

### ***DESCRIPTION OF TRANSACTION***

Southern Nevada Communications Company ("SNCC") is the licensee of digital television station KSNV-DT, Las Vegas, Nevada. SNCC is in turn 100% owned by Intermountain West Communications Company ("IWCC"). In turn, all of the voting stock of IWCC is held by the Beverly Rogers Revocable Trust and the James E. Rogers Revocable Trust. Both Beverly Rogers and James E. Rogers serve as the sole trustees of their respective trusts. The James E. Rogers Trust holds 97.22% of the voting stock in IWCC and the Beverly Rogers Trust holds the remaining 2.78% of the voting stock.

Their respective shares in the trust are voted as follows:

James E. Rogers	1,750 shares
Beverly Rogers	50 shares

For business and estate planning purposes, James and Beverly Rogers propose to convert the corporation, Southern Nevada Communications Company, from a Nevada corporation into a limited liability company organized under the laws of the State of Nevada. The corporation will be converted to an LLC pursuant to the filing of conversion papers with the Nevada Secretary of State. (See Articles of Conversion attached hereto as Attachment No. 1) The new entity's name will be Southern Nevada Communications, LLC. The LLC will be 100% owned and controlled by IWCC as was the corporation, Southern Nevada Communications Company. (See Articles of Organization attached hereto as Attachment No. 2).

The officers and directors of IWCC which are listed below will remain the same:

James E. Rogers	Director
Beverly Rogers	Director
Timothy Yock	Director
Fran Goldberg	Secretary
Douglas R. Hill	Director
Lisa Howfield	Director/President

Dawn Gibbons                      Sr. Vice President, Communications and  
Government Relations

James E. Rogers and Beverly Rogers are husband and wife.

The members of Southern Nevada Communications, LLC are:

James E. Rogers                      Member

Timothy Yock                      Member

Fran Goldberg                      Member

After SNCC's conversion to an LLC two Series of ownership interests in Southern Nevada Communications, LLC will be issued to IWCC. The ownership of the intangible assets, including the FCC license for Station KSNV-DT, will be represented by Series I ownership interest. The ownership interest in the remaining (tangible) assets of the LLC will be evidenced by Series II ownership interest.

A second company called Southern Nevada Broadcasting Holdings, Inc. will be formed. It will also be 100% owned and controlled by IWCC. The Series II interests (non-license tangible assets) will be transferred from IWCC to Southern Nevada Broadcasting Holdings, Inc. in exchange for 100% of the Southern Nevada Broadcasting Holdings, Inc. stock. IWCC will own Series II ownership interest.

James E. Rogers, through his role as trustee of his Trust, will continue to exercise majority control of IWCC and thus because of his ultimate control of its parent company will have similar control over its subsidiary, Southern Nevada Communications, LLC. In sum, control of Station KSNV-DT remains with James E. Rogers both before and after the conversion of SNCC to a limited liability company.

Exhibit No. 2  
FCC Form 316  
Section I, Question 4b  
Southern Nevada Communications Company  
Station KSNV-DT  
Page 3

***ATTACHMENT NO. 1***



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4520  
(775) 684-5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)



\*140301\*

## Articles of Conversion

(PURSUANT TO NRS 92A.205)

Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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### Articles of Conversion (Pursuant to NRS 92A.205)

**1. Name and jurisdiction of organization of constituent entity and resulting entity:**

Southern Nevada Communications Company

**Name of constituent entity**

Nevada

Jurisdiction

corporation

Entity type \*

and,

Southern Nevada Communications, LLC

**Name of resulting entity**

Nevada

Jurisdiction

limited-liability company

Entity type \*

**2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.**

**3. Location of plan of conversion: (check one)**

☐

The entire plan of conversion is attached to these articles.

☒

The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.

☐

The complete executed plan of conversion for the resulting domestic limited *partnership* is on file at the records office required by NRS 88.330.

\* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .



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## Articles of Conversion

(PURSUANT TO NRS 92A.205)

Page 2

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**4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):**

Attn:

c/o:

**5. Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)**

Date:

Time:

**6. Signatures - must be signed by:**

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).

