:

(a) It appears from the articles or the certificate of amendment that the corporation proposes to carry on business as a banking or trust company, exclusively or in connection with its business as a bank, savings and loan association, savings bank or thrift company; and

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

2. The Secretary of State shall not accept for filing any articles of incorporation or any certificate of amendment of articles of incorporation of any corporation formed pursuant to the provisions of this chapter if it appears from the articles or the certificate of amendment that the business to be carried on by the corporation is subject to supervision by the Commissioner of Insurance or by the Commissioner of Financial Institutions, unless the articles or



1 certificate of amendment is approved by the Commissioner who will
2 supervise the business of the corporation.

3 3. Except as otherwise provided in subsection 7, the Secretary
4 of State shall not accept for filing any articles of incorporation or
5 any certificate of amendment of articles of incorporation of any
6 corporation formed pursuant to the laws of this State if the name of
7 the corporation contains the words “engineer,” “engineered,”
8 “engineering,” “professional engineer,” “registered engineer” or
9 “licensed engineer” unless:

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

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

16 4. Except as otherwise provided in subsection 7, the Secretary
17 of State shall not accept for filing any articles of incorporation or
18 any certificate of amendment of articles of incorporation of any
19 corporation formed pursuant to the laws of this State if the name of
20 the corporation contains the words “architect,” “architecture,”
21 “registered architect,” “licensed architect,” “registered interior
22 designer,” “registered interior design,” “residential designer,”
23 “registered residential designer,” “licensed residential designer” or
24 “residential design” unless ~~the~~:

25 (a) ~~The~~ State Board of Architecture, Interior Design and
26 Residential Design certifies that:

27 ~~(a)~~ (1) The principals of the corporation are holders of a
28 certificate of registration to practice architecture or residential
29 design or to practice as a registered interior designer, as applicable,
30 pursuant to the laws of this State; or

31 ~~(b)~~ (2) The corporation is qualified to do business in this State
32 pursuant to NRS 623.349 ~~or~~; *or*

33 (b) *The principals of the corporation present documentation*
34 *satisfactory to the Secretary of State showing that:*

35 (1) *The principals are holders of a certificate of registration*
36 *to practice architecture or residential design or to practice as a*
37 *registered interior designer, as applicable, pursuant to the laws of*
38 *this State; or*

39 (2) *The corporation is qualified to do business in this State*
40 *pursuant to NRS 623.349.*

41 5. The Secretary of State shall not accept for filing any articles
42 of incorporation or any certificate of amendment of articles of
43 incorporation of any corporation formed pursuant to the laws of this
44 State which provides that the name of the corporation contains the
45 word “accountant,” “accounting,” “accountancy,” “auditor” or



“auditing” unless the Nevada State Board of Accountancy certifies that the corporation:

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

(b) Has filed with the Nevada State Board of Accountancy under penalty of perjury a written statement that the corporation is not engaged in the practice of accounting and is not offering to practice accounting in this State.

6. The Secretary of State shall not accept for filing any articles of incorporation or any certificate of amendment of articles of incorporation of any corporation formed or existing pursuant to the laws of this State which provides that the name of the corporation contains the words “common-interest community,” “community association,” “master association,” “unit-owners’ association” or “homeowners’ association” or if it appears in the articles of incorporation or certificate of amendment that the purpose of the corporation is to operate as a unit-owners’ association pursuant to chapter 116 or 116B of NRS unless the Administrator of the Real Estate Division of the Department of Business and Industry certifies that the corporation has:

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

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

7. The provisions of subsections 3 and 4 do not apply to any corporation, whose securities are publicly traded and regulated by the Securities Exchange Act, which does not engage in the practice of professional engineering, architecture or residential design or interior design, as applicable.

8. The Commissioner of Financial Institutions and the Commissioner of Insurance may approve or disapprove the articles or amendments referred to them pursuant to the provisions of this section.

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

78.150 1. A corporation organized pursuant to the laws of this State shall, at the time of the filing of its articles of incorporation with the Secretary of State or, if the corporation has selected an alternative due date pursuant to subsection 12, on or before that alternative due date, file with the Secretary of State a list, on a form furnished by the Secretary of State, containing:

(a) The name of the corporation;

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

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



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

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

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

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

(a) A declaration under penalty of perjury that:

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

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

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

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

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

(a) Subsection 1, the corporation shall pay to the Secretary of 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:

\$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 |

↪ The maximum fee which may be charged pursuant to paragraph (b) for filing the annual list is \$11,125. *The Secretary of State may establish by regulation the amount of the fee which must be paid for filing a list required by subsection 1 or 2, which must not exceed the amount of the fee or the maximum fee specified in this subsection. If the Secretary of State establishes by regulation the amount of such a fee, upon filing a list required by subsection 1 or 2, the corporation shall pay to the Secretary of State a fee in the amount established by the Secretary of State by regulation.*

5. If a corporation files an amended list of directors and officers with the Secretary of State within 60 days after the date on which the list required by subsection 1 is filed, the corporation or the resigning director or officer is not required to pay a fee for filing the amended list.

6. Except as otherwise provided in subsection 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.

7. 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.

8. 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.

9. 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.



10. 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.

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.

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

13. The Secretary of State may adopt regulations to administer the provisions of subsection 12.

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

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

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

3. ~~For~~ *Except as otherwise provided in this subsection, for default there must be added to the amount of the fee a penalty of \$75. The Secretary of State may establish by regulation the amount of the penalty for default, which must not exceed \$75. If the Secretary of State establishes by regulation the amount of such a penalty for default, there must be added to the amount of the fee a penalty in the amount established by the Secretary of State by regulation.* The fee and penalty must be collected as provided in this chapter.

Sec. 9. NRS 78.180 is hereby amended to read as follows:

78.180 1. Except as otherwise provided in subsections 3 and 4 and NRS 78.152, the Secretary of State shall reinstate a corporation which has forfeited or which forfeits its right to transact



business pursuant to the provisions of this chapter and shall restore to the corporation its right to carry on business in this State, and to exercise its corporate privileges and immunities, if it:

(a) Files with the Secretary of State:

(1) The list required by NRS 78.150;

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

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

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

(b) Except as otherwise provided in NRS 231.14057, pays to the Secretary of State:

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

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

(3) ~~1A~~ *Except as otherwise provided in this subparagraph, a fee of \$300 for reinstatement. The Secretary of State may establish by regulation the amount of the fee for reinstatement, which must not exceed \$300. If the Secretary of State establishes by regulation the amount of the fee for reinstatement, the corporation must pay to the Secretary of State a fee for reinstatement in the amount established by the Secretary of State by regulation.*

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

(a) Requests a certificate of reinstatement; and

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

3. Except as otherwise provided in NRS 231.14057, the Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid, and the revocation of the charter occurred only by reason of failure to pay the fees and penalties.

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

5. Except as otherwise provided in NRS 78.185, a reinstatement pursuant to this section relates back to the date on which the corporation forfeited its right to transact business under the provisions of this chapter and reinstates the corporation's right



1 to transact business as if such right had at all times remained in full
2 force and effect.

3 **Sec. 9.5.** NRS 78.573 is hereby amended to read as follows:

4 78.573 1. The Secretary of State shall authorize a corporation
5 whose charter has been revoked to dissolve without paying
6 additional fees and penalties ~~[, other than the fee for filing a~~
7 ~~certificate of dissolution required by NRS 78.780,]~~ if the corporation
8 provides evidence satisfactory to the Secretary of State that the
9 corporation did not transact business in this State or as a corporation
10 organized pursuant to the laws of this State:

11 (a) During the entire period for which its charter was revoked; or

12 (b) During a portion of the period for which its charter was
13 revoked and the corporation paid the fees and penalties for the
14 portion of that period in which the corporation transacted business
15 in this State or as a corporation organized pursuant to the laws of
16 this State.

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

19 **Sec. 10.** NRS 78.760 is hereby amended to read as follows:

20 78.760 1. ~~[The]~~ *Except as otherwise provided in this section,*
21 *the* fee for filing articles of incorporation is prescribed in the
22 following schedule:

23
24 If the amount represented by the total number of shares
25 provided for in the articles is:

26 \$75,000 or less..... \$75

27 Over \$75,000 and not over \$200,000 175

28 Over \$200,000 and not over \$500,000 275

29 Over \$500,000 and not over \$1,000,000 375

30 Over \$1,000,000:

31 For the first \$1,000,000..... 375

32 For each additional \$500,000 or fraction thereof 275

33
34 2. The maximum fee which may be charged pursuant to this
35 section:

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

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

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

43 (a) The aggregate par value of the shares, if only shares with a
44 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.

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

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

5. The Secretary of State may establish by regulation the amount of the fee for filing articles of incorporation, which must be based on the amount represented by the total number of shares provided for in the articles and which must not exceed the amount of the fee set forth in subsection 1 or the maximum fee specified in subsection 2. If the Secretary of State establishes by regulation the amount of the fee for filing articles of incorporation, the fee for filing articles of incorporation must be in the amount established by the Secretary of State by regulation.

Sec. 11. NRS 78A.015 is hereby amended to read as follows:

78A.015 ~~[No]~~

1. Except as otherwise provided in subsection 2, no record which is written in a language other than English may be filed or submitted for filing in the Office of the Secretary of State pursuant to the provisions of this chapter unless it is accompanied by a verified translation of that record into the English language.

2. The Office of the Secretary of State may accept for filing a record which is written in a language other than English if the Secretary of State determines that sufficient resources are available to provide for a verified translation of that record into the English language.

Sec. 12. NRS 80.010 is hereby amended to read as follows:

80.010 1. Before commencing or doing any business in this State, each corporation organized pursuant to the laws of another state, territory, the District of Columbia, a possession of the United States or a foreign country that enters this State to do business must:

(a) File in the Office of the Secretary of State:

(1) The information required pursuant to NRS 77.310. The street address of the registered agent is the registered office of the corporation in this State.



(2) A statement signed by an officer of the corporation, or some other person specifically authorized by the corporation to sign the statement, setting forth:

(I) A general description of the purposes of the corporation;

(II) The authorized stock of the corporation and the number and par value of shares having par value and the number of shares having no par value;

(III) A declaration of the existence of the corporation and the name of the jurisdiction of its incorporation or the governmental acts or other instrument of authority by which the corporation was created; and

(IV) A declaration that the corporation is in good standing in the jurisdiction of its incorporation or creation.

(b) Lodge in the Office of the Secretary of State a copy of the record most recently filed by the corporation in the jurisdiction of its incorporation setting forth the authorized stock of the corporation, the number of par-value shares and their par value, and the number of no-par-value shares.

2. The Secretary of State shall not file the records required by subsection 1 for any foreign corporation whose name is not distinguishable on the records of the Secretary of State from the names of all other artificial persons formed, organized, registered or qualified pursuant to the provisions of this title that are on file in the Office of the Secretary of State and all names that are reserved in the Office of the Secretary of State pursuant to the provisions of this title, unless the written, acknowledged consent of the holder of the name on file or reserved name to use the same name or the requested similar name accompanies the articles of incorporation.

3. For the purposes of this section and NRS 80.012, a proposed name is not distinguishable from a name on file or reserved solely because one or the other names contains distinctive lettering, a distinctive mark, a trademark or trade name, or any combination thereof.

4. The name of a foreign corporation whose charter has been revoked, which has merged and is not the surviving entity or whose existence has otherwise terminated is available for use by any other artificial person.

5. The Secretary of State shall not accept for filing the records required by subsection 1 or NRS 80.110 for any foreign corporation if the name of the corporation contains the words "engineer," "engineered," "engineering," "professional engineer," "registered engineer" or "licensed engineer" unless the State Board of Professional Engineers and Land Surveyors certifies that:



(a) The principals of the corporation are licensed to practice engineering pursuant to the laws of this State; or

(b) The corporation is exempt from the prohibitions of NRS 625.520.

6. The Secretary of State shall not accept for filing the records required by subsection 1 or NRS 80.110 for any foreign corporation if the name of the corporation contains the words "architect," "architecture," "registered architect," "licensed architect," "registered interior designer," "registered interior design," "residential designer," "registered residential designer," "licensed residential designer" or "residential design" unless ~~the~~:

(a) ~~The~~ State Board of Architecture, Interior Design and Residential Design certifies that:

~~(1)~~ (1) The principals of the corporation are holders of a certificate of registration to practice architecture or residential design or to practice as a registered interior designer, as applicable, pursuant to the laws of this State; or

~~(2)~~ (2) The corporation is qualified to do business in this State pursuant to NRS 623.349 ~~H~~; or

(b) *The principals of the corporation present documentation satisfactory to the Secretary of State showing that:*

(1) The principals are holders of a certificate of registration to practice architecture or residential design or to practice as a registered interior designer, as applicable, pursuant to the laws of this State; or

(2) The corporation is qualified to do business in this State pursuant to NRS 623.349.

7. The Secretary of State shall not accept for filing the records required by subsection 1 or NRS 80.110 for any foreign corporation if it appears from the records that the business to be carried on by the corporation is subject to supervision by the Commissioner of Financial Institutions, unless the Commissioner certifies that:

(a) The corporation has obtained the authority required to do business in this State; or

(b) The corporation is not subject to or is exempt from the requirements for obtaining such authority.

8. The Secretary of State shall not accept for filing the records required by subsection 1 or NRS 80.110 for any foreign corporation if the name of the corporation contains the word "accountant," "accounting," "accountancy," "auditor" or "auditing" unless the Nevada State Board of Accountancy certifies that the foreign corporation:

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



(b) Has filed with the Nevada State Board of Accountancy under penalty of perjury a written statement that the foreign corporation is not engaged in the practice of accounting and is not offering to practice accounting in this State.

9. The Secretary of State may adopt regulations that interpret the requirements of subsections 1 to 8, inclusive.

10. A person shall not file the records required by subsection 1 for any illegal purpose or with the fraudulent intent to conceal any business activity, or lack thereof, from another person or a governmental agency.

Sec. 13. NRS 80.050 is hereby amended to read as follows:

80.050 1. Except as otherwise provided in subsection 3 ~~or~~ *4*, foreign corporations shall pay the same fees to the Secretary of State as are required to be paid by corporations organized pursuant to the laws of this State, but the amount of fees to be charged must not exceed:

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

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

2. If the corporate records required to be filed set forth only the total number of shares of stock the corporation is authorized to issue without reference to value, the authorized shares shall be deemed to be without par value and the filing fee must be computed pursuant to paragraph (b) of subsection 3 of NRS 78.760.

3. ~~Foreign~~ *Except as otherwise provided in subsection 4, foreign* corporations which are nonprofit corporations and which do not have or issue shares of stock shall pay the same fees to the Secretary of State as are required to be paid by nonprofit corporations organized pursuant to the laws of this State.

