

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 99730 / March 13, 2024

Admin. Proc. File No. 3-21871

In the Matter of

HQDA ELDERLY LIFE NETWORK CORP.

ORDER GRANTING MOTION TO SERVE RESPONDENT VIA THE NEVADA
SECRETARY OF STATE

On February 29, 2024, the Securities and Exchange Commission issued an order instituting proceedings (“OIP”) against HQDA Elderly Life Network Corp. (“Respondent”) pursuant to Section 12(j) of the Securities Exchange Act of 1934.¹ On March 4, 2024, the Division of Enforcement filed a motion for leave to serve the OIP on Respondent via the Nevada Secretary of State. The Division submitted, as exhibits to the motion, printouts from Respondent’s corporate status pages from the website of the Nevada Secretary of State, which show that Respondent is a revoked Nevada corporation located in China (and whose officers are located in China) whose registered agent has resigned.

Commission Rule of Practice 141(a)(2)(ii) permits service on a corporation by delivering a copy of the OIP to any “agent authorized by appointment or law to receive such notice.”² Under Nevada law, corporations created in Nevada are required to have “a registered agent who resides or is located in [Nevada].”³ A registered agent may resign that appointment by complying with the procedures prescribed by statute.⁴

¹ *HQDA Elderly Life Network Corp.*, Exchange Act Release No. 99629, 2024 WL 893522 (Feb. 29, 2024).

² 17 C.F.R. § 201.141(a)(2)(ii); *cf. Wonhe High-Tech Int’l, Inc.*, Exchange Act Release No. 91467, 2021 WL 1235878, at *1 (Apr. 2, 2021) (noting that service of an OIP on a Nevada corporation located in China was consistent with Rule 141(a)(2)(ii) where delivery was made to its registered agent).

³ *Moment, LLC v. Mammoth Outdoor Sports, Inc.*, No. 316CV00297RCJVPC, 2017 WL 886976, at *4 (D. Nev. Mar. 6, 2017) (citing Nev. Rev. Stat. § 14.020(1)); *see also* Nev. Rev. Stat. § 80.070.

⁴ Nev. Rev. Stat. § 77.370.

Under Nevada law, if a corporation fails to appoint a registered agent or fails to file a timely statement of change of registered agent, service may be accomplished by serving the Nevada Secretary of State and complying with specified procedures.⁵ Among other required steps, a copy of the service papers must also be sent by registered or certified mail to the last-known address of the corporation or any of its officers.⁶ According to the Division's motion and its exhibits, Respondent's registered agent has resigned, and Respondent has failed to appoint another registered agent. Thus, we find it appropriate to grant the motion.⁷

Accordingly, IT IS ORDERED that the Division may serve the OIP via the Nevada Secretary of State in accordance with the procedures specified in Nevada Revised Statute § 14.030. To assist the Office of the Secretary in maintaining a record of service that establishes that the OIP has been properly served,⁸ IT IS FURTHER ORDERED that the Division file a status report concerning service of the OIP by March 27, 2024, and every 28 days thereafter until service is accomplished.

The parties' attention is directed to the e-filing requirements in the Rules of Practice.⁹

For the Commission, by the Office of the General Counsel, pursuant to delegated authority.

Vanessa A. Countryman
Secretary

⁵ Nev. Rev. Stat. § 14.030; *see also* Nev. R. Civ. P. 4.2(c)(3)(C) (providing for service through Secretary of State “[i]f, for any reason, service on an entity or association required to appoint a registered agent in this state or to register to do business in this state cannot be made under Rule 4.2(c)(1) or (2)”).

⁶ *See, e.g., 3D Pioneer Sys., Inc.*, Exchange Act Release No. 99453, 2024 WL 360898, at *1 & n.3 (Jan. 31, 2024).

⁷ We have previously stated that advance permission from the Commission is not required for the Division to serve an OIP on a Nevada corporation via the Nevada Secretary of State. *See, e.g., Emarine Glob., Inc.*, Exchange Act Release No. 93842, 2021 WL 6062970, at *1 (Dec. 21, 2021) (finding that it was appropriate for the Division to serve an OIP on a Nevada corporation via the Nevada Secretary of State where the corporation's registered agent had resigned, and that the Division could do so “without prior leave to do so from the Commission”).

⁸ *See* Rule of Practice 141(a)(3), 17 C.F.R. § 201.141(a)(3).

⁹ *See* Rules of Practice 151, 152(a), 17 C.F.R. §§ 201.151, .152(a) (providing procedure for filing papers with the Commission and mandating electronic filing in the form and manner posted on the Commission's website); *Instructions for Electronic Filing and Service of Documents in SEC Administrative Proceedings and Technical Specifications*, <https://www.sec.gov/efapdocs/instructions.pdf>. Parties generally also must certify that they have redacted or omitted sensitive personal information from any filing. Rule of Practice 151(e), 17 C.F.R. § 201.151(e).