2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Southern Nevada Communications Company

Name of *constituent* entity

X

Signature

Authorized Officer

Title

Date

\* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. **This statement must be included within the resulting entity's articles.**

**FILING FEE: \$350.00**

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*



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## Filing Instructions for the Amendments Division

**IMPORTANT: READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORM.**

**Dear Customer:** We value your patronage and desire to provide you the best service possible. In an effort to facilitate your filing we would appreciate your taking a moment to read the following before submitting your document. Failure to include any of the information required on the form may cause the filing to be rejected.

**-Thank you-**

- 1.) One file stamped copy of the filing will be returned at no additional charge for most filings. Dissolutions, Cancellations and Withdrawals do not receive a file stamped copy unless requested at the time of filing. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
- 2.) If paying for expedite service, include the word "EXPEDITE" in your correspondence.
- 3.) Verify filing is submitted on the correct form prescribed by the Secretary of State.
- 4.) Forms must include appropriate signatures as required.
- 5.) If applicable, include the appropriate names and addresses as requested on the form.
- 6.) If adding new managers or general partners, their names and addresses must be set forth.
- 7.) Documents must reflect the complete name of the entity as registered with the Secretary of State.
- 8.) Attach all pages that are referenced as attachments.
- 9.) All documents must be legible for filming and/or scanning.
- 10.) If filing restated articles (containing newly amended articles, deletions or additions), provide a form prescribed by the Secretary of State indicating which articles have been amended, deleted or added. Furthermore, the articles must contain the necessary amendment language as required by the statutes governing amendments for that type of business entity.
- 11.) Verify that the status of the entity is not revoked. Verification may be made by visiting our Web site at [www.nvsos.gov](http://www.nvsos.gov) or calling this office.
- 12.) The correct filing date must be provided when required.
- 13.) All required information must be completed and appropriate boxes checked or filing will be rejected.
- 14.) Please contact this office for assistance if you are unsure of the filing fee for your document.

All forms may be downloaded from our Web site [www.nvsos.gov](http://www.nvsos.gov). The Nevada Revised Statutes may be obtained at <http://www.leg.state.nv.us/NRS>.

Filing may be submitted at the office of the Secretary of State or by mail at the following addresses:

**MAIN OFFICE:**  
*Regular and Expedited Filings*

Secretary of State  
Amendments Division  
204 North Carson Street, Suite 1  
Carson City NV 89701-4520  
Phone: 775-684-5708  
Fax: 775-684-5731

**SATELLITE OFFICE:**  
*Expedited Filings Only*

Secretary of State – Las Vegas  
Commercial Recordings Division  
555 East Washington Ave, Suite 5200  
Las Vegas NV 89101  
Phone: 702-486-2880  
Fax: 702-486-2888



ROSS MILLER  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)



\*230303\*

## Customer Order Instructions

SUBMIT THIS COMPLETED FORM WITH YOUR FILING

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Processing  
Service Requested:

☐

Regular

☐

24-Hour Expedite (additional fee included)

Name of Entity:

Date:

Return to:

Contact Name:

Phone:

**Return Delivery:** (email or fax options do not receive a copy via mail; must be ordered separately)

☐

Email to:

☐

Fax to:

☐

Hold for Pick Up

☐

Mail to Address Above

☐

FedEx: Acct #

☐

Other: (explain below)

Order Description: (include items being ordered and fee breakdown)\*

**\*PLEASE NOTE:** this office keeps the original paperwork. The first file stamped copy ordered at the time of filing is at no charge. Each additional copy is **\$2.00** per page (plus **\$30.00** for each certification).

Total Amount:

Method of Payment:

☐

Check/Money Order

☐

Credit Card (attach ePayment checklist)

☐

Trust Account:

☐

Use balance remaining in job #



\*230403\*



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202 North Carson Street  
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## 1 or 2-Hour Expedite Customer Order Instructions

SUBMIT THIS COMPLETED FORM WITH YOUR FILING

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Processing Service Requested:	<input type="checkbox"/> 2-Hour Expedite (additional \$500.00 fee included)	<input type="checkbox"/> 1-Hour Expedite (additional \$1000.00 fee included)
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Name of Entity:

Date:

Return to:

Contact Name:

Phone:

### Return Delivery:

☐ Email to:

☐ Fax to:

☐ Hold for Pick Up

☐ Mail to Address Above

☐ FedEx: Acct #

☐ Other: (explain below)

Order Description: (include items being ordered and fee breakdown)\*

**\*PLEASE NOTE:** this office keeps the original paperwork. The first file stamped copy ordered at the time of filing is at no charge. Each additional copy is \$2.00 per page (plus \$30.00 for each certification).

