



**OFFICE OF THE
SECRETARY OF STATE**

June 2, 2016

The Honorable Ron Wyden
Ranking Member
United States Senate
Committee on Finance
Washington D.C. 20510-6200

Re: Request for Information dated May 10, 2016

Dear Senator Wyden,

This letter and attached documentation is in response to your May 10, 2016, request for information from my office.

1. *For the over 1,000 Nevada business entities that have been linked to Mossack Fonseca, please provide all documents filed with the Secretary of State related to each entity, including, but not limited to, documents related to the articles of organization for each entity and any other documents related to the registration, maintenance and operation of the entity.*

The attached Exhibit 1 contains all documents on file with the Nevada Secretary of State's office for each entity represented by M. F. Corporate Services (Nevada) Limited, including those for M. F. Corporate Services (Nevada) Limited itself. Additionally, Exhibit 1 includes the Commercial Registered Agent Registration Statement and related documents for M. F. Corporate Services (Nevada) Limited, the subsequent Statement of Resignation of Registered Agent resigning M. F. Corporate Services (Nevada) Limited from each represented entity, and the resignation of Patricia Amunategui as an officer of M. F. Corporate Services (Nevada) Limited.

2. *Has the Secretary of State conducted audits of any business entities identified in item 1? If so, please provide any official documents or correspondence related to any such audit.*

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The Nevada Secretary of State's office conducted an examination of records pursuant to NRS 77.443ⁱ. Exhibit 2, included herewith, contains copies of documents and correspondence with M. F. Corporate Services (Nevada) Limited related to the examination.

3. *Nevada law allows the Secretary of State to demand a list of beneficial owners of any entity registered in Nevada that is suspected of illegal activities. How many times has this authority been used in each of the past three years? Has the Secretary of State used this authority to collect beneficial ownership information for any entity identified in item 1? If so, please provide the beneficial ownership information for each such entity.*

When an entity first incorporates or organizes in Nevada, or thereafter renews its status on an annual basis, the entity is not required under Nevada law to file a list of the entity's owners of record. However, the entity is required under NRS 78.152ⁱⁱ to maintain such a list at its registered office or principal place of business. At the request of a law enforcement agency, the Secretary of State may demand from the entity a copy of that entity's list of owners. The Secretary of State has not in the previous 3 years received a request from a law enforcement agency for an entity's list of owners. The Secretary of State does not have the authority to investigate illegal activities such as money laundering or tax evasion, and does not therefore demand ownership information for investigations of this nature, except as requested by a law enforcement agency.

4. *Under Nevada state law, registration agents who represent 10 or more entities must register with the State of Nevada as a commercial registered agent. How many commercial registered agents are there in Nevada? For each registration agent associated with a business entity in item 1, please provide copies of any documents related to any audit of the commercial registration agent.*

As of May 25, 2016, there are 2,197 commercial registered agents on file with the Nevada Secretary of State. M. F. Corporate Services (Nevada) Limited was the Commercial Registered Agent for the business entities identified in Exhibit 1 in response to item 1. As stated in response to item 2, an examination of records was conducted pursuant to NRS 77.443. Exhibit 2 contains copies of documents and correspondence with M. F. Corporate Services (Nevada) Limited related to the examination.

5. *Please describe the process for reviewing and approving the operation of a commercial registration agent in the State of Nevada. Has the State of Nevada conducted any additional audits or oversight of commercial registration agents? If so, how many such audits have been conducted? How many commercial registration agents have been found to be in violation of Nevada licensing requirements? For each registration agent associated with a business entity in item 1, please provide copies of any documents related to any audit of the commercial registration agent.*

In order to become a commercial registered agent in Nevada, an individual or business entity must complete and file the Commercial Registered Agent Statement. A true and correct copy of the Commercial Registered Agent Statement for M. F. Corporate Services (Nevada) Limited is attached in Exhibit 1. Nevada Revised Statutes require any individual or entity serving in the capacity of a registered agent of 10 or more entities to register as a commercial registered agent. (NRS 77.320ⁱⁱⁱ) To register as a commercial registered agent, an individual or business entity must:

- Properly register as a commercial registered agent by completing and filing the Commercial Registered Agent Statement. The Commercial Registered Agent Statement must include a physical Nevada address at which the registered agent or an authorized agent thereof is present to receive service of all legal demands and notices. Nevada law prohibits said location from being a post office box, postal mail box, mail drop or mail forward service unless the registered agent is the proprietor of, and physically present, at the location;
- Possess an active State Business License;
- Be free of any felony convictions, or had his or her civil rights restored post-conviction; and
- Has not had his or her ability to serve as a registered agent denied by another state or has been enjoined from serving as a registered agent by a court of competent jurisdiction.