4. *The Secretary of State may establish by regulation the amount of the fee that a foreign corporation, including, without limitation, a foreign corporation which is a nonprofit corporation and which does not have or issue shares of stock, must pay for filing records for initial qualification, which must not exceed the fee prescribed by statute for corporations or nonprofit corporations, as applicable, organized pursuant to the laws of this State or the limit specified in subsection 1. If the Secretary of State establishes by regulation the amount of such a fee, the amount of the fee that a foreign corporation, including, without limitation, a foreign corporation which is a nonprofit corporation and which does not have or issue shares of stock, must be in the amount established by the Secretary of State by regulation.*

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



Sec. 14. NRS 80.110 is hereby amended to read as follows:

80.110 1. Each foreign corporation doing business in this State shall, at the time that the information required by NRS 80.010 is filed with the Secretary of State, or, if the foreign corporation has selected an alternative due date pursuant to subsection 10, on or before that alternative due date, and annually thereafter on or before the last day of the month in which the anniversary date of its qualification to do business in this State occurs in each year, or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date occurs in each year, file with the Secretary of State a list, on a form furnished by the Secretary of State, that contains:

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

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

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

(a) A declaration under penalty of perjury that:

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

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

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

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

3. ~~Upon~~ *Except as otherwise provided in this subsection, upon* filing:

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

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



| | | |
|----|---|-------|
| 1 | \$75,000 or less..... | \$150 |
| 2 | Over \$75,000 and not over \$200,000 | 200 |
| 3 | Over \$200,000 and not over \$500,000 | 300 |
| 4 | Over \$500,000 and not over \$1,000,000 | 400 |
| 5 | Over \$1,000,000: | |
| 6 | For the first \$1,000,000..... | 400 |
| 7 | For each additional \$500,000 or fraction thereof | 275 |
| 8 | ➤ The maximum fee which may be charged pursuant to paragraph | |
| 9 | (b) for filing the annual list is \$11,125. <i>The Secretary of State may</i> | |
| 10 | <i>establish by regulation the amount of the fee which must be paid</i> | |
| 11 | <i>for filing the initial list and each annual list required by</i> | |
| 12 | <i>subsection 1, which must not exceed the amount of the fee or the</i> | |
| 13 | <i>maximum fee specified in this subsection. If the Secretary of State</i> | |
| 14 | <i>establishes by regulation the amount of such a fee, upon filing the</i> | |
| 15 | <i>initial list and each annual list, the foreign corporation shall pay</i> | |
| 16 | <i>to the Secretary of State a fee in the amount established by the</i> | |
| 17 | <i>Secretary of State by regulation.</i> | |

18
19 4. If a foreign corporation files an amended list of directors and
20 officers with the Secretary of State within 60 days after the date on
21 which the initial list required by subsection 1 is filed, the foreign
22 corporation or the resigning director or officer is not required to pay
23 a fee for filing the amended list.

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

29 6. The Secretary of State shall, 90 days before the last day for
30 filing each annual list required by subsection 1, provide to each
31 corporation which is required to comply with the provisions of NRS
32 80.110 to 80.175, inclusive, and which has not become delinquent, a
33 notice of the fee due pursuant to subsection 3 and a reminder to file
34 the list pursuant to subsection 1. Failure of any corporation to
35 receive a notice does not excuse it from the penalty imposed by the
36 provisions of NRS 80.110 to 80.175, inclusive.

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

42 8. A person who files with the Secretary of State a list required
43 by subsection 1 which identifies an officer or director with the
44 fraudulent intent of concealing the identity of any person or persons
45 exercising the power or authority of an officer or director in



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

3 9. For the purposes of this section, a stockholder is not deemed
4 to exercise actual control of the daily operations of a corporation
5 based solely on the fact that the stockholder has voting control of
6 the corporation.

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

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

12 **Sec. 15.** NRS 80.150 is hereby amended to read as follows:

13 80.150 1. Any corporation which is required to make a filing
14 and pay the fee prescribed in NRS 80.110 to 80.175, inclusive, and
15 which refuses or neglects to do so within the time provided is in
16 default.

17 2. ~~For~~ *Except as otherwise provided in this subsection, for*
18 *default there must be added to the amount of the fee a penalty of*
19 *\$75, and unless the filing is made and the fee and penalty are paid*
20 *on or before the last day of the month in which the anniversary date*
21 *of incorporation occurs in which filing was required, the defaulting*
22 *corporation by reason of its default forfeits its right to transact any*
23 *business within this State. The Secretary of State may establish by*
24 *regulation the amount of the penalty for default, which must not*
25 *exceed \$75. If the Secretary of State establishes by regulation the*
26 *amount of such a penalty, for default there must be added to*
27 *the amount of the fee a penalty in the amount established by the*
28 *Secretary of State by regulation.* The fee and penalty must be
29 collected as provided in this chapter.

30 **Sec. 16.** NRS 80.170 is hereby amended to read as follows:

31 80.170 1. Except as otherwise provided in subsections 3 and
32 4 or NRS 80.113, the Secretary of State shall reinstate a corporation
33 which has forfeited or which forfeits its right to transact business
34 under the provisions of this chapter and shall restore to the
35 corporation its right to transact business in this State, and to exercise
36 its corporate privileges and immunities, if it:

37 (a) Files with the Secretary of State:

- 38 (1) The list as provided in NRS 80.110 and 80.140;
39 (2) The statement required by NRS 80.115, if applicable;
40 (3) The information required pursuant to NRS 77.310; and
41 (4) A declaration under penalty of perjury, on a form
42 provided by the Secretary of State, that the reinstatement is
43 authorized by a court of competent jurisdiction in this State or by
44 the duly elected board of directors of the foreign corporation or, if



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

3 (b) Except as otherwise provided in NRS 231.14057, pays to the
4 Secretary of State:

5 (1) The filing fee and penalty set forth in NRS 80.110 and
6 80.150 for each year or portion thereof that its right to transact
7 business was forfeited;

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

9 (3) ~~LA~~ *Except as otherwise provided in this subparagraph,*
10 *a fee of \$300 for reinstatement. The Secretary of State may*
11 *establish by regulation the amount of the fee for reinstatement,*
12 *which must not exceed \$300. If the Secretary of State establishes*
13 *by regulation the amount of the fee for reinstatement, the*
14 *corporation must pay to the Secretary of State a fee for*
15 *reinstatement in the amount established by the Secretary of State*
16 *by regulation.*

17 2. When the Secretary of State reinstates the corporation, the
18 Secretary of State shall issue to the corporation a certificate of
19 reinstatement if the corporation:

20 (a) Requests a certificate of reinstatement; and

21 (b) Pays the required fees pursuant to subsection 7 of
22 NRS 78.785.

23 3. Except as otherwise provided in NRS 231.14057, the
24 Secretary of State shall not order a reinstatement unless all
25 delinquent fees and penalties have been paid and the revocation of
26 the right to transact business occurred only by reason of failure to
27 pay the fees and penalties.

28 4. If the right of a corporation to transact business in this State
29 has been forfeited pursuant to the provisions of this chapter and has
30 remained forfeited for a period of 5 consecutive years, the right is
31 not subject to reinstatement.

32 5. Except as otherwise provided in NRS 80.175, a
33 reinstatement pursuant to this section relates back to the date on
34 which the corporation forfeited its right to transact business under
35 the provisions of this chapter and reinstates the corporation's right
36 to transact business as if such right had at all times remained in full
37 force and effect.

38 **Sec. 17.** NRS 81.003 is hereby amended to read as follows:

39 81.003 ~~1. No~~

40 *1. Except as otherwise provided in subsection 2, no* record
41 which is written in a language other than English may be filed or
42 submitted for filing in the Office of the Secretary of State pursuant
43 to the provisions of this chapter unless it is accompanied by a
44 verified translation of that record into the English language.



2. *The Office of the Secretary of State may accept for filing a record which is written in a language other than English if the Secretary of State determines that sufficient resources are available to provide for a verified translation of that record into the English language.*

Sec. 18. NRS 82.193 is hereby amended to read as follows:

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

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

3. ~~[A]~~ *Except as otherwise provided in subsection 4, a corporation is subject to the provisions of NRS 78.150 to 78.185, inclusive, except that:*

- (a) The fee for filing a list is \$50;
- (b) The penalty added for default is \$50; and
- (c) The fee for reinstatement is \$100.

4. *The Secretary of State may establish by regulation the amount of the fee that a corporation must pay for filing a list, the penalty added for default and the fee for reinstatement, which must not exceed the corresponding amount set forth in subsection 3. If the Secretary of State establishes by regulation the amount of the fee for filing a list, the penalty added for default or the fee for reinstatement, the fee for filing a list, the penalty added for default and the fee for reinstatement must be in the amount established by the Secretary of State by regulation.*

Sec. 18.5. NRS 82.442 is hereby amended to read as follows:

82.442 1. The Secretary of State shall authorize a nonprofit corporation whose charter has been revoked to dissolve without paying additional fees and penalties ~~[, other than the fee for filing a certificate of dissolution required by NRS 82.531,]~~ if the nonprofit corporation provides evidence satisfactory to the Secretary of State that the nonprofit corporation did not transact business in this State



1 or as a nonprofit corporation organized pursuant to the laws of this
2 State:

- 3 (a) During the entire period for which its charter was revoked; or
4 (b) During a portion of the period for which its charter was
5 revoked and the nonprofit corporation paid the fees and penalties for
6 the portion of that period in which the nonprofit corporation
7 transacted business in this State or as a nonprofit corporation
8 organized pursuant to the laws of this State.

9 2. The Secretary of State may adopt regulations to administer
10 the provisions of this section.

11 **Sec. 19.** NRS 82.523 is hereby amended to read as follows:

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

- 24 (a) The name of the foreign nonprofit corporation;
25 (b) The file number of the foreign nonprofit corporation, if
26 known;
27 (c) The names and titles of the president, the secretary and the
28 treasurer, or the equivalent thereof, and all the directors of the
29 foreign nonprofit corporation;
30 (d) The address, either residence or business, of the president,
31 secretary and treasurer, or the equivalent thereof, and each director
32 of the foreign nonprofit corporation; and
33 (e) The signature of an officer of the foreign nonprofit
34 corporation, or some other person specifically authorized by the
35 foreign nonprofit corporation to sign the list, certifying that the list
36 is true, complete and accurate.

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

- 39 (a) The foreign nonprofit corporation has complied with the
40 provisions of chapter 76 of NRS;
41 (b) The foreign nonprofit corporation acknowledges that
42 pursuant to NRS 239.330, it is a category C felony to knowingly
43 offer any false or forged instrument for filing with the Office of the
44 Secretary of State; and



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

3. ~~Upon~~ *Except as otherwise provided in this subsection, upon filing the initial list and each annual list pursuant to this section, the foreign nonprofit corporation must pay to the Secretary of State a fee of \$50. The Secretary of State may establish by regulation the amount of the fee which must be paid for filing the initial list and each annual list pursuant to this section, which must not exceed \$50. If the Secretary of State establishes by regulation the amount of such a fee, upon filing the initial list and each annual list, the foreign corporation shall pay to the Secretary of State a fee in the amount established by the Secretary of State by regulation.*

4. If a foreign nonprofit corporation files an amended list of officers and directors with the Secretary of State within 60 days after the filing of the initial list pursuant to this section, the foreign nonprofit corporation is not required to pay a fee for filing the amended list.

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

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

7. An annual list for a foreign nonprofit corporation not in default that 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 does not satisfy the requirements of subsection 1 for the year to which the due date is applicable.

8. A person who files with the Secretary of State a list pursuant to this section 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.

9. For the purposes of this section, a member of a foreign nonprofit corporation is not deemed to exercise actual control of the daily operations of the foreign nonprofit corporation based solely on



1 the fact that the member has voting control of the foreign nonprofit
2 corporation.

3 10. The Secretary of State may allow a foreign nonprofit
4 corporation to select an alternative due date for filing the initial list
5 required by this section.

6 11. The Secretary of State may adopt regulations to administer
7 the provisions of subsection 10.

8 **Sec. 20.** NRS 82.5235 is hereby amended to read as follows:

9 82.5235 1. Each foreign nonprofit corporation which is
10 required to make a filing and pay the fee prescribed in NRS 82.523
11 to 82.524, inclusive, and which refuses or neglects to do so within
12 the time provided is in default.

13 2. ~~For~~ *Except as otherwise provided in this subsection, for*
14 default there must be added to the amount of the fee a penalty of
15 \$50, and unless the filing is made and the fee and penalty are paid
16 on or before the last day of the month in which the anniversary date
17 of the foreign nonprofit corporation occurs, the defaulting foreign
18 nonprofit corporation forfeits its right to transact any business
19 within this State. *The Secretary of State may establish by*
20 *regulation the amount of the penalty for default, which must not*
21 *exceed \$50. If the Secretary of State establishes by regulation the*
22 *amount of such a penalty for default, there must be added to*
23 *the amount of the fee a penalty in the amount established by the*
24 *Secretary of State by regulation.* The fee and penalty must be
25 collected as provided in this chapter.

26 **Sec. 21.** NRS 82.5237 is hereby amended to read as follows:

27 82.5237 1. Except as otherwise provided in subsections 3 and
28 4 and NRS 82.183, the Secretary of State shall reinstate a foreign
29 nonprofit corporation which has forfeited or which forfeits its right
30 to transact business pursuant to the provisions of NRS 82.523 to
31 82.524, inclusive, and restore to the foreign nonprofit corporation its
32 right to transact business in this State, and to exercise its corporate
33 privileges and immunities, if it:

34 (a) Files with the Secretary of State:

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

36 (2) A declaration under penalty of perjury, on a form
37 provided by the Secretary of State, that the reinstatement is
38 authorized by a court of competent jurisdiction in this State or by
39 the duly elected board of directors of the foreign nonprofit
40 corporation or, if the foreign nonprofit corporation does not have a
41 board of directors, the equivalent of such a board; and

42 (b) Except as otherwise provided in NRS 231.14057, pays to the
43 Secretary of State:



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

(2) ~~[A]~~ *Except as otherwise provided in this subparagraph, a fee of \$100 for reinstatement. The Secretary of State may establish by regulation the amount of the fee for reinstatement, which must not exceed \$100. If the Secretary of State establishes by regulation the amount of the fee for reinstatement, the foreign nonprofit corporation must pay to the Secretary of State a fee for reinstatement in the amount established by the Secretary of State by regulation.*

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

(a) Requests a certificate of reinstatement; and

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

3. Except as otherwise provided in NRS 231.14057, the Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid and the revocation of the right to transact business occurred only by reason of failure to pay the fees and penalties.

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

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

Sec. 22. NRS 82.528 is hereby amended to read as follows:

82.528 ~~[No]~~

1. Except as otherwise provided in subsection 2, no record which is written in a language other than English may be filed or submitted for filing in the Office of the Secretary of State pursuant to the provisions of this chapter unless it is accompanied by a verified translation of that record into the English language.