Total Amount:

Method of Payment:

☐ Check/Money Order

☐ Credit Card (attach ePayment checklist)

☐ Trust Account:

☐ Use balance remaining in job #





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## 24-hour, 2-hour and 1-hour Expedite Service Guidelines

**IMPORTANT:** To ensure expedited service, please mark “Expedite” in a conspicuous place at the top of the service request. Please indicate method of delivery.

### **24-HOUR EXPEDITE SERVICE**

The Secretary of State offers a 24-hour expedite service on most filings processed by this office. If you choose to utilize this service, please enclose with your filing the additional expedite fee. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Check the 24-hour expedite box on your customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 24-hour expedited service, include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made. This office *does not* fax confirmation of a 24-hour expedite.

The fee for 24-hour handling ranges from \$25.00 to \$125.00. Please consult our fee schedules for the appropriate 24-hour expedite fee. If you require assistance, please contact this office.

**Time Constraints:** Each filing submitted receives same day filing date and may be picked up within 24-hours. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm. Expedite period begins when filing or service request is received in this office in fileable form.

### **2-HOUR EXPEDITE SERVICE**

The Secretary of State offers a 2-hour expedite service on most filings processed by this office. If you choose to utilize the 2-hour expedite service, please enclose with your filing an additional \$500.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 2-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 2-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

### **1-HOUR EXPEDITE SERVICE**

The Secretary of State offers a 1-hour expedite service on most filings processed by this office. If you choose to utilize the 1-hour expedite service, please enclose with your filing an additional \$1000.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 1-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 1-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

**1-Hour and 2-Hour Time Constraints:** Each filing submitted for either 1-hour or 2-hour expedite receives same day filing date and will be acknowledged by fax or e-mail within expedite service time. Failure to indicate method of acknowledgement (fax or e-mail) or to provide a correct fax number or e-mail address may prevent the Secretary of State from acknowledging the filing of such documents. Filings may be picked up within the expedite service period. Filings to be mailed will be mailed out no later than the next business day following receipt. Expedite period begins when filing or service request is received in this office in fileable form.

**The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages or equipment malfunction. These extensions are few and will rarely extend more than a few hours.**



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202 North Carson Street  
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## ePayment Checklist (For Counter, Fax and Mail Requests)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Service Type: ☐ Counter ☐ Mail ☐ Fax

Order Processing Requested:

(Expedite Processing Requires Additional Fees)

☐ Regular Processing ☐ 24-HOUR Expedite ☐ 2-HOUR Expedite ☐ 1-HOUR Expedite

### Payment by Card *(card holder name and billing address required below)*

Card Type: ☐ VISA ☐ MasterCard ☐ Discover ☐ American Express

Customer Credit Card Number:

V CODE\*

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\* 3-digit number found on the far right of the backside of VISA, MasterCard and Discover cards  
4-digit number found on the front right side of American Express card.

**NOTICE:** For security and verification purposes, all credit card payments must include the 3 or 4-digit CVV2 code (VCode) number located on the credit card. Failure to include this code will result in the rejection of your filing or service request.

