

2009-2010 Regular Sessions

S E N A T E - A S S E M B L Y

February 4, 2009

IN SENATE -- Introduced by Sen. KRUEGER -- read twice and ordered printed, and when printed to be committed to the Committee on Corporations, Authorities and Commissions

IN ASSEMBLY -- Introduced by M. of A. KELLNER, BING, GOTTFRIED, JAFFEE, LUPARDO, MAGNARELLI -- Multi-Sponsored by -- M. of A. BACALLES, CROUCH, ERRIGO, FINCH, GABRYSZAK, ORTIZ, REILLY, SAYWARD -- read once and referred to the Committee on Corporations, Authorities and Commissions

AN ACT to amend the limited liability company law, in relation to publication requirements; and to repeal section 206 of the limited liability company law, relating to affidavits of publication

THE PEOPLE OF THE STATE OF NEW YORK, REPRESENTED IN SENATE AND ASSEMBLY, DO ENACT AS FOLLOWS:

- 1 Section 1. The opening paragraph of subdivision (e) of section 1006 of
- 2 the limited liability company law, as amended by chapter 375 of the laws
- 3 of 1998, is amended to read as follows:
- 4 In connection with any conversion approved under subdivision (c) of
- 5 this section, the partnership or limited partnership shall file with the
- 6 department of state a signed certificate entitled "Certificate of
- 7 Conversion of ... (name partnership or limited partnership) to ... (name
- 8 of limited liability company) under section one thousand six of the
- 9 Limited Liability Company Law" [and shall also satisfy the publication
- 10 requirements of section two hundred six of this chapter]. Such certifi-
- 11 cate shall include either:
- 12 S 2. Section 206 of the limited liability company law is REPEALED.
- 13 S 3. Subdivision (s) of section 1101 of the limited liability company
- 14 law, as amended by chapter 767 of the laws of 2005, is amended to read
- 15 as follows:
- 16 (s) For filing a certificate of publication with affidavits of publi-
- 17 cation annexed thereto pursuant to section [two hundred six,] eight

EXPLANATION--Matter in ITALICS (underscored) is new; matter in brackets [ ] is old law to be omitted.

1 hundred two, twelve hundred three or thirteen hundred six of this chap-  
2 ter, fifty dollars.

3 S 4. Section 209 of the limited liability company law is amended to  
4 read as follows:

5 S 209. Filing with the department of state. A signed articles of  
6 organization and any signed certificate of amendment or other certif-  
7 icates filed pursuant to this chapter or of any judicial decree of  
8 amendment or cancellation shall be delivered to the department of state.  
9 If the instrument that is delivered to the department of state for  
10 filing complies as to form with the requirements of law and the filing  
11 fee required by any statute of this state in connection therewith has  
12 been paid, the instrument shall be filed and indexed by the department  
13 of state. The department of state shall not review such articles or  
14 certificates for legal sufficiency; its review shall be limited to  
15 determining that the form has been completed. THE DEPARTMENT OF STATE  
16 SHALL PROMULGATE RULES AND REGULATIONS FOR THE ON-LINE FILING OF SUCH  
17 ARTICLES OR CERTIFICATES FILED PURSUANT TO THIS CHAPTER OR SUCH AMEND-  
18 MENT OR CANCELLATION THEREOF.

19 S 5. Section 1101 of the limited liability company law is amended by  
20 adding a new subdivision (w) to read as follows:

21 (W) FOR THE ON-LINE FILING OF ANY DOCUMENTS REQUIRED TO BE FILED WITH  
22 THE DEPARTMENT PURSUANT TO THIS CHAPTER, FIFTY DOLLARS.

23 S 6. This act shall take effect immediately.