2. The Office of the Secretary of State may accept for filing a record which is written in a language other than English if the Secretary of State determines that sufficient resources are available to provide for a verified translation of that record into the English language.



Sec. 23. NRS 82.531 is hereby amended to read as follows:

82.531 1. ~~The~~ *Except as otherwise provided in this subsection, the* fee for filing articles of incorporation, amendments to or restatements of articles of incorporation ~~[.] and~~ certificates pursuant to NRS 82.061 and 82.063 ~~[and records for dissolution]~~ is \$50 for each record. *The Secretary of State may establish by regulation the fee for filing articles of incorporation, which must not exceed \$50 for each record. If the Secretary of State establishes the fee by regulation, the fee for filing articles of incorporation must be in the amount established by the Secretary of State by regulation.*

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

Sec. 24. NRS 84.008 is hereby amended to read as follows:

84.008 ~~[No]~~

1. *Except as otherwise provided in subsection 2, no* record which is written in a language other than English may be filed or submitted for filing in the Office of the Secretary of State pursuant to the provisions of this chapter unless it is accompanied by a verified translation of that record into the English language.

2. *The Office of the Secretary of State may accept for filing a record which is written in a language other than English if the Secretary of State determines that sufficient resources are available to provide for a verified translation of that record into the English language.*

Sec. 25. NRS 84.015 is hereby amended to read as follows:

84.015 1. ~~The~~ *Except as otherwise provided in this subsection, the* fee for filing articles of incorporation ~~[.] and~~ amendments to or restatements of articles of incorporation ~~[and records for dissolution]~~ is \$50 for each record. *The Secretary of State may establish by regulation the fee for filing articles of incorporation, which must not exceed \$50 for each record. If the Secretary of State establishes the fee by regulation, the fee for filing articles of incorporation must be in the amount established by the Secretary of State by regulation.*

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

Sec. 26. NRS 84.110 is hereby amended to read as follows:

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

2. ~~[A]~~ *Except as otherwise provided in subsection 3, a* corporation sole is subject to the provisions of NRS 78.150 to 78.185, inclusive, except that:



- (a) The fee for filing a list is \$50;
- (b) The penalty added for default is \$50; and
- (c) The fee for reinstatement is \$100.

3. The Secretary of State may establish by regulation the amount of the fee that a corporation sole must pay for filing a list, the penalty added for default and the fee for reinstatement, which must not exceed the corresponding amount set forth in subsection 2. If the Secretary of State establishes by regulation the amount of the fee for filing a list, the penalty added for default or the fee for reinstatement, the fee for filing a list, the penalty added for default and the fee for reinstatement must be in the amount established by the Secretary of State by regulation.

Sec. 27. NRS 84.150 is hereby amended to read as follows:

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

(a) Files with the Secretary of State:

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

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

(b) Except as otherwise provided in NRS 231.14057, pays to the Secretary of State the:

(1) Filing fees and penalties set forth in this chapter for each year or portion thereof during which its charter has been revoked; and

(2) Fee for reinstatement ~~[set forth in paragraph (c) of subsection 2 of]~~ **in the amount required by** NRS 84.110.

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

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



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

3. Except as otherwise provided in NRS 231.14057, the Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid, and the revocation of its charter occurred only by reason of its failure to pay the fees and penalties.

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

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

Sec. 28. NRS 86.171 is hereby amended to read as follows:

86.171 1. The name of a limited-liability company formed under the provisions of this chapter must contain the words "Limited-Liability Company," "Limited Liability Company," "Limited Company," or "Limited" or the abbreviations "Ltd.," "L.L.C.," "L.C.," "LLC" or "LC." The word "Company" may be abbreviated as "Co."

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

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

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

5. The Secretary of State shall not accept for filing any articles of organization for any limited-liability company if the name of the limited-liability company contains the word "accountant,"



1 “accounting,” “accountancy,” “auditor” or “auditing” unless the
2 Nevada State Board of Accountancy certifies that the limited-
3 liability company:

4 (a) Is registered pursuant to the provisions of chapter 628 of
5 NRS; or

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

10 6. The Secretary of State shall not accept for filing any articles
11 of organization or certificate of amendment of articles of
12 organization of any limited-liability company formed or existing
13 pursuant to the laws of this State which provides that the name of
14 the limited-liability company contains the word “bank” or “trust”
15 unless:

16 (a) It appears from the articles of organization or the certificate
17 of amendment that the limited-liability company proposes to carry
18 on business as a banking or trust company, exclusively or in
19 connection with its business as a bank, savings and loan association,
20 savings bank or thrift company; and

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

23 7. The Secretary of State shall not accept for filing any articles
24 of organization or certificate of amendment of articles of
25 organization of any limited-liability company formed or existing
26 pursuant to the provisions of this chapter if it appears from the
27 articles or the certificate of amendment that the business to be
28 carried on by the limited-liability company is subject to supervision
29 by the Commissioner of Insurance or by the Commissioner of
30 Financial Institutions unless the articles or certificate of amendment
31 is approved by the Commissioner who will supervise the business of
32 the limited-liability company.

33 8. Except as otherwise provided in subsection 7, the Secretary
34 of State shall not accept for filing any articles of organization or
35 certificate of amendment of articles of organization of any limited-
36 liability company formed or existing pursuant to the laws of this
37 State which provides that the name of the limited-liability company
38 contains the words “engineer,” “engineered,” “engineering,”
39 “professional engineer,” “registered engineer” or “licensed
40 engineer” unless:

41 (a) The State Board of Professional Engineers and Land
42 Surveyors certifies that the principals of the limited-liability
43 company are licensed to practice engineering pursuant to the laws of
44 this State; or



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

9. Except as otherwise provided in subsection 7, the Secretary of State shall not accept for filing any articles of organization or certificate of amendment of articles of organization of any limited-liability company formed or existing pursuant to the laws of this State which provides that the name of the limited-liability company contains the words "architect," "architecture," "registered architect," "licensed architect," "registered interior designer," "registered interior design," "residential designer," "registered residential designer," "licensed residential designer" or "residential design" unless ~~the~~:

(a) ~~The~~ State Board of Architecture, Interior Design and Residential Design certifies that:

~~(a)~~ (1) The principals of the limited-liability company are holders of a certificate of registration to practice architecture or residential design or to practice as a registered interior designer, as applicable, pursuant to the laws of this State; or

~~(b)~~ (2) The limited-liability company is qualified to do business in this State pursuant to NRS 623.349 ~~;~~ *or*

(b) The principals of the limited-liability company present documentation satisfactory to the Secretary of State showing that:

(1) The principals are holders of a certificate of registration to practice architecture or residential design or to practice as a registered interior designer, as applicable, pursuant to the laws of this State; or

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

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

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



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

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

Sec. 29. NRS 86.263 is hereby amended to read as follows:

86.263 1. A limited-liability company shall, at the time of the filing of its articles of organization with the Secretary of State, or, if the limited-liability company has selected an alternative due date pursuant to subsection 12, on or before that alternative due date, file with the Secretary of State, on a form furnished by the Secretary of State, a list that contains:

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

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

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

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

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

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

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

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

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

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



4. ~~[Upon]~~ *Except as otherwise provided in this subsection, upon* filing:

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

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

↳ The Secretary of State may establish by regulation the amount of the fee which must be paid for filing the initial list required by subsection 1 and each annual list required by subsection 2, which must not exceed \$150. If the Secretary of State establishes by regulation the amount of such a fee, upon filing the initial list and each annual list, the limited-liability company shall pay to the Secretary of State a fee in the amount established by the Secretary of State by regulation.

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

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

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

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

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

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



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

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

13. The Secretary of State may adopt regulations to administer the provisions of subsection 12.

Sec. 30. NRS 86.272 is hereby amended to read as follows:

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

2. Upon notification from the Administrator of the Real Estate Division of the Department of Business and Industry that a limited-liability company which is a unit-owners' association as defined in NRS 116.011 or 116B.030 has failed to register pursuant to NRS 116.31158 or 116B.625 or failed to pay the fees pursuant to NRS 116.31155 or 116B.620, the Secretary of State shall deem the limited-liability company to be in default. If, after the limited-liability company is deemed to be in default, the Administrator notifies the Secretary of State that the limited-liability company has registered pursuant to NRS 116.31158 or 116B.625 and paid the fees pursuant to NRS 116.31155 or 116B.620, the Secretary of State shall reinstate the limited-liability company if the limited-liability company complies with the requirements for reinstatement as provided in this section and NRS 86.276.

3. ~~For~~ *Except as otherwise provided in this subsection, for default there must be added to the amount of the fee a penalty of \$75. The Secretary of State may establish by regulation the amount of the penalty for default, which must not exceed \$75. If the Secretary of State establishes by regulation the amount of such a penalty for default, there must be added to the amount of the fee a penalty in the amount established by the Secretary of State by regulation.* The fee and penalty must be collected as provided in this chapter.

Sec. 31. NRS 86.276 is hereby amended to read as follows:

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

(a) Files with the Secretary of State:



- 1 (1) The list required by NRS 86.263;
- 2 (2) The statement required by NRS 86.264, if applicable;
- 3 (3) The information required pursuant to NRS 77.310; and
- 4 (4) A declaration under penalty of perjury, on a form
- 5 provided by the Secretary of State, that the reinstatement is
- 6 authorized by a court of competent jurisdiction in this State or by
- 7 the duly selected manager or managers of the limited-liability
- 8 company or, if there are no managers, its managing members; and

9 (b) Except as otherwise provided in NRS 231.14057, pays to the
10 Secretary of State:

11 (1) The filing fee and penalty set forth in NRS 86.263 and
12 86.272 for each year or portion thereof during which it failed to file
13 in a timely manner each required annual list;

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

15 (3) ~~[A]~~ *Except as otherwise provided in this subparagraph,*
16 *a fee of \$300 for reinstatement. The Secretary of State may*
17 *establish by regulation the amount of the fee for reinstatement,*
18 *which must not exceed \$300. If the Secretary of State establishes*
19 *by regulation the amount of the fee for reinstatement, the limited-*
20 *liability company must pay to the Secretary of State a fee for*
21 *reinstatement in the amount established by the Secretary of State*
22 *by regulation.*

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

26 (a) Requests a certificate of reinstatement; and

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

28 3. Except as otherwise provided in NRS 231.14057, the
29 Secretary of State shall not order a reinstatement unless all
30 delinquent fees and penalties have been paid, and the revocation of
31 the charter occurred only by reason of failure to pay the fees and
32 penalties.

33 4. If a company's charter has been revoked pursuant to the
34 provisions of this chapter and has remained revoked for a period of
35 5 consecutive years, the charter must not be reinstated.

36 5. Except as otherwise provided in NRS 86.278, a
37 reinstatement pursuant to this section relates back to the date on
38 which the company forfeited its right to transact business under the
39 provisions of this chapter and reinstates the company's right to
40 transact business as if such right had at all times remained in full
41 force and effect.

42 **Sec. 31.5.** NRS 86.4895 is hereby amended to read as follows:

43 86.4895 1. The Secretary of State shall authorize a limited-
44 liability company whose charter has been revoked to dissolve
45 without paying additional fees and penalties ~~[, other than the fee for~~



~~filing articles of dissolution required by NRS 86.561,]~~ if the limited-liability company provides evidence satisfactory to the Secretary of State that the limited-liability company did not transact business in this State or as a limited-liability company organized pursuant to the laws of this State:

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

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

2. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 32. NRS 86.5461 is hereby amended to read as follows:

86.5461 1. Each foreign limited-liability company doing business in this State shall, at the time of the filing of its application for registration as a foreign limited-liability company with the Secretary of State, or, if the foreign limited-liability company has selected an alternative due date pursuant to subsection 11, on or before that alternative due date, and annually thereafter on or before the last day of the month in which the anniversary date of its qualification to do business in this State occurs in each year, or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date occurs in each year, file with the Secretary of State a list on a form furnished by the Secretary of State that contains:

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

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

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

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

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

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

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

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



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

3. ~~Upon~~ *Except as otherwise provided in this subsection, upon* filing:

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

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

↪ The Secretary of State may establish by regulation the amount of the fee which must be paid for filing the initial list and each annual list required by this section, which must not exceed \$150. If the Secretary of State establishes by regulation the amount of such a fee, upon filing the initial list and each annual list, the foreign limited-liability company shall pay to the Secretary of State a fee in the amount established by the Secretary of State by regulation.

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

5. Except as otherwise provided in subsection 4, if a manager or managing member of a foreign limited-liability company resigns and the resignation is not reflected on the annual or amended list of managers and managing members, the foreign limited-liability company or the resigning manager or managing member 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 this section, provide to each foreign limited-liability company which is required to comply with the provisions of NRS 86.5461 to 86.5468, inclusive, and which has not become delinquent, a notice of the fee due pursuant to subsection 3 and a reminder to file the list required pursuant to subsection 1. Failure of any foreign limited-liability company to receive a notice does not excuse it from the penalty imposed by the provisions of NRS 86.5461 to 86.5468, inclusive.

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

8. An annual list for a foreign limited-liability company not in default which is received by the Secretary of State more than 90



1 days before its due date shall be deemed an amended list for the
2 previous year and does not satisfy the requirements of this section
3 for the year to which the due date is applicable.

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

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

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

17 12. The Secretary of State may adopt regulations to administer
18 the provisions of subsection 11.

19 **Sec. 33.** NRS 86.5465 is hereby amended to read as follows:

20 86.5465 1. Each foreign limited-liability company which is
21 required to make a filing and pay the fee prescribed in NRS 86.5461
22 to 86.5468, inclusive, and which refuses or neglects to do so within
23 the time provided is in default.

24 2. ~~For~~ *Except as otherwise provided in this subsection, for*
25 *default there must be added to the amount of the fee a penalty of*
26 *\$75, and unless the filing is made and the fee and penalty are paid*
27 *on or before the last day of the month in which the anniversary date*
28 *of the foreign limited-liability company occurs, the defaulting*
29 *foreign limited-liability company by reason of its default forfeits its*
30 *right to transact any business within this State. The Secretary of*
31 *State may establish by regulation the amount of the penalty for*
32 *default, which must not exceed \$75. If the Secretary of State*
33 *establishes by regulation the amount of such a penalty for default,*
34 *there must be added to the amount of the fee a penalty in the*
35 *amount established by the Secretary of State by regulation.* The fee
36 and penalty must be collected as provided in this chapter.