Credit Card Expiration Date: Month  Year

Amount to Charge Card: USD \$

### Order Information *(required)*

Entity Name/Order Reference:

#### Card Holder Information:

Name as it Appears on the Account

Billing Address

City, State, Zip

Telephone

### Payment Authorization

I authorize the Secretary of State to bill an amount not to exceed the following to be charged to the above listed account(s):

X

Authorized Signature

Not to Exceed Amount: USD \$

Exhibit No. 2  
FCC Form 316  
Section I, Question 4b  
Southern Nevada Communications Company  
Station KSNV-DT  
Page 4

***ATTACHMENT NO. 2***



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\*050103\*

## Articles of Organization Limited-Liability Company

(PURSUANT TO NRS CHAPTER 86)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

<b>1. Name of Limited-Liability Company:</b> (must contain approved limited-liability company wording; see instructions)	Southern Nevada Communications, LLC		Check box if a Series Limited-Liability Company <input type="checkbox"/>	Check box if a Restricted Limited-Liability Company <input type="checkbox"/>
<b>2. Registered Agent for Service of Process:</b> (check only one box)	<input type="checkbox"/> Commercial Registered Agent: _____ Name <input checked="" type="checkbox"/> Noncommercial Registered Agent (name and address below) <u>OR</u> <input type="checkbox"/> Office or Position with Entity (name and address below) Timothy Yock Name of Noncommercial Registered Agent <u>OR</u> Name of Title of Office or Other Position with Entity 1500 Foremaster Lane, Suite 2 Las Vegas Nevada 89101 Street Address City State Zip Code Mailing Address (if different from street address) City State Zip Code			
<b>3. Dissolution Date:</b> (optional)	Latest date upon which the company is to dissolve (if existence is not perpetual): _____			
<b>4. Management:</b> (required)	Company shall be managed by: <input checked="" type="checkbox"/> Manager(s) <u>OR</u> <input type="checkbox"/> Member(s) (check only one box)			
<b>5. Name and Address of each Manager or Managing Member:</b> (attach additional page if more than 3)	1) Intermountain West Communications Company Name 1500 Foremaster Lane, Suite 2 Las Vegas NV 89101 Street Address City State Zip Code 2) _____ Name Street Address City State Zip Code 3) _____ Name Street Address City State Zip Code			
<b>6. Effective Date and Time:</b> (optional)	Effective Date: _____ Effective Time: _____			
<b>7. Name, Address and Signature of Organizer:</b> (attach additional page if more than 1 organizer)	David J. Lyon <input checked="" type="checkbox"/> Name Organizer Signature 10655 Park Run Drive Las Vegas NV 89144 Address City State Zip Code			
<b>8. Certificate of Acceptance of Appointment of Registered Agent:</b>	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/> Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date			

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 LLC Articles  
Revised: 8-31-11



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Secretary of State  
204 North Carson Street, Suite 4  
Carson City, Nevada 89701-4520  
(775) 684 5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)

## Instructions for Limited-Liability Company Articles of Organization

(PURSUANT TO NRS CHAPTER 86)

### **IMPORTANT: READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORM.**

- 1. Name of the Limited-Liability Company:** The name must contain the words Limited-Liability Company, Limited Company or Limited or the abbreviations Ltd., L.L.C., LLC or LC. The word "company" may also be abbreviated. The name must be distinguishable from the name of a limited-liability company, limited partnership, limited-liability limited partnership, limited-liability partnership, business trust or corporation already on file in this office. A name may be reserved, if available, for 90 days by submitting a name reservation form with a \$25.00 filing fee to the office of the Secretary of State. For details you may call (775) 684-5708, visit [www.nvsos.gov](http://www.nvsos.gov), or write to the Secretary of State, 204 North Carson Street, Suite 4, Carson City, NV 89701-4520. If it appears from the name and/or purpose of the entity being formed that it is to be regulated by the Financial Institutions Division, Insurance Division, State Board of Professional Engineers and Land Surveyors, State Board of Accountancy or Real Estate Division, the application will need to be approved by the regulating agency before it is filed with the Office of the Secretary of State.
- 2. Registered Agent:** Persons wishing to file articles of organization in the State of Nevada must designate a person as a registered agent who resides or is located in this state. Every registered agent must have a street address in the state of Nevada for the service of process, and may have a separate Nevada mailing address, such as a post office box, which may be different from the street address.
- 3. Dissolution Date:** State the latest date upon which the company is to dissolve. This provision is optional.
- Limited-liability companies may be managed by one or more manager(s) or one or more member(s). Please state whether the company is managed by members or managers. If the company is to be managed by one or more managers, the name and post office or street address, either resident or business, of each manager must be set forth. If the company is to be managed by the members, the name and post office or street address, either residence or business, of each member must be set forth.
- One or more persons may organize a limited-liability company. Indicate the names and addresses of the organizers executing the articles.
- Registered agent must complete and sign certificate of acceptance at bottom of form or attach a separate signed certificate of acceptance.
- On a separate 8 1/2" x 11" sheet, state any other provisions which the members elect to set out in the articles of organization for the regulation of the internal affairs of the company, including any provisions which under NRS Chapter 86 are required or permitted to be set out in the operating agreement of the company.