Once registered, a commercial registered agent must:

- Be physically present at the address on file with the Nevada Secretary of State or have one or more natural persons who are authorized by the resident agent and of suitable age and discretion to receive service of legal process and all demand and notices authorized by law be physically present at said address.
- Be open during normal working hours and post the hours in which the registered agent is available to receive service of all demands and notices in conspicuous place outside of the resident agent's place of business.
- Not produce or direct the production of any correspondence, publication, website or other written material, whether in printed or electronic form, that is intended to deceive or defraud the public or promote illegal activity. Additionally, all solicitations must contain a prominent statement that declares, "[t]his is a solicitation to change your registered agent," and that, "[t]his is a third party solicitation and is NOT official correspondence from the Office of the Nevada

Secretary of State. You are under no legal obligation to respond to this correspondence.”

Since the beginning of 2013, The Nevada Secretary of State has examined more than 570 commercial registered agents for compliance with the statutory requirements. The vast majority of these examinations addressed the agent’s failure to register as a commercial registered agent despite the agent’s representation of 10 or more entities. A smaller percentage of examinations addressed the agent’s failure to maintain a physical address within the state. The Secretary of State has rarely conducted examinations of the type described in response to item 2 concerning M. F. Corporate Services (Nevada) Limited and its maintenance of specified records. In this regard, it should be noted that NRS 77.443, as amended in 2015, requires that any such examination be based upon a reasonable belief that a violation has occurred. Additionally, NRS 77.447^{iv} affords an agent a 10-day period in which to cure any violation before civil penalties may be imposed.

6. *In 2011, the Secretary of State established a joint Corporate Ownership Fraud Task Force in cooperation with the U.S. Internal Revenue Service to investigate registered Nevada business entities that were suspected of being involved in illegal activities including tax evasion, money laundering, securities violations, and the marketing of shell or shelf companies for fraudulent and/or deceptive purposes. Did the task force identify or investigate any entities associated with Mossack Fonseca or MF Corporate Services? How many business entities were reviewed by the task force? What were the findings of the task force? Did any criminal or civil prosecutions result from the work of the task force? If so, please describe each such prosecution. Did any legislative or regulatory changes occur as a result of the task force’s findings? Please provide any formal report issued by the task force.*

The previous Secretary of State worked cooperatively with the Internal Revenue Service to provide documentation concerning corporate filings as requested. This administration has no documents or records related to the task force.

Respectfully,


BARBARA K. CEGAVSKE
Secretary of State

ⁱ NRS 77.443 Examination of records by Secretary of State. The Secretary of State may conduct examinations of any records required to be maintained pursuant to this chapter or any other provision of NRS pertaining to the duties of a registered agent if the Secretary of State has reason to believe that a violation of this chapter or any other provision of NRS pertaining to the duties of a registered agent has been violated.
(As amended by Senate Bill 39, 2015 Legislative Session)

ⁱⁱ NRS 78.152 List or statement to be maintained at registered office or principal place of business; requirement to assist in criminal investigation; failure to comply; regulations.

1. In addition to any records required to be kept at its principal office in this State or with the custodian of records pursuant to NRS 78.105, a corporation that is not a publicly traded corporation shall maintain at the principal office in this State or with the custodian of records a current list of its owners of record.

2. Upon the request of the Secretary of State, the corporation shall:

(a) Provide the Secretary of State with the name and contact information of the custodian of the list described in subsection 1. The information required pursuant to this paragraph shall be kept confidential by the Secretary of State.

(b) Provide written notice to the Secretary of State within 10 days after any change in the information contained in the list described in subsection 1.

3. Upon the request of any law enforcement agency in the course of a criminal investigation, the Secretary of State may require a corporation to:

(a) Submit to the Secretary of State, within 3 business days, a copy of the list required to be maintained pursuant to subsection 1; or

(b) Answer any interrogatory submitted by the Secretary of State that will assist in the criminal investigation.

4. If a corporation fails to comply with any requirement pursuant to subsection 3, the Secretary of State may take any action necessary, including, without limitation, the suspension or revocation of the corporate charter.

5. The Secretary of State shall not reinstate or revive a charter that was revoked or suspended pursuant to subsection 4 unless:

(a) The corporation complies with the requirements of subsection 3; or

(b) The law enforcement agency conducting the investigation advises the Secretary of State to reinstate or revive the corporate charter.

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

(As amended by Senate Bill 39, 2015 Legislative Session)

ⁱⁱⁱ NRS 77.320 Registration of commercial registered agent.

1. An individual or a domestic or foreign entity shall not serve as the registered agent in this State of 10 or more domestic or foreign entities unless the individual or domestic or foreign entity is registered as a commercial registered agent pursuant to this section.