37 **Sec. 34.** NRS 86.5467 is hereby amended to read as follows:

38 86.5467 1. Except as otherwise provided in subsections 3 and
39 4 and NRS 86.54615, the Secretary of State shall reinstate a foreign
40 limited-liability company which has forfeited or which forfeits its
41 right to transact business under the provisions of this chapter and
42 shall restore to the foreign limited-liability company its right to
43 transact business in this State, and to exercise its privileges and
44 immunities, if it:

45 (a) Files with the Secretary of State:



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

10 (b) Except as otherwise provided in NRS 231.14057, pays to the
11 Secretary of State:

12 (1) The filing fee and penalty set forth in NRS 86.5461 and
13 86.5465 for each year or portion thereof that its right to transact
14 business was forfeited;

15 (2) The fee set forth in NRS 86.5462, if applicable; and

16 (3) ~~[(A)]~~ *Except as otherwise provided in this subparagraph,*
17 *a fee of \$300 for reinstatement. The Secretary of State may*
18 *establish by regulation the amount of the fee for reinstatement,*
19 *which must not exceed \$300. If the Secretary of State establishes*
20 *by regulation the amount of the fee for reinstatement, the foreign*
21 *limited-liability company must pay to the Secretary of State a fee*
22 *for reinstatement in the amount established by the Secretary of*
23 *State by regulation.*

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

28 (a) Requests a certificate of reinstatement; and

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

30 3. Except as otherwise provided in NRS 231.14057, the
31 Secretary of State shall not order a reinstatement unless all
32 delinquent fees and penalties have been paid and the revocation of
33 the right to transact business occurred only by reason of failure to
34 pay the fees and penalties.

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

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



Sec. 34.5. NRS 86.5469 is hereby amended to read as follows:

86.5469 1. The Secretary of State shall authorize a foreign limited-liability company whose right to transact business in this State has been revoked to cancel its registration without paying additional fees and penalties ~~[, other than the fee for filing a certificate of cancellation required by NRS 86.561,]~~ if the foreign limited-liability company provides evidence satisfactory to the Secretary of State that the foreign limited-liability company did not transact business in this State:

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

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

2. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 35. NRS 86.561 is hereby amended to read as follows:

86.561 1. ~~[The]~~ *Except as otherwise provided in subsection 4, the* Secretary of State shall charge and collect for:

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

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

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

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

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

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

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

~~(h)]~~ *(f)* Signing, filing or certifying any other record, \$50; and

~~(i)]~~ *(g)* Copies provided by the Office of the Secretary of State, \$2 per page.

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

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



4. *The Secretary of State may establish by regulation the amount of the fee for filing the original articles of organization or for registration of a foreign company, which must not exceed \$75. If the Secretary of State establishes by regulation the amount of such a fee, the Secretary of State shall charge and collect a fee in the amount established by the Secretary of State by regulation for filing the original articles of organization or for registration of a foreign company.*

Sec. 36. NRS 86.566 is hereby amended to read as follows:

86.566 ~~[No]~~

1. *Except as otherwise provided in subsection 2, no* record which is written in a language other than English may be filed or submitted for filing in the Office of the Secretary of State pursuant to the provisions of this chapter unless it is accompanied by a verified translation of that record into the English language.

2. *The Office of the Secretary of State may accept for filing a record which is written in a language other than English if the Secretary of State determines that sufficient resources are available to provide for a verified translation of that record into the English language.*

Sec. 37. NRS 87.440 is hereby amended to read as follows:

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

- (a) The name of the partnership.
- (b) The street address of its principal office.
- (c) The information required pursuant to NRS 77.310.
- (d) The name and business address of each managing partner.
- (e) That the partnership thereafter will be a registered limited-liability partnership.
- (f) Any other information that the partnership wishes to include.

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

3. ~~[The]~~ *Except as otherwise provided in this subsection, the certificate of registration must be accompanied by a fee of \$75. The Secretary of State may establish by regulation the fee that must accompany a certificate of registration, which must not exceed \$75. If the Secretary of State establishes by regulation such a fee, the certificate of registration must be accompanied by a fee in the amount established by the Secretary of State by regulation.*

4. The Secretary of State shall register as a registered limited-liability partnership any partnership that submits a completed certificate of registration with the required fee. A person shall not register a registered limited-liability partnership for any illegal



1 purpose or with the fraudulent intent to conceal any business
2 activity, or lack thereof, from another person or a governmental
3 agency.

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

6 **Sec. 38.** NRS 87.450 is hereby amended to read as follows:

7 87.450 1. The name proposed for a registered limited-
8 liability partnership must contain the words "Limited-Liability
9 Partnership" or "Registered Limited-Liability Partnership" or the
10 abbreviation "L.L.P." or "LLP" as the last words or letters of the
11 name and must be distinguishable on the records of the Secretary of
12 State from the names of all other artificial persons formed,
13 organized, registered or qualified pursuant to the provisions of this
14 title that are on file in the Office of the Secretary of State and all
15 names that are reserved in the Office of the Secretary of State
16 pursuant to the provisions of this title. If the name of the registered
17 limited-liability partnership on a certificate of registration of
18 limited-liability partnership submitted to the Secretary of State is not
19 distinguishable from a name on file or reserved name, the Secretary
20 of State shall return the certificate to the person who signed it unless
21 the written, acknowledged consent of the holder of the name on file
22 or reserved name to use the name accompanies the certificate.

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

27 3. The Secretary of State shall not accept for filing any
28 certificate of registration or certificate of amendment of a certificate
29 of registration of any registered limited-liability partnership formed
30 or existing pursuant to the laws of this State which provides that the
31 name of the registered limited-liability partnership contains the
32 word "accountant," "accounting," "accountancy," "auditor" or
33 "auditing" unless the Nevada State Board of Accountancy certifies
34 that the registered limited-liability partnership:

35 (a) Is registered pursuant to the provisions of chapter 628 of
36 NRS; or

37 (b) Has filed with the Nevada State Board of Accountancy under
38 penalty of perjury a written statement that the registered limited-
39 liability partnership is not engaged in the practice of accounting and
40 is not offering to practice accounting in this State.

41 4. The Secretary of State shall not accept for filing any
42 certificate of registration or certificate of amendment of a certificate
43 of registration of any registered limited-liability partnership formed
44 or existing pursuant to the laws of this State which provides that the



1 name of the registered limited-liability partnership contains the
2 word “bank” or “trust” unless:

3 (a) It appears from the certificate of registration or the certificate
4 of amendment that the registered limited-liability partnership
5 proposes to carry on business as a banking or trust company,
6 exclusively or in connection with its business as a bank, savings and
7 loan association, savings bank or thrift company; and

8 (b) The certificate of registration or certificate of amendment is
9 first approved by the Commissioner of Financial Institutions.

10 5. The Secretary of State shall not accept for filing any
11 certificate of registration or certificate of amendment of a certificate
12 of registration of any registered limited-liability partnership formed
13 or existing pursuant to the provisions of this chapter if it appears
14 from the certificate of registration or the certificate of amendment
15 that the business to be carried on by the registered limited-liability
16 partnership is subject to supervision by the Commissioner of
17 Insurance or by the Commissioner of Financial Institutions, unless
18 the certificate of registration or certificate of amendment is
19 approved by the Commissioner who will supervise the business of
20 the registered limited-liability partnership.

21 6. Except as otherwise provided in subsection 5, the Secretary
22 of State shall not accept for filing any certificate of registration or
23 certificate of amendment of a certificate of registration of any
24 registered limited-liability partnership formed or existing pursuant
25 to the laws of this State which provides that the name of the
26 registered limited-liability partnership contains the words
27 “engineer,” “engineered,” “engineering,” “professional engineer,”
28 “registered engineer” or “licensed engineer” unless:

29 (a) The State Board of Professional Engineers and Land
30 Surveyors certifies that the principals of the registered limited-
31 liability partnership are licensed to practice engineering pursuant to
32 the laws of this State; or

33 (b) The State Board of Professional Engineers and Land
34 Surveyors certifies that the registered limited-liability partnership is
35 exempt from the prohibitions of NRS 625.520.

36 7. Except as otherwise provided in subsection 5, the Secretary
37 of State shall not accept for filing any certificate of registration or
38 certificate of amendment of a certificate of registration of any
39 registered limited-liability partnership formed or existing pursuant
40 to the laws of this State which provides that the name of the
41 registered limited-liability partnership contains the words
42 “architect,” “architecture,” “registered architect,” “licensed
43 architect,” “registered interior designer,” “registered interior
44 design,” “residential designer,” “registered residential designer,”
45 “licensed residential designer” or “residential design” unless ~~the~~:



(a) *The State Board of Architecture, Interior Design and Residential Design certifies that:*

~~[(a)]~~ (1) *The principals of the registered limited-liability partnership are holders of a certificate of registration to practice architecture or residential design or to practice as a registered interior designer, as applicable, pursuant to the laws of this State; or*

~~[(b)]~~ (2) *The registered limited-liability partnership is qualified to do business in this State pursuant to NRS 623.349* ~~[(1)]~~; *or*

(b) The principals of the registered limited-liability partnership present documentation satisfactory to the Secretary of State showing that:

(1) The principals are holders of a certificate of registration to practice architecture or residential design or to practice as a registered interior designer, as applicable, pursuant to the laws of this State; or

(2) The registered limited-liability partnership is qualified to do business in this State pursuant to NRS 623.349.

8. The Secretary of State shall not accept for filing any certificate of registration or certificate of amendment of a certificate of registration of any registered limited-liability partnership formed or existing pursuant to the laws of this State which provides that the name of the registered limited-liability partnership contains the words “common-interest community,” “community association,” “master association,” “unit-owners’ association” or “homeowners’ association” or if it appears in the certificate of registration or certificate of amendment that the purpose of the registered limited-liability partnership is to operate as a unit-owners’ association pursuant to chapter 116 or 116B of NRS unless the Administrator of the Real Estate Division of the Department of Business and Industry certifies that the registered limited-liability partnership has:

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

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

9. The name of a registered limited-liability partnership whose right to transact business has been forfeited, which has merged and is not the surviving entity or whose existence has otherwise terminated is available for use by any other artificial person.

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

Sec. 38.5. NRS 87.470 is hereby amended to read as follows:

87.470 The registration of a registered limited-liability partnership is effective until:



1 1. Its certificate of registration is revoked pursuant to NRS
2 87.520; or

3 2. The registered limited-liability partnership files with the
4 Secretary of State a notice of withdrawal signed by a managing
5 partner. ~~[The notice must be accompanied by a fee of \$100.]~~

6 **Sec. 39.** NRS 87.510 is hereby amended to read as follows:

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

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

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

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

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

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

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

30 (a) The registered limited-liability partnership has complied
31 with the provisions of chapter 76 of NRS;

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

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

40 3. ~~[Upon]~~ *Except as otherwise provided in this subsection,*
41 *upon* filing:

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



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

✦ The Secretary of State may establish by regulation the amount of the fee which must be paid for filing the initial list and each annual list required by subsection 1, which must not exceed \$150. If the Secretary of State establishes by regulation the amount of such a fee, upon filing the initial list and each annual list, the registered limited-liability partnership shall pay to the Secretary of State a fee in the amount established by the Secretary of State by regulation.

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

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

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

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

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

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



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

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

Sec. 40. NRS 87.520 is hereby amended to read as follows:

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

2. Upon notification from the Administrator of the Real Estate Division of the Department of Business and Industry that a registered limited-liability partnership which is a unit-owners' association as defined in NRS 116.011 or 116B.030 has failed to register pursuant to NRS 116.31158 or 116B.625 or failed to pay the fees pursuant to NRS 116.31155 or 116B.620, the Secretary of State shall deem the registered limited-liability partnership to be in default. If, after the registered limited-liability partnership is deemed to be in default, the Administrator notifies the Secretary of State that the registered limited-liability partnership has registered pursuant to NRS 116.31158 or 116B.625 and paid the fees pursuant to NRS 116.31155 or 116B.620, the Secretary of State shall reinstate the registered limited-liability partnership if the registered limited-liability partnership complies with the requirements for reinstatement as provided in this section and NRS 87.530.

3. ~~Any~~ *Except as otherwise provided in this subsection, any registered limited-liability partnership that is in default pursuant to this section must, in addition to the fee required to be paid pursuant to NRS 87.510, pay a penalty of \$75. The Secretary of State may establish by regulation the amount of the penalty that must be paid by a registered limited-liability partnership that is in default, which must not exceed \$75. If the Secretary of State establishes by regulation the penalty for default, a registered limited-liability partnership that is in default must pay a penalty in the amount established by the Secretary of State by regulation.*

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

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

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

5. If a registered limited-liability partnership fails to pay the amount that is due, the certificate of registration of the registered limited-liability partnership shall be deemed revoked immediately after the last day of the month in which the anniversary date of the filing of the certificate of registration occurs, and the Secretary of



State shall notify the registered limited-liability partnership, by providing written notice to its registered agent or, if the registered limited-liability partnership does not have a registered agent, to a managing partner, that its certificate of registration is revoked. The written notice:

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

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

Sec. 41. NRS 87.530 is hereby amended to read as follows:

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

(a) Files with the Secretary of State:

(1) The information required by NRS 87.510;

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

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

(b) Except as otherwise provided in NRS 231.14057, pays to the Secretary of State:

(1) The fee required to be paid pursuant to NRS 87.510;

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

and

(3) ~~[A]~~ *Except as otherwise provided in this subparagraph, a reinstatement fee of \$300. The Secretary of State may establish by regulation the amount of the reinstatement fee, which must not exceed \$300. If the Secretary of State establishes by regulation the amount of the reinstatement fee, the registered limited-liability partnership must pay to the Secretary of State a reinstatement fee in the amount established by the Secretary of State by regulation.*

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

(a) Requests a certificate of reinstatement; and

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

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



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

Sec. 41.5. NRS 87.533 is hereby amended to read as follows:

87.533 1. The Secretary of State shall authorize a registered limited-liability partnership whose certificate of registration has been revoked to dissolve without paying additional fees and penalties ~~[, other than the fee for filing a notice of withdrawal required by NRS 87.470,]~~ if the registered limited-liability partnership provides evidence satisfactory to the Secretary of State that the registered limited-liability partnership did not transact business in this State or as a registered limited-liability partnership organized pursuant to the laws of this State:

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

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

2. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 42. NRS 87.541 is hereby amended to read as follows:

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

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

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

(c) The names of all its managing partners;



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

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

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

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

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

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

3. ~~[Upon]~~ *Except as otherwise provided in this subsection, upon* filing:

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

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

↪ The Secretary of State may establish by regulation the amount of the fee which must be paid for filing the initial list and each annual list required by this section, which must not exceed \$150. If the Secretary of State establishes by regulation the amount of such a fee, upon filing the initial list and each annual list, the foreign registered limited-liability partnership shall pay to the Secretary of State a fee in the amount established by the Secretary of State by regulation.