### **\*\*\*IMPORTANT\*\*\***

**INITIAL LIST OF MANAGERS OR MEMBERS:** Pursuant to NRS 86.263, each limited-liability company organized under the laws of this state shall, on or before the last day of the first month after the filing of its articles of organization, and annually thereafter, file its list of officers, directors and registered agent. The initial list fee is \$125.00. Forms will be mailed to you upon the filing of your limited-liability company and annually thereafter to the entity's registered agent.

**COPIES:** One file stamped copy of the articles will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order. NRS 86.241 requires that a limited liability company have a copy of the filed articles kept in the office of the registered agent. The Secretary of State keeps the original filing.

**CEREMONIAL CHARTER:** Ceremonial (colored) charters are also available for an additional \$100.00.

**FILING FEE:** \$75.00 Filing fee is required. Filing may be expedited for an additional \$125.00 expedite fee.

Filing may be submitted at the office of the Secretary of State or by mail at the following addresses:

**MAIN OFFICE:**  
*Regular and Expedited Filings*

Secretary of State  
New Filings Division  
204 North Carson Street, Suite 4  
Carson City NV 89701-4520  
Phone: 775-684-5708  
Fax: 775-684-7138

**SATELLITE OFFICE:**  
*Expedited Filings Only*

Secretary of State – Las Vegas  
Commercial Recordings Division  
555 East Washington Ave, Suite 5200  
Las Vegas NV 89101  
Phone: 702-486-2880  
Fax: 702-486-2888



~ Introducing ~



**ROSS MILLER**  
Secretary of State

~ SilverFlume, Nevada's online one-stop business portal, is now available for your filing purposes. When filing your documents online, you will be redirected to [www.nvsilverflume.gov](http://www.nvsilverflume.gov) where you will be guided through our streamlined and enhanced online services.

~ SilverFlume currently offers multiple business-related transactions including:

- New business registration
- Filing domestic articles of incorporation and articles of organization
- Filing initial, annual and amended lists
- Obtaining and renewing state business license
- Apply for sales & use tax permits, satisfy bonding requirement and receive eClearance letter
- Complete D-25 Workers' Compensation eAffirmation of Compliance
- Access to Secretary of State's Office and Department of Taxation information and functions

~ SilverFlume provides data for all business-related needs in one website. Additional city, county and state government transactions will be added in later phases.

## GO PAPERLESS...

Save resources and don't miss important email notifications!

*(Online list filing also available!)*

**Sign up to receive annual notifications or pre-printed annual lists via email:**

IF YOU ARE A COMMERCIAL REGISTERED AGENT OR RECEIVE NOTIFICATIONS ELECTRONICALLY, PLEASE DISREGARD THIS NOTICE.

1. Go to [www.nvsos.gov](http://www.nvsos.gov).
2. Go to Business Center and click on Resources link.
3. Select Non-Commercial Registered Agent Electronic Notification Form or Represented Entity Electronic Notification Form for *notification only* (no pre-printed list).
4. If you represent multiple entities, click on Registered Agent link to view the cost-saving benefit of becoming a Commercial Registered Agent and how to receive *pre-printed annual lists* via email.

## Important Notice

### Home-Based Business Exemption Clarified by Regulation Effective March 9, 2012

Based on approval of Regulation R080-11 by the Legislative Commission's Subcommittee to Review Regulations, entities such as corporations, LLCs, etc., formed pursuant to Title 7 of the Nevada Revised Statutes are ineligible for the State Business License home-based business exemption. This regulation clarifies that the home-based business exemption applies only to natural persons, i.e., sole proprietors or general partnerships who meet the requirements of the exemption.

