

## Resident Agents

This article explains what a resident agent is, who is required to have a resident agent, and the duties of a resident agent. This article is for information purposes, only, and is not intended to serve a legal advice for any person or entity. All references are to the Nevada Revised Statutes unless otherwise noted. For more information about resident agents, contact Matuska Law Offices, Ltd., 775-350-7220.

### **1. What Is A Resident Agent?**

The Nevada Revised Statutes use the term “registered agent” rather than “resident agent.” “A registered agent is an agent of the represented entity authorized to receive service of any process, notice or demand required or permitted to be served on the entity.” NRS 77.390. A represented entity includes domestic entities that are chartered under Title 7 of the Nevada Revised Statutes, such as corporations, limited liability partnerships and limited liability companies, as well as foreign entities that are authorized to transact business in Nevada. All such entities must identify a Nevada registered agent on the initial and annual filings with the Nevada Secretary of State. The registered agent is authorized to accept service of any process, which includes a summons in a civil lawsuit, as well as subpoenas, garnishments and attachments. The registered agent also accepts notices provided by the Nevada Secretary of State, including notices concerning the annual filings. The only duties of a registered agent are to accept service of process and notices from the secretary of state and forward those to the represented entity. NRS 77.400. The registered agent is also required to keep its information current with the Nevada Secretary. The registered agent’s duties do not include legal services, such as defending lawsuits or advising clients, even when the registered agent is an attorney. Although attorneys will frequently serve as resident agents, the legal services they provide are typically separate from their resident agent duties.

A registered agent for a financial services company licensed under NRS Chapter 604A or 675 may have additional duties that are beyond the scope of this article.

### **2. Who May Serve As A Resident Agent?**

The Nevada Revised Statutes do not limit who may serve as a registered agent. Any individual or corporation located in Nevada may accept an appointment as a registered agent. NRS 77.300, 77.305. The Nevada Secretary of State maintains a list of persons who have registered as willing to serve as registered agents. NRS 77.305. That registry includes only the resident agents who paid the \$500 annual fee for inclusion in the registry, and does not preclude other persons or companies who have not registered. Persons and entities who accept appointments as registered agents typically include registered agent service companies, attorneys, or officers and directors of the represented entity. Because the most important function of the registered is the duty to accept the service of legal process in Nevada, the registered agent must be physically present in Nevada. The registered agent must accept the appointment on a form provided by the Nevada Secretary of State and available on the Nevada Secretary of State’s website. [www.nvsos.gov](http://www.nvsos.gov). NRS 77.290. All filings with the Nevada Secretary of State must include the actual street address and mailing address in Nevada. NRS 77.300.

### **3. Commercial v. Noncommercial Resident Agents**

The Nevada Revised Statutes distinguish between commercial registered agents and noncommercial registered agents. Any person or entity which serves as a registered agent for 10 or more represented entities must register as a commercial registered agent. NRS 77.320. The form is provided by the Nevada Secretary of State and available on the Nevada Secretary of State's website. [www.nvsos.gov](http://www.nvsos.gov). Among other information required on the registration form, the commercial registered agent must identify an address in Nevada. NRS 77.320(2)(c). One benefit of registering as commercial registered agent is that it makes address changes easier. If a noncommercial registered agent changes its address, it must file separate change of address notices for each represented entity, at a cost of \$60 per filing. A commercial registered agent need only update its registration form. NRS 77.360.

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