4. If a foreign registered limited-liability partnership files an amended list of managing partners with the Secretary of State within 60 days after the date on which the initial list required by this section is filed, the foreign registered limited-liability partnership or the resigning managing partner is not required to pay a fee for filing the amended list.

5. Except as otherwise provided in subsection 4, if a managing partner of a foreign registered limited-liability partnership resigns and the resignation is not reflected on the annual or amended list of managing partners, the foreign registered limited-liability



partnership or the managing partner 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 1, provide to each foreign registered limited-liability partnership which is required to comply with the provisions of NRS 87.541 to 87.5443, inclusive, and which has not become delinquent, a notice of the fee due pursuant to subsection 3 and a reminder to file the list required pursuant to subsection 1. Failure of any foreign registered limited-liability partnership to receive a notice does not excuse it from the penalty imposed by the provisions of NRS 87.541 to 87.5443, inclusive.

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

8. An annual list for a foreign registered limited-liability partnership 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 does not satisfy the requirements of subsection 1 for the year to which the due date is applicable.

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

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

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

Sec. 43. NRS 87.5425 is hereby amended to read as follows:

87.5425 1. Each foreign registered limited-liability partnership which is required to make a filing and pay the fee prescribed in NRS 87.541 to 87.5443, inclusive, and which refuses or neglects to do so within the time provided is in default.

2. ~~For~~ *Except as otherwise provided in this subsection, for* default there must be added to the amount of the fee a penalty of \$75, and unless the filing is made and the fee and penalty are paid on or before the last day of the month in which the anniversary date of the foreign registered limited-liability partnership occurs, the defaulting foreign registered limited-liability partnership by reason of its default forfeits its right to transact any business within this State. *The Secretary of State may establish by regulation the amount of the penalty that must be paid by a foreign registered*



limited-liability partnership that is in default, which must not exceed \$75. If the Secretary of State establishes by regulation the penalty for default, a foreign registered limited-liability partnership that is in default must pay a penalty in the amount established by the Secretary of State by regulation. The fee and penalty must be collected as provided in this chapter.

Sec. 44. NRS 87.5435 is hereby amended to read as follows:

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

(a) Files with the Secretary of State:

(1) The list required by NRS 87.541;

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

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

(b) Except as otherwise provided in NRS 231.14057, pays to the Secretary of State:

(1) The filing fee and penalty set forth in NRS 87.541 and 87.5425 for each year or portion thereof that its right to transact business was forfeited; and

(2) ~~LA~~ *Except as otherwise provided in this subparagraph, a fee of \$300 for reinstatement. The Secretary of State may establish by regulation the amount of the fee for reinstatement, which must not exceed \$300. If the Secretary of State establishes by regulation the amount of the fee for reinstatement, the foreign registered limited-liability partnership must pay to the Secretary of State a fee for reinstatement in the amount established by the Secretary of State by regulation.*

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

(a) Requests a certificate of reinstatement; and

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

3. Except as otherwise provided in NRS 231.14057, the Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid and the revocation of



1 the right to transact business occurred only by reason of failure to
2 pay the fees and penalties.

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

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

15 **Sec. 45.** NRS 87A.175 is hereby amended to read as follows:

16 87A.175 1. Except as otherwise provided in NRS 87A.635,
17 the name proposed for a limited partnership as set forth in its
18 certificate of limited partnership:

19 (a) Must contain the words "Limited Partnership," or the
20 abbreviation "LP" or "L.P.";

21 (b) May contain the name of any partner; and

22 (c) Must be distinguishable on the records of the Secretary of
23 State from the names of all other artificial persons formed,
24 organized, registered or qualified pursuant to the provisions of this
25 title that are on file in the Office of the Secretary of State and all
26 names that are reserved in the Office of the Secretary of State
27 pursuant to the provisions of this title. If the name on the certificate
28 of limited partnership submitted to the Secretary of State is not
29 distinguishable from any name on file or reserved name, the
30 Secretary of State shall return the certificate to the filer, unless
31 the written, acknowledged consent to the use of the same or the
32 requested similar name of the holder of the name on file or reserved
33 name accompanies the certificate of limited partnership.

34 2. For the purposes of this section, a proposed name is not
35 distinguished from a name on file or reserved name solely because
36 one or the other contains distinctive lettering, a distinctive mark, a
37 trademark or a trade name, or any combination thereof.

38 3. The Secretary of State shall not accept for filing any
39 certificate of limited partnership for any limited partnership formed
40 or existing pursuant to the laws of this State which provides that the
41 name of the limited partnership contains the word "accountant,"
42 "accounting," "accountancy," "auditor" or "auditing" unless the
43 Nevada State Board of Accountancy certifies that the limited
44 partnership:



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

(b) Has filed with the Nevada State Board of Accountancy under penalty of perjury a written statement that the limited partnership is not engaged in the practice of accounting and is not offering to practice accounting in this State.

4. The Secretary of State shall not accept for filing any certificate of limited partnership for any limited partnership formed or existing pursuant to the laws of this State which provides that the name of the limited partnership contains the word "bank" or "trust" unless:

(a) It appears from the certificate of limited partnership that the limited partnership proposes to carry on business as a banking or trust company, exclusively or in connection with its business as a bank, savings and loan association, savings bank or thrift company; and

(b) The certificate of limited partnership is first approved by the Commissioner of Financial Institutions.

5. The Secretary of State shall not accept for filing any certificate of limited partnership for any limited partnership formed or existing pursuant to the provisions of this chapter if it appears from the certificate of limited partnership that the business to be carried on by the limited partnership is subject to supervision by the Commissioner of Insurance or by the Commissioner of Financial Institutions, unless the certificate of limited partnership is approved by the Commissioner who will supervise the business of the limited partnership.

6. Except as otherwise provided in subsection 5, the Secretary of State shall not accept for filing any certificate of limited partnership for any limited partnership formed or existing pursuant to the laws of this State which provides that the name of the limited partnership contains the words "engineer," "engineered," "engineering," "professional engineer," "registered engineer" or "licensed engineer" unless:

(a) The State Board of Professional Engineers and Land Surveyors certifies that the principals of the limited partnership are licensed to practice engineering pursuant to the laws of this State; or

(b) The State Board of Professional Engineers and Land Surveyors certifies that the limited partnership is exempt from the prohibitions of NRS 625.520.

7. Except as otherwise provided in subsection 5, the Secretary of State shall not accept for filing any certificate of limited partnership for any limited partnership formed or existing pursuant to the laws of this State which provides that the name of the limited partnership contains the words "architect," "architecture,"



1 “registered architect,” “licensed architect,” “registered interior
2 designer,” “registered interior design,” “residential designer,”
3 “registered residential designer,” “licensed residential designer” or
4 “residential design” unless ~~the~~:

5 (a) *The State Board of Architecture, Interior Design and*
6 *Residential Design certifies that:*

7 ~~[(a)]~~ (1) The principals of the limited partnership are holders of
8 a certificate of registration to practice architecture or residential
9 design or to practice as a registered interior designer, as applicable,
10 pursuant to the laws of this State; or

11 ~~[(b)]~~ (2) The limited partnership is qualified to do business in
12 this State pursuant to NRS 623.349 ~~[(1)]~~; or

13 (b) *The principals of the limited partnership present*
14 *documentation satisfactory to the Secretary of State showing that:*

15 (1) *The principals are holders of a certificate of registration*
16 *to practice architecture or residential design or to practice as a*
17 *registered interior designer, as applicable, pursuant to the laws of*
18 *this State; or*

19 (2) *The limited partnership is qualified to do business in*
20 *this State pursuant to NRS 623.349.*

21 8. The Secretary of State shall not accept for filing any
22 certificate of limited partnership for any limited partnership formed
23 or existing pursuant to the laws of this State which provides that the
24 name of the limited partnership contains the words “common-
25 interest community,” “community association,” “master
26 association,” “unit-owners’ association” or “homeowners’
27 association” or if it appears in the certificate of limited partnership
28 that the purpose of the limited partnership is to operate as a unit-
29 owners’ association pursuant to chapter 116 or 116B of NRS unless
30 the Administrator of the Real Estate Division of the Department of
31 Business and Industry certifies that the limited partnership has:

32 (a) Registered with the Ombudsman for Owners in Common-
33 Interest Communities and Condominium Hotels pursuant to NRS
34 116.31158 or 116B.625; and

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

37 9. The name of a limited partnership whose right to transact
38 business has been forfeited, which has merged and is not the
39 surviving entity or whose existence has otherwise terminated is
40 available for use by any other artificial person.

41 10. The Secretary of State may adopt regulations that interpret
42 the requirements of this section.

43 **Sec. 46.** NRS 87A.270 is hereby amended to read as follows:

44 87A.270 ~~[(No)]~~



1 *1. Except as otherwise provided in subsection 2, no* record
2 which is written in a language other than English may be filed or
3 submitted for filing in the Office of the Secretary of State pursuant
4 to the provisions of this chapter unless it is accompanied by a
5 verified translation of that record into the English language.

6 *2. The Office of the Secretary of State may accept for filing a*
7 *record which is written in a language other than English if the*
8 *Secretary of State determines that sufficient resources are*
9 *available to provide for a verified translation of that record into*
10 *the English language.*

11 **Sec. 47.** NRS 87A.290 is hereby amended to read as follows:

12 87A.290 1. A limited partnership shall, at the time of the
13 filing of its certificate of limited partnership with the Secretary of
14 State, or, if the limited partnership has selected an alternative due
15 date pursuant to subsection 12, on or before that alternative due
16 date, and annually thereafter on or before the last day of the month
17 in which the anniversary date of the filing of its certificate of limited
18 partnership occurs, or, if applicable, on or before the last day of the
19 month in which the anniversary date of the alternative due date
20 occurs in each year, file with the Secretary of State, on a form
21 furnished by the Secretary of State, a list that contains:

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

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

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

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 and

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 3. Except as otherwise provided in *this subsection and*
44 subsection 4, a limited partnership shall, upon filing:



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

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

↪ *The Secretary of State may establish by regulation the amount of the fee which must be paid by a limited partnership for filing the initial list and each annual list required by subsection 1, which must not exceed \$150. If the Secretary of State establishes by regulation the amount of such a fee, upon filing the initial list and each annual list, the limited partnership shall pay to the Secretary of State a fee in the amount established by the Secretary of State by regulation.*

4. ~~[A]~~ *Except as otherwise provided in this subsection, a registered limited-liability limited partnership shall, upon filing:*

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

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

↪ *The Secretary of State may establish by regulation the amount of the fee which must be paid by a registered limited-liability limited partnership for filing the initial list and each annual list required by subsection 1, which must not exceed \$150. If the Secretary of State establishes by regulation the amount of such a fee, upon filing the initial list and each annual list, the registered limited-liability limited partnership shall pay to the Secretary of State a fee in the amount established by the Secretary of State by regulation.*

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

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

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



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

9. An annual list for a limited partnership not in default that 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 does not satisfy the requirements of subsection 1 for the year to which the due date is applicable.

10. A filing made pursuant to this section does not satisfy the provisions of NRS 87A.240 and may not be substituted for filings submitted pursuant to NRS 87A.240.

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

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

13. The Secretary of State may adopt regulations to administer the provisions of subsection 12.

Sec. 48. NRS 87A.300 is hereby amended to read as follows:

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

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

3. Upon notification from the Administrator of the Real Estate Division of the Department of Business and Industry that a limited partnership which is a unit-owners' association as defined in NRS 116.011 has failed to register pursuant to NRS 116.31158 or failed to pay the fees pursuant to NRS 116.31155, the Secretary of State shall deem the limited partnership to be in default. If, after the limited partnership is deemed to be in default, the Administrator notifies the Secretary of State that the limited partnership has registered pursuant to NRS 116.31158 and paid the fees pursuant to NRS 116.31155, the Secretary of State shall reinstate the limited



partnership if the limited partnership complies with the requirements for reinstatement as provided in this section and NRS 87A.310.

4. ~~For~~ *Except as otherwise provided in this subsection, for default there must be added to the amount of the fee a penalty of \$75, and unless the filings are made and the fee and penalty are paid on or before the first day of the first anniversary of the month following the month in which filing was required, the defaulting limited partnership, by reason of its default, forfeits its right to transact any business within this State. The Secretary of State may establish by regulation the amount of the penalty that must be paid for default, which must not exceed \$75. If the Secretary of State establishes by regulation the penalty for default, the penalty for default must be in the amount established by the Secretary of State by regulation.*

Sec. 49. NRS 87A.310 is hereby amended to read as follows:

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

(a) Files with the Secretary of State:

(1) The list required pursuant to NRS 87A.290;
(2) The statement required by NRS 87A.295, if applicable;
(3) The information required pursuant to NRS 77.310; and
(4) A declaration under penalty of perjury, on a form provided by the Secretary of State, that the reinstatement is authorized by a court of competent jurisdiction in this State or by the duly selected general partners of the limited partnership; and

(b) Except as otherwise provided in NRS 231.14057, pays to the Secretary of State:

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

(2) The fee set forth in NRS 87A.295, if applicable; and

(3) ~~A~~ *Except as otherwise provided in this subparagraph, a fee of \$300 for reinstatement. The Secretary of State may establish by regulation the amount of the fee for reinstatement, which must not exceed \$300. If the Secretary of State establishes by regulation the amount of the fee for reinstatement, the limited partnership must pay to the Secretary of State a fee for reinstatement in the amount established by the Secretary of State by regulation.*



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

- (a) Requests a certificate of reinstatement; and
- (b) Pays the required fees pursuant to NRS 87A.315.

3. Except as otherwise provided in NRS 231.14057, the Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid, and the revocation occurred only by reason of failure to pay the fees and penalties.

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

5. If a limited partnership's certificate is reinstated pursuant to this section, the reinstatement relates back to and takes effect on the effective date of the revocation, and the limited partnership's status as a limited partnership continues as if the revocation had never occurred.

Sec. 50. NRS 87A.315 is hereby amended to read as follows:

87A.315 The Secretary of State, for services relating to the official duties of the Secretary of State and the records of the Office of the Secretary of State, shall charge and collect the following fees:

1. ~~For~~ *Except as otherwise provided in this subsection, for filing a certificate of limited partnership, or for registering a foreign limited partnership, \$75. The Secretary of State may establish by regulation the fee for filing a certificate of limited partnership or for registering a foreign limited partnership, which must not exceed \$75. If the Secretary of State establishes by regulation such a fee, the Secretary of State shall charge and collect the fee established by the Secretary of State by regulation for filing a certificate of limited partnership or for registering a foreign limited partnership.*

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

3. For filing a certificate of amendment of limited partnership or restated certificate of limited partnership, \$175.

4. For certifying a copy of a certificate of limited partnership, an amendment to the certificate, or a certificate as amended, \$30 per certification.