Initial or annual lists claiming a home-based business exemption submitted after March 8, 2012 will be returned for correction and to apply for the State Business License. Filings must be returned by their original due date to avoid late penalties. Remember, entities in active or default status may file their annual list and State Business License application online at [www.nvsos.gov](http://www.nvsos.gov)

A copy of the approved regulations can be found under the "Announcements" section of the Secretary of State's website at [www.nvsos.gov](http://www.nvsos.gov)



ROSS MILLER  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)



\*181102\*

## Registered Agent Acceptance

(PURSUANT TO NRS 77.310)

This form may be submitted by: a Commercial Registered Agent, Noncommercial Registered Agent or Represented Entity. For more information please visit <http://www.nvsos.gov/index.aspx?page=141>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

### Certificate of Acceptance of Appointment by Registered Agent

In the matter of \_\_\_\_\_  
Name of Represented Business Entity

I, \_\_\_\_\_ am a:  
Name of Appointed Registered Agent OR Represented Entity Serving as Own Agent\*

(complete only one)

- a) ☐ commercial registered agent listed with the Nevada Secretary of State,  
b) ☐ noncommercial registered agent with the following address for service of process:

\_\_\_\_\_  
Street Address City Nevada Zip Code

\_\_\_\_\_  
Mailing Address (if different from street address) City Nevada Zip Code

- c) ☐ represented entity accepting own service of process at the following address:

\_\_\_\_\_  
Title of Office or Position of Person in Represented Entity

\_\_\_\_\_  
Street Address City Nevada Zip Code

\_\_\_\_\_  
Mailing Address (if different from street address) City Nevada Zip Code

and hereby state that on \_\_\_\_\_ I accepted the appointment as registered agent for  
the above named business entity. Date

**X**

Authorized Signature of R.A. or On Behalf of R.A. Company

\_\_\_\_\_  
Date

\*If changing Registered Agent when reinstating, officer's signature required.

**X**

Signature of Officer

\_\_\_\_\_  
Date



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\*230303\*

## Customer Order Instructions

SUBMIT THIS COMPLETED FORM WITH YOUR FILING

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Processing  
Service Requested:

☐

Regular

☐

24-Hour Expedite (additional fee included)

Name of Entity:

Date:

Return to:

Contact Name:

Phone:

**Return Delivery:** (email or fax options do not receive a copy via mail; must be ordered separately)

☐

Email to:

☐

Fax to:

☐

Hold for Pick Up

☐

Mail to Address Above

☐

FedEx: Acct #

☐

Other: (explain below)

Order Description: (include items being ordered and fee breakdown)\*

**\*PLEASE NOTE:** this office keeps the original paperwork. The first file stamped copy ordered at the time of filing is at no charge. Each additional copy is **\$2.00** per page (plus **\$30.00** for each certification).

Total Amount:

Method of Payment:

☐

Check/Money Order

☐

Credit Card (attach ePayment checklist)

☐

Trust Account:

☐

Use balance remaining in job #





\*230403\*



ROSS MILLER  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)

## 1 or 2-Hour Expedite Customer Order Instructions

SUBMIT THIS COMPLETED FORM WITH YOUR FILING

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Processing Service Requested:	<input type="checkbox"/> 2-Hour Expedite (additional \$500.00 fee included)	<input type="checkbox"/> 1-Hour Expedite (additional \$1000.00 fee included)
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Name of Entity:

Date:

Return to:

Contact Name:

Phone:

### Return Delivery:

☐ Email to: ☐ Fax to:

☐ Hold for Pick Up ☐ Mail to Address Above ☐ FedEx: Acct #

☐ Other: (explain below)

Order Description: (include items being ordered and fee breakdown)\*

**\*PLEASE NOTE:** this office keeps the original paperwork. The first file stamped copy ordered at the time of filing is at no charge. Each additional copy is \$2.00 per page (plus \$30.00 for each certification).

Total Amount:

Method of Payment:

☐ Check/Money Order ☐ Credit Card (attach ePayment checklist) ☐ Trust Account:

☐ Use balance remaining in job #



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## 24-hour, 2-hour and 1-hour Expedite Service Guidelines

**IMPORTANT:** To ensure expedited service, please mark “Expedite” in a conspicuous place at the top of the service request. Please indicate method of delivery.

