

IN THE SUPREME COURT OF THE STATE OF NEVADA

ECHO BAY MANAGEMENT CORPORATION, A DELAWARE CORPORATION; ECHO BAY EXPLORATION, INC., A DELAWARE CORPORATION; ECHO BAY MINES, LTD., A CANADIAN CORPORATION; AND KINROSS GOLD CORPORATION, A CANADIAN CORPORATION,  
Appellants,  
vs.  
THE HOWARD HUGHES CORPORATION F/K/A SUMMA CORPORATION, A DELAWARE CORPORATION,  
Respondent.

No. 43350

**FILED**

DEC 06 2006

JANETTE M. BLOOM  
CLERK OF SUPREME COURT  
BY *J. Richards*  
CHIEF DEPUTY CLERK

ORDER OF AFFIRMANCE

This is an appeal from a district court order denying a motion to change venue in a fraud action. Eighth Judicial District Court, Clark County; Mark R. Denton, Judge. We presume that the parties are familiar with the facts and do not further recite them.

We review a district court's decision on venue for an abuse of discretion.<sup>1</sup> Under NRS 13.040, venue is proper where one or more defendants reside. Defendants can move for a change of venue under NRS 13.050. If a defendant timely moves for a change of venue on the basis of

---

<sup>1</sup>Fabbi v. First National Bank, 62 Nev. 405, 413-14, 153 P.2d 122, 125 (1944); Williams v. Keller, 6 Nev. 141, 144 (1870).

residence, then a change of venue is mandatory unless the current venue is a proper venue.<sup>2</sup>

A corporation's residence depends on its status as a foreign or domestic corporation. A foreign corporation must first register with the Secretary of State and then establish a principal place of business in Nevada.<sup>3</sup> If the foreign corporation does not register with the Secretary of State, then it is deemed to have "not established residency in any particular county for venue purposes" and venue is proper in any county.<sup>4</sup> Once it has registered with the Secretary of State, then the foreign corporation must establish, as its residence, a principal place of business in Nevada.<sup>5</sup> A domestic corporation's residence is determined by the residence stated in its filings with the Secretary of State or by its principal place of business.<sup>6</sup>

We have considered all the arguments of Kinross and the Echo Bay entities on appeal and conclude they are without merit. Therefore, we

---

<sup>2</sup>Western Pacific Railroad v. Krom, 102 Nev. 40, 42-43, 714 P.2d 182, 184 (1986); Williams, 6 Nev. at 144.

<sup>3</sup>NRS 80.010; NRS 80.210; Marshall Earth Resources v. Parks, 99 Nev. 251, 252-53, 661 P.2d 875, 876 (1983).


<sup>4</sup>Marshall Earth Resources, 99 Nev. at 252-53, 661 P.2d at 876.

<sup>5</sup>See Byers v. Graton, 82 Nev. 92, 95, 411 P.2d 480, 481 (1966).

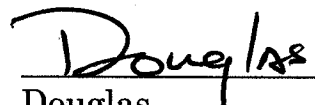
<sup>6</sup>Flournoy v. McKinnon Ford Sales, 90 Nev. 119, 121, 520 P.2d 600, 601-02 (1974).

conclude that the district court did not abuse its discretion when it denied their motion for a change of venue. Accordingly, we

ORDER the judgment of the district court AFFIRMED.

  
\_\_\_\_\_, J.  
Gibbons

  
\_\_\_\_\_, J.  
Maupin

  
\_\_\_\_\_, J.  
Douglas

cc: Hon. Mark R. Denton, District Judge  
Howard Roitman, Settlement Judge  
Hale Lane Peek Dennison & Howard/Las Vegas  
DLA Piper US LLP/Las Vegas  
DLA Piper US LLP/Los Angeles  
Mark H. Gunderson, Ltd.  
Clark County Clerk