5. For certifying an authorized printed copy of the limited partnership law, \$30.

6. For reserving a limited partnership name, or for signing, filing or certifying any other record, \$25.

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



~~[8. For filing a certificate of cancellation of a limited partnership or a certificate of cancellation of the registration of a foreign limited partnership, \$100.]~~

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

Sec. 50.5. NRS 87A.488 is hereby amended to read as follows:

87A.488 1. The Secretary of State shall authorize a limited partnership whose certificate of limited partnership has been revoked to dissolve without paying additional fees and penalties ~~;~~ ~~other than the fee for filing a certificate of cancellation required by NRS 87A.315;~~ if the limited partnership provides evidence satisfactory to the Secretary of State that the limited partnership did not transact business in this State or as a limited partnership organized pursuant to the laws of this State:

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

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

2. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 51. NRS 87A.560 is hereby amended to read as follows:

87A.560 1. Each foreign limited partnership doing business in this State shall, at the time of the filing of its application for registration as a foreign limited partnership with the Secretary of State, or, if the foreign limited partnership has selected an alternative due date pursuant to subsection 10, on or before that alternative due date, and annually thereafter on or before the last day of the month in which the anniversary date of its qualification to do business in this State occurs in each year, or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date occurs in each year, file with the Secretary of State a list, on a form furnished by the Secretary of State, that contains:

(a) The name of the foreign limited partnership;

(b) The file number of the foreign limited partnership, if known;

(c) The names of all its general partners;

(d) The address, either residence or business, of each general partner; and

(e) The signature of a general partner of the foreign limited partnership, or some other person specifically authorized by the



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

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

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

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

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

15 3. ~~Upon~~ *Except as otherwise provided in this subsection,*
16 *upon* filing:

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

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

21 *↪ The Secretary of State may establish by regulation the amount*
22 *of the fee which must be paid for filing the initial list and each*
23 *annual list required by this section, which must not exceed \$150.*
24 *If the Secretary of State establishes by regulation the amount of*
25 *such a fee, upon filing the initial list and each annual list, the*
26 *foreign limited partnership shall pay to the Secretary of State a fee*
27 *in the amount established by the Secretary of State by regulation.*

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

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

39 6. The Secretary of State shall, 90 days before the last day for
40 filing each annual list required by subsection 1, provide to each
41 foreign limited partnership, which is required to comply with the
42 provisions of NRS 87A.560 to 87A.600, inclusive, and which has
43 not become delinquent, a notice of the fee due pursuant to
44 subsection 3 and a reminder to file the list required pursuant to
45 subsection 1. Failure of any foreign limited partnership to receive a



notice does not excuse it from the penalty imposed by the provisions of NRS 87A.560 to 87A.600, inclusive.

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

8. An annual list for a foreign limited partnership 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 does not satisfy the requirements of subsection 1 for the year to which the due date is applicable.

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

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

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

Sec. 52. NRS 87A.585 is hereby amended to read as follows:

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

2. ~~For~~ *Except as otherwise provided in this subsection, for default there must be added to the amount of the fee a penalty of \$75 and unless the filing is made and the fee and penalty are paid on or before the last day of the month in which the anniversary date of the foreign limited partnership occurs, the defaulting foreign limited partnership by reason of its default forfeits its right to transact any business within this State. The Secretary of State may establish by regulation the amount of the penalty that must be paid for default, which must not exceed \$75. If the Secretary of State establishes by regulation the penalty for default, the penalty for default must be in the amount established by the Secretary of State by regulation.* The fee and penalty must be collected as provided in this chapter.

Sec. 53. NRS 87A.595 is hereby amended to read as follows:

87A.595 1. Except as otherwise provided in subsections 3 and 4 and NRS 87A.580, the Secretary of State shall reinstate a foreign limited partnership which has forfeited or which forfeits its right to transact business under the provisions of this chapter and shall restore to the foreign limited partnership its right to transact business in this State, and to exercise its privileges and immunities, if it:



(a) Files with the Secretary of State:

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

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

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

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

(b) Except as otherwise provided in NRS 231.14057, pays to the Secretary of State:

(1) The filing fee and penalty set forth in NRS 87A.560 and 87A.585 for each year or portion thereof that its right to transact business was forfeited;

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

(3) ~~LA~~ *Except as otherwise provided in this subparagraph, a fee of \$300 for reinstatement. The Secretary of State may establish by regulation the amount of the fee for reinstatement, which must not exceed \$300. If the Secretary of State establishes by regulation the amount of the fee for reinstatement, the foreign limited partnership must pay to the Secretary of State a fee for reinstatement in the amount established by the Secretary of State by regulation.*

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

(a) Requests a certificate of reinstatement; and

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

3. Except as otherwise provided in NRS 231.14057, the Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid and the revocation of the right to transact business occurred only by reason of failure to pay the fees and penalties.

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

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



Sec. 53.5. NRS 87A.602 is hereby amended to read as follows:

87A.602 1. The Secretary of State shall authorize a foreign limited partnership whose right to transact business in this State has been revoked to cancel its registration in this State without paying additional fees and penalties ~~[, other than the fee for filing a certificate of cancellation required by NRS 87A.315,]~~ if the foreign limited partnership provides evidence satisfactory to the Secretary of State that the foreign limited partnership did not transact business in this State:

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

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

2. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 54. NRS 88.320 is hereby amended to read as follows:

88.320 1. Except as otherwise provided in NRS 88.6065, the name proposed for a limited partnership as set forth in its certificate of limited partnership:

(a) Must contain the words "Limited Partnership," or the abbreviation "LP" or "L.P.";

(b) May not contain the name of a limited partner unless:

(1) It is also the name of a general partner or the corporate name of a corporate general partner; or

(2) The business of the limited partnership had been carried on under that name before the admission of that limited partner; and

(c) Must be distinguishable on the records of the Secretary of State from the names of all other artificial persons formed, organized, registered or qualified pursuant to the provisions of this title that are on file in the Office of the Secretary of State and all names that are reserved in the Office of the Secretary of State pursuant to the provisions of this title. If the name on the certificate of limited partnership submitted to the Secretary of State is not distinguishable from any name on file or reserved name, the Secretary of State shall return the certificate to the filer, unless the written, acknowledged consent to the use of the same or the requested similar name of the holder of the name on file or reserved name accompanies the certificate of limited partnership.

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



3. The Secretary of State shall not accept for filing any certificate of limited partnership for any limited partnership formed or existing pursuant to the laws of this State which provides that the name of the limited partnership contains the word “accountant,” “accounting,” “accountancy,” “auditor” or “auditing” unless the Nevada State Board of Accountancy certifies that the limited partnership:

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

(b) Has filed with the Nevada State Board of Accountancy under penalty of perjury a written statement that the limited partnership is not engaged in the practice of accounting and is not offering to practice accounting in this State.

4. The Secretary of State shall not accept for filing any certificate of limited partnership for any limited partnership formed or existing pursuant to the laws of this State which provides that the name of the limited partnership contains the word “bank” or “trust” unless:

(a) It appears from the certificate of limited partnership that the limited partnership proposes to carry on business as a banking or trust company, exclusively or in connection with its business as a bank, savings and loan association, savings bank or thrift company; and

(b) The certificate of limited partnership is first approved by the Commissioner of Financial Institutions.

5. The Secretary of State shall not accept for filing any certificate of limited partnership for any limited partnership formed or existing pursuant to the provisions of this chapter if it appears from the certificate of limited partnership that the business to be carried on by the limited partnership is subject to supervision by the Commissioner of Insurance or by the Commissioner of Financial Institutions, unless the certificate of limited partnership is approved by the Commissioner who will supervise the business of the limited partnership.

6. Except as otherwise provided in subsection 5, the Secretary of State shall not accept for filing any certificate of limited partnership for any limited partnership formed or existing pursuant to the laws of this State which provides that the name of the limited partnership contains the words “engineer,” “engineered,” “engineering,” “professional engineer,” “registered engineer” or “licensed engineer” unless:

(a) The State Board of Professional Engineers and Land Surveyors certifies that the principals of the limited partnership are licensed to practice engineering pursuant to the laws of this State; or



(b) The State Board of Professional Engineers and Land Surveyors certifies that the limited partnership is exempt from the prohibitions of NRS 625.520.

7. Except as otherwise provided in subsection 5, the Secretary of State shall not accept for filing any certificate of limited partnership for any limited partnership formed or existing pursuant to the laws of this State which provides that the name of the limited partnership contains the words "architect," "architecture," "registered architect," "licensed architect," "registered interior designer," "registered interior design," "residential designer," "registered residential designer," "licensed residential designer" or "residential design" unless ~~the~~:

(a) ~~The~~ State Board of Architecture, Interior Design and Residential Design certifies that:

~~(a)~~ (1) The principals of the limited partnership are holders of a certificate of registration to practice architecture or residential design or to practice as a registered interior designer, as applicable, pursuant to the laws of this State; or

~~(b)~~ (2) The limited partnership is qualified to do business in this State pursuant to NRS 623.349 ~~or~~;

(b) The principals of the limited partnership present documentation satisfactory to the Secretary of State showing that:

(1) The principals are holders of a certificate of registration to practice architecture or residential design or to practice as a registered interior designer, as applicable, pursuant to the laws of this State; or

(2) The limited partnership is qualified to do business in this State pursuant to NRS 623.349.

8. The Secretary of State shall not accept for filing any certificate of limited partnership for any limited partnership formed or existing pursuant to the laws of this State which provides that the name of the limited partnership contains the words "common-interest community," "community association," "master association," "unit-owners' association" or "homeowners' association" or if it appears in the certificate of limited partnership that the purpose of the limited partnership is to operate as a unit-owners' association pursuant to chapter 116 or 116B of NRS unless the Administrator of the Real Estate Division of the Department of Business and Industry certifies that the limited partnership has:

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

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



9. The name of a limited partnership whose right to transact business has been forfeited, which has merged and is not the surviving entity or whose existence has otherwise terminated is available for use by any other artificial person.

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

Sec. 55. NRS 88.338 is hereby amended to read as follows:

88.338 ~~[No]~~

1. Except as otherwise provided in subsection 2, no record which is written in a language other than English may be filed or submitted for filing in the Office of the Secretary of State pursuant to the provisions of this chapter unless it is accompanied by a verified translation of that record into the English language.

2. The Office of the Secretary of State may accept for filing a record which is written in a language other than English if the Secretary of State determines that sufficient resources are available to provide for a verified translation of that record into the English language.

Sec. 56. NRS 88.395 is hereby amended to read as follows:

88.395 1. A limited partnership shall, at the time of the filing of its certificate of limited partnership with the Secretary of State, or, if the limited partnership has selected an alternative due date pursuant to subsection 12, on or before that alternative due date, and annually thereafter on or before the last day of the month in which the anniversary date of the filing of its certificate of limited partnership occurs, or, if applicable, on or before the last day of the month in which the anniversary date of the alternative due date occurs in each year, file with the Secretary of State, on a form furnished by the Secretary of State, a list that contains:

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

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

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

(b) The limited partnership acknowledges that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or



1 forged instrument for filing in the Office of the Secretary of State;
2 and

3 (c) None of the general 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 general partner in furtherance of any unlawful conduct.

7 3. Except as otherwise provided in *this subsection and*
8 subsection 4, a limited partnership shall, upon filing:

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

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

13 *↪ The Secretary of State may establish by regulation the amount*
14 *of the fee which must be paid by a limited partnership for filing*
15 *the initial list and each annual list required by subsection 1, which*
16 *must not exceed \$150. If the Secretary of State establishes by*
17 *regulation the amount of such a fee, upon filing the initial list and*
18 *each annual list, the limited partnership shall pay to the Secretary*
19 *of State a fee in the amount established by the Secretary of State*
20 *by regulation.*

21 4. ~~LA~~ *Except as otherwise required by this subsection, a*
22 registered limited-liability limited partnership shall, upon filing:

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

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

27 *↪ The Secretary of State may establish by regulation the amount*
28 *of the fee which must be paid by a registered limited-liability*
29 *limited partnership for filing the initial list and each annual list*
30 *required by subsection 1. If the Secretary of State establishes by*
31 *regulation the amount of such a fee, upon filing the initial list and*
32 *each annual list, the registered limited-liability limited partnership*
33 *shall pay to the Secretary of State a fee in the amount established*
34 *by the Secretary of State by regulation.*

35 5. If a limited partnership files an amended list of general
36 partners with the Secretary of State within 60 days after the date on
37 which the initial list required by subsection 1 is filed, the limited
38 partnership or the resigning general partner is not required to pay a
39 fee for filing the amended list.

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



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

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

9. An annual list for a limited partnership not in default that 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 does not satisfy the requirements of subsection 1 for the year to which the due date is applicable.

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

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

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

13. The Secretary of State may adopt regulations to administer the provisions of subsection 12.

Sec. 57. NRS 88.400 is hereby amended to read as follows:

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

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

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



1 NRS 116.31158 or 116B.625 or failed to pay the fees pursuant to
2 NRS 116.31155 or 116B.620, the Secretary of State shall deem the
3 limited partnership to be in default. If, after the limited partnership
4 is deemed to be in default, the Administrator notifies the Secretary
5 of State that the limited partnership has registered pursuant to NRS
6 116.31158 or 116B.625 and paid the fees pursuant to NRS
7 116.31155 or 116B.620, the Secretary of State shall reinstate the
8 limited partnership if the limited partnership complies with the
9 requirements for reinstatement as provided in this section and
10 NRS 88.410.

11 4. ~~[For]~~ *Except as otherwise provided in this subsection, for*
12 default there must be added to the amount of the fee a penalty of
13 \$75, and unless the filings are made and the fee and penalty are paid
14 on or before the first day of the first anniversary of the month
15 following the month in which filing was required, the defaulting
16 limited partnership, by reason of its default, forfeits its right to
17 transact any business within this State. *The Secretary of State may*
18 *establish by regulation the amount of the penalty that must be paid*
19 *for default, which must not exceed \$75. If the Secretary of State*
20 *establishes by regulation the penalty for default, the penalty for*
21 *default must be in the amount established by the Secretary of State*
22 *by regulation.*

23 **Sec. 58.** NRS 88.410 is hereby amended to read as follows:

24 88.410 1. Except as otherwise provided in subsections 3 and
25 4 and NRS 88.3355, the Secretary of State shall reinstate any limited
26 partnership which has forfeited or which forfeits its right to transact
27 business under the provisions of this chapter and restore to the
28 limited partnership its right to carry on business in this State, and to
29 exercise its privileges and immunities if it:

30 (a) Files with the Secretary of State:

- 31 (1) The list required pursuant to NRS 88.395;
32 (2) The statement required by NRS 88.397, if applicable;
33 (3) The information required pursuant to NRS 77.310; and
34 (4) A declaration under penalty of perjury, on a form
35 provided by the Secretary of State, that the reinstatement is
36 authorized by a court of competent jurisdiction in this State or by
37 the duly selected general partners of the limited partnership; and

38 (b) Except as otherwise provided in NRS 231.14057, pays to the
39 Secretary of State:

- 40 (1) The filing fee and penalty set forth in NRS 88.395 and
41 88.400 for each year or portion thereof during which the certificate
42 has been revoked;

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

- 44 (3) ~~[A]~~ *Except as otherwise provided in this subparagraph,*
45 *a* fee of \$300 for reinstatement. *The Secretary of State may*



establish by regulation the amount of the fee for reinstatement, which must not exceed \$300. If the Secretary of State establishes by regulation the amount of the fee for reinstatement, the limited partnership must pay to the Secretary of State a fee for reinstatement in the amount established by the Secretary of State by regulation.