### **24-HOUR EXPEDITE SERVICE**

The Secretary of State offers a 24-hour expedite service on most filings processed by this office. If you choose to utilize this service, please enclose with your filing the additional expedite fee. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Check the 24-hour expedite box on your customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 24-hour expedited service, include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made. This office *does not* fax confirmation of a 24-hour expedite.

The fee for 24-hour handling ranges from \$25.00 to \$125.00. Please consult our fee schedules for the appropriate 24-hour expedite fee. If you require assistance, please contact this office.

**Time Constraints:** Each filing submitted receives same day filing date and may be picked up within 24-hours. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm. Expedite period begins when filing or service request is received in this office in fileable form.

### **2-HOUR EXPEDITE SERVICE**

The Secretary of State offers a 2-hour expedite service on most filings processed by this office. If you choose to utilize the 2-hour expedite service, please enclose with your filing an additional \$500.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 2-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 2-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

### **1-HOUR EXPEDITE SERVICE**

The Secretary of State offers a 1-hour expedite service on most filings processed by this office. If you choose to utilize the 1-hour expedite service, please enclose with your filing an additional \$1000.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 1-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 1-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

**1-Hour and 2-Hour Time Constraints:** Each filing submitted for either 1-hour or 2-hour expedite receives same day filing date and will be acknowledged by fax or e-mail within expedite service time. Failure to indicate method of acknowledgement (fax or e-mail) or to provide a correct fax number or e-mail address may prevent the Secretary of State from acknowledging the filing of such documents. Filings may be picked up within the expedite service period. Filings to be mailed will be mailed out no later than the next business day following receipt. Expedite period begins when filing or service request is received in this office in fileable form.

**The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages or equipment malfunction. These extensions are few and will rarely extend more than a few hours.**



\*230104\*



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## ePayment Checklist (For Counter, Fax and Mail Requests)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Service Type: ☐ Counter ☐ Mail ☐ Fax

Order Processing Requested: (Expedite Processing Requires Additional Fees)

☐ Regular Processing ☐ 24-HOUR Expedite ☐ 2-HOUR Expedite ☐ 1-HOUR Expedite

### Payment by Card (card holder name and billing address required below)

Card Type: ☐ VISA ☐ MasterCard ☐ Discover ☐ American Express

Customer Credit Card Number:

V CODE\*

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\* 3-digit number found on the far right of the backside of VISA, MasterCard and Discover cards  
4-digit number found on the front right side of American Express card.

**NOTICE:** For security and verification purposes, all credit card payments must include the 3 or 4-digit CVV2 code (VCode) number located on the credit card. Failure to include this code will result in the rejection of your filing or service request.

Credit Card Expiration Date: Month  Year

Amount to Charge Card: USD \$

### Order Information (required)

Entity Name/Order Reference:

#### Card Holder Information:

Name as it Appears on the Account

Billing Address

City, State, Zip

Telephone

### Payment Authorization

I authorize the Secretary of State to bill an amount not to exceed the following to be charged to the above listed account(s):

**X**  
\_\_\_\_\_  
Authorized Signature

Not to Exceed Amount: USD \$



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## Copies and Certification Services Fee Schedule Effective 7-1-08

The following is a list of copies and certification services and the associated fees. Fees are per document unless otherwise noted.

### **SERVICE REQUESTED:**

Copies	\$2.00 per page
Certification of Document	\$30.00
Search	\$50.00
Certificate of Existence (evidence of good standing – short form)	\$50.00
Certificate of Existence (listing amendments – long form)	\$50.00
Ceremonial Certificate of Good Standing	\$100.00
Certificate Evidencing Name Change	\$50.00
Certificate of Fact of Merger	\$50.00
Certificate of Default	\$50.00
Certificate of Revocation	\$50.00
Certificate of Dissolution	\$50.00
Certificate of Withdrawal	\$50.00
Certificate of Cancellation	\$50.00
Certificate of Non-Existence	\$50.00
Miscellaneous Certificates	\$50.00
Apostille (Hague Treaty Nations)/Certification (Non-Hague Treaty Nations)	\$20.00
Corporate Charter	\$50.00
Ceremonial Charter	\$100.00

### **EXPEDITE SERVICE:**

Expedite service is available for copies, certificate and certification services. Fees for expedite service are in addition to the fees as listed above.

