S T A T E O F N E W Y O R K

S. 1667 A. 4496

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:

Section 1. The opening paragraph of subdivision (e) of section 1006 of the limited liability company law, as amended by chapter 375 of the laws of 1998, is amended to read as follows:

In connection with any conversion approved under subdivision (c) of this section, the partnership or limited partnership shall file with the department of state a signed certificate entitled "Certificate of Conversion of ... (name partnership or limited partnership) to ... (name of limited liability company) under section one thousand six of the Limited Liability Company Law" [and shall also satisfy the publication requirements of section two hundred six of this chapter]. Such certificate shall include either:

S 2. Section 206 of the limited liability company law is REPEALED.

S 3. Subdivision (s) of section 1101 of the limited liability company law, as amended by chapter 767 of the laws of 2005, is amended to read as follows:

(s) For filing a certificate of publication with affidavits of publication 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.

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hundred two, twelve hundred three or thirteen hundred six of this chapter, fifty dollars.

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

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

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

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

S 6. This act shall take effect immediately.