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

(a) Requests a certificate of reinstatement; and

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

3. Except as otherwise provided in NRS 231.14057, the Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid, and the revocation occurred only by reason of failure to pay the fees and penalties.

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

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

Sec. 59. NRS 88.415 is hereby amended to read as follows:

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

1. ~~[For]~~ *Except as otherwise provided in this subsection, for filing a certificate of limited partnership, or for registering a foreign limited partnership, \$75. The Secretary of State may establish by regulation the amount of the fee for filing a certificate of limited partnership or for registering a foreign limited partnership, which must not exceed \$75. If the Secretary of State establishes by regulation the amount of such a fee, the fee for filing a certificate of limited partnership, or for registering a foreign limited partnership, must be in the amount established by the Secretary of State by regulation.*

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

3. For filing a certificate of amendment of limited partnership or restated certificate of limited partnership, \$175.



4. For certifying a copy of a certificate of limited partnership, an amendment to the certificate, or a certificate as amended, \$30 per certification.

5. For certifying an authorized printed copy of the limited partnership law, \$30.

6. For reserving a limited partnership name, or for signing, filing or certifying any other record, \$25.

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

~~8. For filing a certificate of cancellation of a limited partnership, \$100.]~~

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

Sec. 59.5. NRS 88.548 is hereby amended to read as follows:

88.548 1. The Secretary of State shall authorize a limited partnership whose certificate of limited partnership has been revoked to dissolve without paying additional fees and penalties ~~;~~ ~~other than the fee for filing a certificate of cancellation required by NRS 88.415.]~~ if the limited partnership provides evidence satisfactory to the Secretary of State that the limited partnership did not transact business in this State or as a limited partnership organized pursuant to the laws of this State:

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

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

2. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 60. NRS 88.591 is hereby amended to read as follows:

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

(a) The name of the foreign limited partnership;



- 1 (b) The file number of the foreign limited partnership, if known;
2 (c) The names of all its general partners;
3 (d) The address, either residence or business, of each general
4 partner; and

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

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

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

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

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

21 3. ~~Upon~~ *Except as otherwise provided in this subsection,*
22 *upon* filing:

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

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

27 *↳ The Secretary of State may establish by regulation the amount*
28 *of the fee for filing the initial list and each annual list required by*
29 *this section, which must not exceed \$150. If the Secretary of State*
30 *establishes by regulation the amount of such a fee, upon filing the*
31 *initial list and each annual list, the foreign limited partnership*
32 *shall pay to the Secretary of State a fee in the amount established*
33 *by the Secretary of State by regulation.*

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

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



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

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

8. An annual list for a foreign limited partnership 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 does not satisfy the requirements of subsection 1 for the year to which the due date is applicable.

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

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

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

Sec. 61. NRS 88.593 is hereby amended to read as follows:

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

2. ~~For~~ *Except as otherwise provided in this subsection, for default there must be added to the amount of the fee a penalty of \$75 and unless the filing is made and the fee and penalty are paid on or before the last day of the month in which the anniversary date of the foreign limited partnership occurs, the defaulting foreign limited partnership by reason of its default forfeits its right to transact any business within this State. The Secretary of State may establish by regulation the amount of the penalty that must be paid for default, which must not exceed \$75. If the Secretary of State establishes by regulation the penalty for default, the penalty for default must be in the amount established by the Secretary of State by regulation.* The fee and penalty must be collected as provided in this chapter.



Sec. 62. NRS 88.594 is hereby amended to read as follows:

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

(a) Files with the Secretary of State:

(1) The list required by NRS 88.591;
(2) The statement required by NRS 88.5915, if applicable;
(3) The information required pursuant to NRS 77.310; and
(4) A declaration under penalty of perjury, on a form provided by the Secretary of State, that the reinstatement is authorized by a court of competent jurisdiction in this State or by the duly selected general partners of the foreign limited partnership; and

(b) Except as otherwise provided in NRS 231.14057, pays to the Secretary of State:

(1) The filing fee and penalty set forth in NRS 88.591 and 88.593 for each year or portion thereof that its right to transact business was forfeited;

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

(3) ~~[(A)]~~ *Except as otherwise provided in this subparagraph, a fee of \$300 for reinstatement. The Secretary of State may establish by regulation the amount of the fee for reinstatement, which must not exceed \$300. If the Secretary of State establishes by regulation the amount of the fee for reinstatement, the foreign limited partnership must pay to the Secretary of State a fee for reinstatement in the amount established by the Secretary of State by regulation.*

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

(a) Requests a certificate of reinstatement; and

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

3. Except as otherwise provided in NRS 231.14057, the Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid and the revocation of the right to transact business occurred only by reason of failure to pay the fees and penalties.

4. If the right of a foreign limited partnership to transact business in this State has been forfeited pursuant to the provisions of



1 this chapter and has remained forfeited for a period of 5 consecutive
2 years, the right is not subject to reinstatement.

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

9 **Sec. 62.5.** NRS 88.5947 is hereby amended to read as follows:

10 88.5947 1. The Secretary of State shall authorize a foreign
11 limited partnership whose right to transact business in this State has
12 been revoked to cancel its registration in this State without paying
13 additional fees and penalties ~~[, other than the fee for filing a~~
14 ~~certificate of cancellation required by NRS 88.415,]~~ if the foreign
15 limited partnership provides evidence satisfactory to the Secretary
16 of State that the foreign limited partnership did not transact business
17 in this State:

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

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

24 2. The Secretary of State may adopt regulations to administer
25 the provisions of this section.

26 **Sec. 63.** NRS 88A.600 is hereby amended to read as follows:

27 88A.600 1. A business trust formed pursuant to this chapter
28 shall, at the time of the filing of its certificate of trust with the
29 Secretary of State, or, if the business trust has selected an alternative
30 due date pursuant to subsection 9, on or before that alternative due
31 date, and annually thereafter on or before the last day of the month
32 in which the anniversary date of the filing of its certificate of trust
33 with the Secretary of State occurs, file with the Secretary of State,
34 or, if applicable, on or before the last day of the month in which the
35 anniversary date of the alternative due date occurs in each year, on a
36 form furnished by the Secretary of State, a list signed by at least one
37 trustee, or by some other person specifically authorized by the
38 business trust to sign the list, that contains the name and street
39 address of at least one trustee. Each list filed pursuant to this
40 subsection must be accompanied by a declaration under penalty of
41 perjury that:

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

44 (b) The business trust acknowledges that pursuant to NRS
45 239.330, it is a category C felony to knowingly offer any false or



1 forged instrument for filing in the Office of the Secretary of State;
2 and

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

7 2. ~~Upon~~ *Except as otherwise provided in this subsection,*
8 *upon* filing:

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

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

13 *↪ The Secretary of State may establish by regulation the amount*
14 *of the fee for filing the initial list and each annual list required by*
15 *subsection 1, which must not exceed \$150. If the Secretary of State*
16 *establishes by regulation the amount of such a fee, upon filing the*
17 *initial list and each annual list, the business trust shall pay to the*
18 *Secretary of State a fee in the amount established by the Secretary*
19 *of State by regulation.*

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

25 4. Except as otherwise provided in subsection 3, if a trustee of
26 a business trust resigns and the resignation is not reflected on the
27 annual or amended list of trustees, the business trust or the resigning
28 trustee shall pay to the Secretary of State a fee of \$75 to file the
29 resignation.

30 5. The Secretary of State shall, 90 days before the last day for
31 filing each annual list required by subsection 1, provide to each
32 business trust which is required to comply with the provisions of
33 NRS 88A.600 to 88A.665, inclusive, and which has not become
34 delinquent, a notice of the fee due pursuant to subsection 2 and a
35 reminder to file the list required pursuant to subsection 1. Failure of
36 a business trust to receive a notice does not excuse it from the
37 penalty imposed by law.

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

41 7. A person who files with the Secretary of State an initial list
42 or annual list required by subsection 1 which identifies a trustee
43 with the fraudulent intent of concealing the identity of any person or
44 persons exercising the power or authority of a trustee in furtherance



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

3 8. For the purposes of this section, a person who is a beneficial
4 owner is not deemed to exercise actual control of the daily
5 operations of a business trust based solely on the fact that the person
6 is a beneficial owner.

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

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

12 **Sec. 64.** NRS 88A.630 is hereby amended to read as follows:

13 88A.630 1. Each business trust required to file the list and
14 pay the fee prescribed in NRS 88A.600 to 88A.665, inclusive,
15 which refuses or neglects to do so within the time provided shall be
16 deemed in default.

17 2. ~~[For]~~ *Except as otherwise provided in this subsection, for*
18 *default, there must be added to the amount of the fee a penalty of*
19 *\$75. The Secretary of State may establish by regulation the*
20 *amount of the penalty that must be paid for default, which must*
21 *not exceed \$75. If the Secretary of State establishes by regulation*
22 *the penalty for default, the penalty for default must be in the*
23 *amount established by the Secretary of State by regulation.* The fee
24 and penalty must be collected as provided in this chapter.

25 **Sec. 65.** NRS 88A.650 is hereby amended to read as follows:

26 88A.650 1. Except as otherwise provided in subsections 3
27 and 4 and NRS 88A.345, the Secretary of State shall reinstate a
28 business trust which has forfeited or which forfeits its right to
29 transact business pursuant to the provisions of this chapter and shall
30 restore to the business trust its right to carry on business in this
31 State, and to exercise its privileges and immunities, if it:

32 (a) Files with the Secretary of State:

33 (1) The list required by NRS 88A.600;

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

35 (3) A declaration under penalty of perjury, on a form
36 provided by the Secretary of State, that the reinstatement is
37 authorized by a court of competent jurisdiction in this State or by
38 the duly selected trustees of the business trust; and

39 (b) Except as otherwise provided in NRS 231.14057, pays to the
40 Secretary of State:

41 (1) The filing fee and penalty set forth in NRS 88A.600 and
42 88A.630 for each year or portion thereof during which its certificate
43 of trust was revoked; and

44 (2) ~~[A]~~ *Except as otherwise provided in this subparagraph,*
45 *a* fee of \$300 for reinstatement. *The Secretary of State may*



establish by regulation the amount of the fee for reinstatement, which must not exceed \$300. If the Secretary of State establishes by regulation the amount of the fee for reinstatement, the business trust must pay to the Secretary of State a fee for reinstatement in the amount established by the Secretary of State by regulation.

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

(a) Requests a certificate of reinstatement; and

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

3. Except as otherwise provided in NRS 231.14057, the Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid, and the revocation of the certificate of trust occurred only by reason of the failure to file the list or pay the fees and penalties.

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

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

Sec. 65.5. NRS 88A.665 is hereby amended to read as follows:

88A.665 1. The Secretary of State shall authorize a business trust whose certificate of trust has been revoked to cancel its certificate of trust without paying additional fees and penalties ~~to the Secretary of State~~ ~~other than the fee for filing a certificate of cancellation required by NRS 88A.900,~~ if the business trust provides evidence satisfactory to the Secretary of State that the business trust did not transact business in this State or as a business trust organized pursuant to the laws of this State:

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

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

2. The Secretary of State may adopt regulations to administer the provisions of this section.



Sec. 66. NRS 88A.732 is hereby amended to read as follows:

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

- (a) The name of the foreign business trust;
- (b) The file number of the foreign business trust, if known;
- (c) The name of at least one of its trustees;
- (d) The address, either residence or business, of the trustee listed pursuant to paragraph (c); and

(e) The signature of a trustee of the foreign business trust, or some other person specifically authorized by the foreign business trust to sign the list, certifying that the list is true, complete and accurate.

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

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

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

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

3. ~~Upon~~ *Except as otherwise provided in this subsection, upon* filing:

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

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

➡ The Secretary of State may establish by regulation the amount of the fee for filing the initial list and each annual list required by this section, which must not exceed \$150. If the Secretary of State establishes by regulation the amount of such a fee, upon filing the initial list and each annual list, the foreign business trust shall pay



to the Secretary of State a fee in the amount established by the Secretary of State by regulation.

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

5. Except as otherwise provided in subsection 4, if a trustee of a foreign business trust resigns and the resignation is not reflected on the annual or amended list of trustees, the foreign business trust or the resigning trustee 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 1, provide to each foreign business trust which is required to comply with the provisions of NRS 88A.732 to 88A.738, inclusive, and which has not become delinquent, a notice of the fee due pursuant to subsection 3 and a reminder to file the list required pursuant to subsection 1. Failure of any foreign business trust to receive a notice does not excuse it from the penalty imposed by the provisions of NRS 88A.732 to 88A.738, inclusive.

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

8. An annual list for a foreign business trust 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 does not satisfy the requirements of subsection 1 for the year to which the due date is applicable.

9. A person who files with the Secretary of State a list required by this section which identifies a trustee with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a trustee 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 person who is a beneficial owner is not deemed to exercise actual control of the daily operations of a foreign business trust based solely on the fact that the person is a beneficial owner.

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

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



Sec. 67. NRS 88A.735 is hereby amended to read as follows:

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

2. ~~For~~ *Except as otherwise provided in this subsection, for default there must be added to the amount of the fee a penalty of \$75, and unless the filing is made and the fee and penalty are paid on or before the last day of the month in which the anniversary date of the foreign business trust occurs, the defaulting foreign business trust by reason of its default forfeits its right to transact any business within this State. The Secretary of State may establish by regulation the amount of the penalty that must be paid for default, which must not exceed \$75. If the Secretary of State establishes by regulation the penalty for default, the penalty for default must be in the amount established by the Secretary of State by regulation.* The fee and penalty must be collected as provided in this chapter.

