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## Business and Professions; foreign corporations doing business without maintaining domestic office

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Existing law requires foreign corporations to file certain documents with the Secretary of State before doing business in Nevada.<sup>9</sup> Chapter 461 declares that certain activities by foreign corporations do not amount to doing business in the state.<sup>10</sup> These activities include selling through an independent contractor,<sup>11</sup> selling through catalogs or advertisements,<sup>12</sup> and individual transactions made within thirty days which are not related to a group of similar transactions.<sup>13</sup>

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9. NEV. REV. STAT. § 80.010 (1987) (amended by 1989 Nev. Stat. ch. 461, sec. 15, at 980-81) (documents include certificate of corporate existence, statement naming resident agent, and statement describing purpose of corporation).

10. 1989 Nev. Stat. ch. 461, sec. 14, at 980 (enacting NEV. REV. STAT. § 80.\_\_\_\_). This definition of doing business in the state will not limit civil actions against foreign corporations. *Id.* See NEV. REV. STAT. §§ 80.080-090 (1987) (service of process on a foreign corporation and limitations of actions).

11. See NEV. REV. STAT. § 284.173 2 (definition of independent contractor).

12. For purposes of Chapter 461, there is no business conducted in the state when orders are solicited, received, and accepted outside the state for products which are then shipped into the state. 1989 Nev. Stat. ch. 461, sec. 14, at 980 (enacting NEV. REV. STAT. § 80.\_\_\_\_).

13. *Id.* Chapter 461 codifies existing law as to isolated transactions. See *In re Las Vegas Hilton Hotel Fire Litig.*, 101 Nev. 489, 492, 706 P.2d. 137, 139 (1985) (transacting a single piece of business is not "doing business" within the meaning of Nevada Revised Statutes section 80.010, which requires corporations doing business in Nevada to file certain documents with the Secretary of State).

## **Business and Professions; foreign corporations doing business without maintaining domestic office**

NEV. REV. STAT. § 80.250 (repealed); §§ 80.240, 80.260, 659.115, 673.595, 680A.230 (amended).

AB 768 (Committee on Judiciary); 1989 STAT. Ch. 296

Under existing law, a foreign corporation may carry on specified commercial transactions without maintaining a domestic office.<sup>1</sup> Chapter 296 prohibits a foreign corporation without a domestic office

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1. NEV. REV. STAT. § 80.240 (1987) (amended by 1989 Nev. Stat. ch. 296, sec. 1, at 623) (the transactions include acquiring loans, owning notes evidencing another's indebtedness, maintaining a lawsuit as to a debt, maintaining a bank account, inspecting and acquiring real property, and producing motion pictures).

from engaging in these limited transactions if it solicits or accepts deposits<sup>2</sup> in Nevada, unless the corporation is engaged in interstate banking.<sup>3</sup>

Under prior law, a foreign corporation without a domestic office, which engaged in specified commercial transactions without the participation of a domestic lending institution, was required to register as a foreign corporation.<sup>4</sup> Chapter 296 eliminates this requirement, so that the participation of a domestic lending institution is not a condition for exemption from filing corporate registration.<sup>5</sup>

Under existing law, a foreign corporation or insurance association will not be granted a certificate of registration if its name is the same as or deceptively similar to the name of an already registered corporation or limited partnership, or a name reserved<sup>6</sup> by a corporation or limited partnership.<sup>7</sup> Chapter 296 permits the certificate to be granted if the board of directors of the corporation changes or modifies the corporate name so that the similarity no longer exists.<sup>8</sup>

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2. See 1989 Nev. Stat. ch. 296, sec. 1, at 623 (amending NEV. REV. STAT. § 80.240) (definitions of solicitation and acceptance of deposits).

3. *Id.* See generally NEV. REV. STAT. §§ 666.225-.385 (1987) (definition and requirements for interstate banking among western states).

4. 1987 Nev. Stat. ch. 219, sec. 3, at 499-500 (repealed by 1989 Nev. Stat. ch. 296, sec. 6, at 627). See generally NEV. REV. STAT. §§ 80.010-.230 (1987) (filing requirements for foreign corporations engaged in business in Nevada).

5. 1987 Nev. Stat. ch. 219, sec. 3, at 499-500 (repealed by 1989 Nev. Stat. ch. 296, sec. 6, at 627).

6. See NEV. REV. STAT. §§ 78.040(1) (1987) (reservation of name by corporation); 88.325 (reservation of name by limited partnership).

7. 1989 Nev. Stat. ch. 296, sec. 2, at 626 (amending NEV. REV. STAT. § 80.260).

8. *Id.*