#### **24 Hour Expedite Service: Order may be picked up or mailed out within 24-hours.**

Apostille	\$75.00
Copies: Per entity name	\$125.00
Certificates: Per entity name and certificate type	\$125.00
Search: Expedite fee on search only; additional expedite fee required for copies	\$125.00

#### **2-Hour Expedite Service: Order may be picked up or mailed within 2-hours.**

1 or more certificates (per entity name and certificate type)	\$500.00
1 or more copies (per entity name)	\$500.00

#### **1-Hour Expedite Service: Order may be picked up or mailed within 1-hour.**

1 or more certificates (per entity name and certificate type)	\$1000.00
1 or more copies (per entity name)	\$1000.00

### **BASIC INSTRUCTIONS:**

1. All orders may be submitted in writing, with fees enclosed, to the above address. Telephone orders with payment by VISA, Mastercard, Discover or American Express may be called into our Customer Service Department at (775) 684-5708. Trust account and credit card customers may fax expedite orders only to (775) 684-5645. Trust account orders must be received on company letterhead.
2. All orders not specified as a pick-up are mailed out via first-class mail, unless a Federal Express number is provided or other major courier pickup arrangement is made.
3. Fax back service is only available for certificates or copies of 50 pages or less. This service must be requested at time of order with complete fax information provided.
4. Each order will be returned to one address only.



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## Limited-Liability Company Fee Schedule Effective 7-1-08

**LIMITED-LIABILITY COMPANY FEES:** Pursuant to NRS 86 for both Domestic and Foreign Limited-Liability Companies.

Articles of Organization	\$75.00
Registration of Foreign Limited-Liability Company	\$75.00
Reinstatement Fee	\$300.00
Certificate of Amendment	\$175.00
Restated Articles	\$175.00
Certificate of Correction	\$175.00
Certificate of Termination (pursuant to NRS 86.226)	\$175.00
Merger	\$350.00
Termination Pursuant to NRS 92A	\$350.00
Dissolution of Domestic Limited-Liability Company	\$100.00
Dissolution of Foreign Limited-Liability Company	\$100.00
Preclearance of any Document	\$125.00
Articles of Conversion – contact office for fee information	
Articles of Domestication – contact office for fee information	
Revival of Limited-Liability Company – contact office for fee information	
Ceremonial Charter	\$100.00
Certificate of Good Standing	\$50.00
Ceremonial Certificate of Good Standing	\$100.00
Initial List of Managers or Members	\$125.00
Annual or Amended List of Managers or Members	\$125.00
<b>24-Hour Expedite fee for above filings</b>	<b>\$125.00</b>
Apostille	\$20.00
<b>24-Hour Expedite fee for above filing</b>	<b>\$75.00</b>
Name Reservation	\$25.00
<b>24-Hour Expedite fee for above filing</b>	<b>\$50.00</b>
Change of Noncommercial Registered Agent	\$60.00
Change of Registered Agent by Represented Entity	\$60.00
Resignation of Manager or Managing Member	\$75.00
Resignation of Registered Agent (plus \$1.00 for each additional entity listed)	\$100.00
<b>24-Hour Expedite fee for above filings</b>	<b>\$25.00</b>
Certification of Documents – per certification	\$30.00
Copies – per page	\$2.00
Late Fee for List of Managers or Members	\$75.00
Business License Fee	\$200.00

**2-Hour Expedite is available on all of the above filings at the fee of \$500.00 per item.**

**1-Hour Expedite is available on all of the above filings at the fee of \$1000.00 per item.**

*PLEASE NOTE: the expedite fee is in addition to the standard filing fee charged on each filing and/or order.*

**24-HOUR EXPEDITE TIME CONSTRAINTS:**

Each filing submitted receives same day filing date and may be picked up within 24 hours. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm. Expedite period begins when filing or service request is received in this office in fileable form. The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages, or equipment malfunction. These extensions are few and will rarely extend more than a few hours.