Sec. 68. NRS 88A.737 is hereby amended to read as follows:

88A.737 1. Except as otherwise provided in subsections 3 and 4 and NRS 88A.7345, the Secretary of State shall reinstate a foreign business trust which has forfeited or which forfeits its right to transact business under the provisions of this chapter and shall restore to the foreign business trust its right to transact business in this State, and to exercise its privileges and immunities, if it:

(a) Files with the Secretary of State:

- (1) The list required by NRS 88A.732;
- (2) The information required pursuant to NRS 77.310; and
- (3) A declaration under penalty of perjury, on a form provided by the Secretary of State, that the reinstatement is authorized by a court of competent jurisdiction in this State or by the duly selected trustees of the foreign business trust; and

(b) Except as otherwise provided in NRS 231.14057, pays to the Secretary of State:

- (1) The filing fee and penalty set forth in NRS 88A.732 and 88A.735 for each year or portion thereof that its right to transact business was forfeited; and

(2) ~~IA~~ *Except as otherwise provided in this subparagraph, a fee of \$300 for reinstatement. The Secretary of State may establish by regulation the amount of the fee for reinstatement, which must not exceed \$300. If the Secretary of State establishes by regulation the amount of the fee for reinstatement, the foreign business trust must pay to the Secretary of State a fee for reinstatement in the amount established by the Secretary of State by regulation.*



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

- (a) Requests a certificate of reinstatement; and
- (b) Pays the required fees pursuant to NRS 88A.900.

3. Except as otherwise provided in NRS 231.14057, the Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid and the revocation of the right to transact business occurred only by reason of failure to pay the fees and penalties.

4. If the right of a foreign business trust to transact business in this State has been forfeited pursuant to the provisions of this chapter and has remained forfeited for a period of 5 consecutive years, the right to transact business must not be reinstated.

5. Except as otherwise provided in NRS 88A.738, a reinstatement pursuant to this section relates back to the date the foreign business trust forfeited its right to transact business under the provisions of this chapter and reinstates the foreign business trust's right to transact business as if such right had at all times remained in full force and effect.

Sec. 68.5. NRS 88A.739 is hereby amended to read as follows:

88A.739 1. The Secretary of State shall authorize a foreign business trust whose right to transact business in this State has been revoked to cancel its registration in this State without paying additional fees and penalties ~~[, other than the fee for filing a certificate of cancellation required by NRS 88A.900.]~~ if the foreign business trust provides evidence satisfactory to the Secretary of State that the foreign business trust did not transact business in this State:

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

(b) During a portion of the period for which its right to transact business in this State was revoked and the foreign business trust paid the fees and penalties for the portion of that period in which the foreign business trust transacted business in this State.

2. The Secretary of State may adopt regulations to administer the provisions of this section.

Sec. 69. NRS 88A.900 is hereby amended to read as follows:

88A.900 The Secretary of State shall charge and collect the following fees for:

- 1. ~~[Filing]~~ *Except as otherwise provided in this subsection, filing* an original certificate of trust, or for registering a foreign business trust, \$75. *The Secretary of State may establish by regulation the amount of the fee for filing an original certificate*



of trust or for registering a foreign business trust, which must not exceed \$75. If the Secretary of State establishes by regulation the amount of such a fee, the amount of the fee for filing an original certificate of trust, or for registering a foreign business trust, must be the amount established by the Secretary of State by regulation.

2. Filing an amendment or restatement, or a combination thereof, to a certificate of trust, \$175.

~~3. [Filing a certificate of cancellation, \$100.~~

~~—4.]~~ Certifying a copy of a certificate of trust or an amendment or restatement, or a combination thereof, \$30 per certification.

~~[5.]~~ 4. Certifying an authorized printed copy of this chapter, \$30.

~~[6.]~~ 5. Reserving a name for a business trust, \$25.

~~[7.]~~ 6. Signing a certificate of existence of a business trust which does not list the previous records relating to it, or a certificate of change in the name of a business trust, \$50.

~~[8.]~~ 7. Signing a certificate of existence of a business trust which lists the previous records relating to it, \$50.

~~[9.]~~ 8. Signing, certifying or filing any certificate or record not otherwise provided for in this section, \$50.

~~[10.]~~ 9. Examining and provisionally approving a record before the record is presented for filing, \$125.

~~[11.]~~ 10. Copying a record on file with the Secretary of State, for each page, \$2.

Sec. 70. NRS 89.027 is hereby amended to read as follows:

89.027 ~~[No]~~

1. Except as otherwise provided in subsection 2, no record which is written in a language other than English may be filed or submitted for filing in the Office of the Secretary of State pursuant to the provisions of this chapter unless it is accompanied by a verified translation of that record into the English language.

2. The Office of the Secretary of State may accept for filing a record which is written in a language other than English if the Secretary of State determines that sufficient resources are available to provide for a verified translation of that record into the English language.

Sec. 71. NRS 89.210 is hereby amended to read as follows:

89.210 1. Within 30 days after the organization of a professional association under this chapter, the association shall file with the Secretary of State a copy of the articles of association, duly signed, and *, except as otherwise provided in subsection 3,* shall pay at that time a filing fee of \$75. A copy of any amendments to the articles of association must also be filed with the Secretary of State within 30 days after the adoption of such amendments. Each



1 copy of amendments so filed must be certified as true and correct
2 and be accompanied by a filing fee of \$175.

3 2. The name of such a professional association must contain
4 the words “Professional Association,” “Professional Organization”
5 or the abbreviations “Prof. Ass’n” or “Prof. Org.” The association
6 may render professional services and exercise its authorized powers
7 under a fictitious name if the association has first registered the
8 name in the manner required under chapter 602 of NRS.

9 *3. The Secretary of State may establish by regulation the fee
10 for filing a copy of the articles of association, which is required by
11 subsection 1, which must not exceed \$75. If the Secretary of State
12 establishes by regulation the amount of such a filing fee, the
13 professional association shall pay the filing fee required by
14 subsection 1 in the amount established by the Secretary of State by
15 regulation.*

16 **Sec. 72.** NRS 89.250 is hereby amended to read as follows:

17 89.250 1. Except as otherwise provided in subsection 2, a
18 professional association shall, at the time of the filing of its articles
19 of association with the Secretary of State, or, if the professional
20 association has selected an alternative due date pursuant to
21 subsection 8, on or before that alternative due date, and annually
22 thereafter on or before the last day of the month in which the
23 anniversary date of its organization occurs in each year, or, if
24 applicable, on or before the last day of the month in which the
25 anniversary date of the alternative due date occurs in each year, file
26 with the Secretary of State a list showing the names and addresses,
27 either residence or business, of all members and employees in the
28 professional association and certifying that all members and
29 employees are licensed to render professional service in this State.

30 2. A professional association organized and practicing pursuant
31 to the provisions of this chapter and NRS 623.349 shall, at the time
32 of the filing of its articles of association with the Secretary of State,
33 or, if the professional association has selected an alternative due
34 date pursuant to subsection 8, on or before that alternative due date,
35 and annually thereafter on or before the last day of the month in
36 which the anniversary date of its organization occurs in each year,
37 or, if applicable, on or before the last day of the month in which the
38 anniversary date of the alternative due date occurs in each year, file
39 with the Secretary of State a list:

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



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

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

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

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

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

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

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

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

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

4. ~~Upon~~ *Except as otherwise provided in this subsection, upon* filing:

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

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

↪ The Secretary of State may establish by regulation the amount of the fee for filing the initial list and each annual list required by this section, which must not exceed \$150. If the Secretary of State establishes by regulation the amount of such a fee, upon filing the initial list and each annual list, the professional association shall pay to the Secretary of State a fee in the amount established by the Secretary of State by regulation.

5. If a professional association files an amended list of members and employees with the Secretary of State within 60 days after the date on which the initial list required by this section is filed, the professional association is not required to pay a fee for filing the amended list.



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

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

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

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

Sec. 73. NRS 89.252 is hereby amended to read as follows:

89.252 1. Each professional association that is required to make a filing and pay the fee prescribed in NRS 89.250 but refuses to do so within the time provided is in default.

2. ~~For~~ *Except as otherwise provided in this subsection, for default, there must be added to the amount of the fee a penalty of \$75. The Secretary of State may establish by regulation the amount of the penalty that must be paid for default, which must not exceed \$75. If the Secretary of State establishes by regulation the penalty for default, the penalty for default must be in the amount established by the Secretary of State by regulation.* The fee and penalty must be collected as provided in this chapter.

Sec. 74. NRS 89.256 is hereby amended to read as follows:

89.256 1. Except as otherwise provided in subsections 3 and 4 and NRS 89.251, the Secretary of State shall reinstate any professional association which has forfeited its right to transact business under the provisions of this chapter and restore the right to carry on business in this State and exercise its privileges and immunities if it:

(a) Files with the Secretary of State:

(1) The list and certification required by NRS 89.250;

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

(3) A declaration under penalty of perjury, on a form provided by the Secretary of State, that the reinstatement is authorized by a court of competent jurisdiction in this State or by the duly selected chief executive officer of the professional association; and

(b) Except as otherwise provided in NRS 231.14057, pays to the Secretary of State:



(1) The filing fee and penalty set forth in NRS 89.250 and 89.252 for each year or portion thereof during which the articles of association have been revoked; and

(2) ~~[A]~~ *Except as otherwise provided in this subparagraph, a fee of \$300 for reinstatement. The Secretary of State may establish by regulation the amount of the fee for reinstatement, which must not exceed \$300. If the Secretary of State establishes by regulation the amount of the fee for reinstatement, the professional association must pay to the Secretary of State a fee for reinstatement in the amount established by the Secretary of State by regulation.*

2. When the Secretary of State reinstates the professional association, the Secretary of State shall issue to the professional association a certificate of reinstatement if the professional association:

(a) Requests a certificate of reinstatement; and

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

3. Except as otherwise provided in NRS 231.14057, the Secretary of State shall not order a reinstatement unless all delinquent fees and penalties have been paid, and the revocation of the articles of association occurred only by reason of the failure to pay the fees and penalties.

4. If the articles of association of a professional association have been revoked pursuant to the provisions of this chapter and have remained revoked for 10 consecutive years, the articles must not be reinstated.

5. A reinstatement pursuant to this section relates back to the date on which the professional association forfeited its right to transact business under the provisions of this chapter and reinstates the professional association's right to transact business as if such right had at all times remained in full force and effect.

Sec. 75. NRS 353.007 is hereby amended to read as follows:

353.007 1. Except as otherwise provided in subsection 2, a person shall not enter into a contract with the State of Nevada unless the person is a holder of a state business license issued pursuant to chapter 76 of NRS.

2. A person who is not a holder of a state business license may enter into a contract with the State of Nevada if, pursuant to paragraph (b) of subsection ~~[7]~~ 8 of NRS 76.100, the person is not required to obtain a state business license.

3. The provisions of this section apply to all offices, departments, divisions, boards, commissions, institutions, agencies or any other units of:



(a) The Legislative, Executive and Judicial Departments of the State Government;

(b) The Nevada System of Higher Education; and

(c) The Public Employees' Retirement System.

Sec. 76. NRS 600.025 is hereby amended to read as follows:

600.025 ~~[No]~~

1. Except as otherwise provided in subsection 2, no document which is written in a language other than English may be filed or submitted for filing in the Office of the Secretary of State pursuant to the provisions of this chapter unless it is accompanied by a verified translation of the document into the English language.

2. The Office of the Secretary of State may accept for filing a record which is written in a language other than English if the Secretary of State determines that sufficient resources are available to provide for a verified translation of that record into the English language.

Sec. 77. NRS 600.340 is hereby amended to read as follows:

600.340 1. A person who has adopted and is using a mark in this State may file in the Office of the Secretary of State, on a form to be furnished by the Secretary of State, an application for registration of that mark setting forth, but not limited to, the following information:

(a) Whether the mark to be registered is a trademark, trade name or service mark;

(b) A description of the mark by name, words displayed in it or other information;

(c) The name and business address of the person applying for the registration and, if it is a corporation, limited-liability company, limited partnership or registered limited-liability partnership, the state of incorporation or organization;

(d) The specific goods or services in connection with which the mark is used and the mode or manner in which the mark is used in connection with those goods or services and the class as designated ~~[by the Secretary of State]~~ pursuant to NRS 600.400 which includes those goods or services;

(e) The date when the mark was first used anywhere and the date when it was first used in this State by the applicant or his or her predecessor in business which must precede the filing of the application; and

(f) A statement that the applicant is the owner of the mark and that no other person has the right to use the mark in this State either in the form set forth in the application or in such near resemblance to it as might deceive or cause mistake.

2. The application must:



(a) Be signed and verified by the applicant or by a member of the firm or an officer of the corporation or association applying.

(b) Be accompanied by a specimen or facsimile of the mark on white paper that is 8 1/2 inches by 11 inches in size and by a filing fee of \$100 payable to the Secretary of State.

3. If the application fails to comply with this section or NRS 600.343, the Secretary of State shall return it for correction.

Sec. 78. NRS 600.370 is hereby amended to read as follows:

600.370 1. A mark and its registration are assignable with the good will of the business in which the mark is used, or with that part of the good will of the business connected with the use of and symbolized by the mark. An assignment must:

(a) Be ~~in writing;~~ *made upon a form prescribed by the Secretary of State;*

(b) Be signed and acknowledged by the registrant or his or her successor or a member of the firm or an officer of the corporation or association under whose name the mark is registered; and

(c) Be recorded with the Secretary of State upon the payment of a fee of \$100 to the Secretary of State who, upon recording the assignment, shall issue in the name of the assignee a certificate of assignment for the remainder of the period of the registration.

2. An assignment of any registration is void as against any subsequent purchaser for valuable consideration without notice, unless:

(a) The assignment is recorded with the Secretary of State within 3 months after the date of the assignment; or

(b) The assignment is recorded before the subsequent purchase.

Sec. 79. NRS 600.400 is hereby amended to read as follows:

600.400 1. The ~~[Secretary of State may adopt regulations defining general]~~ classes of goods and services for which a mark may be registered ~~[Classes defined pursuant to this subsection]~~ *shall be the classes listed in the international schedule of classes of goods and services adopted by the United States Patent and Trademark Office, 37 C.F.R. § 6.1. Such classes* are deemed to be for administrative convenience and must not be deemed to be exclusive or limit or extend the rights of the applicant or registrant.

2. A single application for registration of a mark may include any goods within their class on which the mark is used, or any services within their class rendered in connection with the mark. If a mark is used for more than one class of goods or more than one class of services the applicant must file a separate application for each class.



1 **Sec. 79.3.** Chapter 623 of NRS is hereby amended by adding
2 thereto a new section to read as follows:

3 *The Board may, in lieu of all examinations for a certificate of*
4 *registration to practice architecture, accept satisfactory evidence*
5 *that an applicant is a laureate of the Pritzker Architecture Prize.*

6 **Sec. 79.7.** NRS 78.780 is hereby repealed.

7 **Sec. 80.** This act becomes effective on July 1, 2025.

TEXT OF REPEALED SECTION

78.780 Filing fee: Certificate of dissolution. The fee for filing a certificate of dissolution, whether it occurs before or after payment of capital and beginning of business, is \$100.

③⑩