2. An individual or a domestic or foreign entity may become registered as a commercial registered agent by filing with the Secretary of State a commercial registered agent registration statement on a form prescribed by the Secretary of State signed under penalty of perjury by the individual or by an individual authorized to sign the statement on behalf of the entity, which states:

(a) The legal name of the individual or the legal name, type and jurisdiction of organization of the entity;

(b) That the person is in the business of serving as a commercial registered agent in this State;

(c) The address of a place of business of the person in this State to which service of process and other notice and documents being served on or sent to entities represented by it may be delivered;

(d) The name, address and telephone number of the individual who has the authority to act on behalf of the commercial registered agent;

(e) If the person filing the statement is an individual, that the individual:

(1) Has not been convicted of a felony or, if the individual has been convicted of a felony, a statement that the individual has had his or her civil rights restored; and

(2) Has not had his or her ability to serve as a registered agent denied or revoked by the appropriate authority of this State or another state, or has not been enjoined by a court of competent jurisdiction from serving as a registered agent, because the individual has engaged in conduct in his or her capacity as a registered agent that was intended to or likely to deceive or defraud the public;

(f) If the person filing the statement is a domestic or foreign entity, that each director, officer or managing agent of the entity:

(1) Has not been convicted of a felony or, if a director, officer or managing agent has been convicted of a felony, a statement that the individual has had his or her civil rights restored; and

(2) Has not had his or her ability to serve as a registered agent or a director, officer or managing agent of a registered agent denied or revoked by the appropriate authority of this State or another state, or has not been enjoined by a court of competent jurisdiction from serving as a registered agent or a director, officer or managing agent of a registered agent, because the individual has engaged in conduct in his or her capacity as a registered agent, or as a director, officer or managing agent of a registered agent, that was intended to or likely to deceive or defraud the public; and

(g) Any other information the Secretary of State deems appropriate.

3. If the name of a person filing a commercial registered agent registration statement is not distinguishable on the records of the Secretary of State from the name of another commercial registered agent registered under this section, the person must adopt a fictitious name that is distinguishable and use that name in its statement and when it does business in this State as a commercial registered agent. For the purposes of this subsection, a proposed name is not distinguishable from another name solely because one or the other contains distinctive lettering, a distinctive mark, a trademark or a trade name or any combination of these. The Secretary of State may adopt regulations that interpret the requirements of this subsection.

4. A commercial registered agent registration statement takes effect on filing.

5. The Secretary of State shall note the filing of the commercial registered agent registration statement in the index of filings maintained by the Secretary of State for each entity represented by the registered agent at the time of the filing. The statement has the effect of deleting the address of the registered agent from the registered agent filing of each of those entities.

6. The Secretary of State may deny registration as a commercial registered agent or revoke the registration of a commercial registered agent if the person filing the registration statement or the commercial registered agent is:

(a) An individual who:

(1) Has been convicted of a felony and has not had his or her civil rights restored; or

(2) Has had his or her ability to serve as a registered agent denied or revoked by the appropriate authority of this State or another state, or has been enjoined by a court of competent jurisdiction from serving as a registered agent, because the individual has engaged in conduct in his or her capacity as a registered agent that was intended to or likely to deceive or defraud the public; or

(b) A domestic or foreign entity, and a director, officer or managing agent of the entity:

(1) Has been convicted of a felony and the individual has not had his or her civil rights restored; or

(2) Has had his or her ability to serve as a registered agent or a director, officer or managing agent of a registered agent denied or revoked by the appropriate authority of this State or another state, or has been enjoined by a court of competent jurisdiction from serving as a registered agent or a director, officer or managing agent of a registered agent, because the individual has engaged in conduct in his or her capacity as a registered agent, or as a director, officer or managing agent of a registered agent, that was intended to or likely to deceive or defraud the public.

^{iv} NRS 77.447 Penalties; notice of alleged violation; opportunity to correct alleged violation.

1. A person who violates a provision of this chapter is subject to a civil penalty of not more than \$500 per violation and not more than \$10,000 in the aggregate, to be recovered in a civil action brought in the district court in

the county in which the person's principal place of business is located or in the district court of Carson City. The court may reduce the amount of the civil penalty imposed by the Secretary of State if the court determines that the amount of the civil penalty is disproportionate to the violation.

2. Except as otherwise provided in subsection 3, before filing a civil action to recover a civil penalty pursuant to subsection 1, if the person who allegedly violated a provision of this chapter has not been issued a written notice of a violation of this chapter within the immediately preceding 3 years, the Secretary of State must provide to the person written notice of the alleged violation and 10 business days to correct the alleged violation. The Secretary of State may provide a greater period to correct the alleged violation as the Secretary of State deems appropriate.

3. If a person who allegedly violated a provision of this chapter engaged in conduct in the course of acting as a registered agent that was intended to deceive or defraud the public or to promote illegal activities, the Secretary of State may take any or all of the following actions:

(a) File a civil action pursuant to subsection 1 without providing the notice and the opportunity to correct the alleged violation required by subsection 2.

(b) Deny or revoke the person's registration as a commercial registered agent.

(c) Issue an order requiring the person to comply with the provisions of this chapter.

(d) Refuse to accept filings for entities for which the person serves as registered agent.

(As amended by Senate Bill 39, 2015 Legislative Session)