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

6559

2011-2012 Regular Sessions

I N A S S E M B L Y

March 21, 2011

Introduced by M. of A. CASTELLI -- read once and referred to the Committee on Corporations, Authorities and Commissions

AN ACT to amend the limited liability company law and the partnership law, in relation to eliminating publication requirements for limited liability companies, limited partnerships and limited liability partnerships; and to repeal certain provisions of the limited liability company law, the partnership law and the arts and cultural affairs law relating thereto

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

Section 1. Subdivisions (a-1) and (e-1) of section 102 of the limited liability company law are REPEALED.

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 Section 206 of the limited liability company law is REPEALED.

S 3. Section 802 of the limited liability company law, the opening paragraph of subdivision (a) as amended by chapter 375 of the laws of 1998, paragraph 1 of subdivision (a) as amended by chapter 643 of the laws of 1995, paragraph 4 of subdivision (a) as amended by chapter 470 of the laws of 1997 and subdivision (b) as amended by chapter 44 of the laws of 2006, is amended to read a follows:

S 802. Application for authority. [(a)] Before doing business in this state, a foreign limited liability company shall apply for authority to do business in this state by submitting to the department of state [(i)] (A) a certificate of existence or, if no such certificate is issued by the jurisdiction of formation, a certified copy of the articles of organization of the limited liability company and all subsequent amendments thereto or, if no articles of organization have been filed, a certified copy of the certificate filed as its organizational basis and all amendments thereto (if such certificate or certified copy is in a foreign language, a translation in English thereof under oath of the translator shall be attached thereto) and [(ii)] (B) an application for authority as a foreign limited liability company entitled "Application

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

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for authority of... (name of foreign limited liability company) under section eight hundred two of the Limited Liability Company Law," signed and setting forth:

(1) the name of the foreign limited liability company and, if a foreign liability company's name is not acceptable for authorization pursuant to section two hundred four of this chapter, the fictitious name under which it proposes to apply for authority and do business in this state, which name shall be in compliance with section two hundred four of this chapter and shall be used by the foreign limited liability company in all its dealings with the department of state and in the conduct of its business in this state. The provisions of section one hundred thirty of the general business law shall not apply to any fictitious name filed by a foreign limited liability company pursuant to this section, and a filing under section one hundred thirty of the general business law shall not constitute the adoption of a fictitious name;

(2) the jurisdiction and date of its organization;

(3) the county within this state in which the office of the foreign limited liability company is to be located or if the foreign limited liability company shall maintain more than one office in this state, the county within the state in which the principal office of the foreign limited liability company is to be located;

(4) a designation of the secretary of state as its agent upon whom process against it may be served and the post office address within or without this state to which the secretary of state shall mail a copy of any process against it served upon him or her;

(5) if it is to have a registered agent, his or her name and address within the state and a statement that the registered agent is to be its agent upon whom process may be served;

(6) the address of the office required to be maintained in the jurisdiction of its formation by the laws of that jurisdiction or, if not so required, of the principal office of the foreign limited liability company;

(7) a statement that the foreign limited liability company is in existence in the jurisdiction of its formation at the time of the filing of such application; and

(8) the name and address of the authorized officer in the jurisdiction of its formation where a copy of its articles of organization is filed or, if no public filing of its articles of organization is required by the law of the jurisdiction of formation, a statement that the foreign limited liability company shall provide, on request, a copy thereof with all amendments thereto (if such documents are in a foreign language, a translation in English thereof under oath of the translator shall be attached thereto), and the name and post office address of the person responsible for providing such copies.

[(b) (i) Within one hundred twenty days after the filing of the application for authority with the department of state, a copy of the same or a notice containing the substance thereof shall be published once in each week for six successive weeks, in two newspapers of the county within this state in which the office of the foreign limited liability company is located, one newspaper to be printed weekly and one newspaper to be printed daily, to be designated by the county clerk. When such county is located within a city with a population of one million or more, such designation shall be as though the copy or notice were a notice or advertisement of judicial proceedings. Proof of the publication required by this paragraph, consisting of the certificate of publication of the foreign limited liability company with the affidavits of

publication of such newspapers annexed thereto, must be filed with the department of state. Notwithstanding any other provision of law, if the office of the foreign limited liability company is located in a county wherein a weekly or daily newspaper of the county, or both, has not been so designated by the county clerk, then the publication herein required shall be made in a weekly or daily newspaper of any county, or both, as the case may be, which is contiguous to, such county, provided that any such newspaper meets all the other requirements of this paragraph. A copy or notice published in a newspaper other than the newspaper or newspapers designated by the county clerk shall not be deemed to be one of the publications required by this subdivision. The notice shall include: (l) the name of the foreign limited liability company; (2) the date of filing of the application for authority with the department of state; (3) the jurisdiction and date of its organization; (4) the county within this state, in which the office of the foreign limited liability company is located; (4-a) the street address of the principal business location, if any; (5) a statement that the secretary of state has been designated as agent of the foreign limited liability company upon whom process against it may be served and the post office address within or without this state to which the secretary of state shall mail a copy of any process against it served upon him or her; (6) if the foreign limited liability company is to have a registered agent, his or her name and address within this state and a statement that the registered agent is to be the agent of the foreign limited liability company upon whom process against it may be served; (7) the address of the office required to be maintained in the jurisdiction of its organization by the laws of that jurisdiction or, if not so required, of the principal office of the foreign limited liability company; (8) the name and address of the authorized officer in its jurisdiction of organization where a copy of its certificate of organization is filed or, if no public filing of its certificate of organization is required by the law of its jurisdiction of organization, a statement that the foreign limited liability company shall provide, on request, a copy thereof with all amendments thereto (if such documents are in a foreign language, a translation thereof under oath of the translator shall be attached thereto), and the name and post office address of the person responsible for providing such copies; and (9) the character or purpose of the business of such foreign limited liability company. Where, at any time after completion of the first of the six weekly publications required by this paragraph and prior to the completion of the sixth such weekly publication, there is a change in any of the information contained in the copy or notice as published, the foreign limited liability company may complete the remaining publications of the original copy or notice, and the foreign limited liability company shall not be required to publish any further or amended copy or notice. Where, at any time after completion of the six weekly publications required by this paragraph, there is a change to any of the information contained in the copy or notice as published, no further or amended publication or republication shall be required to be made. If within one hundred twenty days after the filing of its application for authority with the department of state, proof of such publication, consisting of the certificate of publication of the foreign limited liability company with the affidavits of publication of the newspapers annexed thereto has not been filed with the department of state, the authority of such foreign limited liability company to carry on, conduct or transact any business in this state shall be suspended, effective as of the expiration of such one hundred twenty day period.

The failure of a foreign limited liability company to cause such copy or notice to be published and such certificate of publication and affidavits of publication to be filed with the department of state within such one hundred twenty day period or the suspension of such foreign limited liability company's authority to carry on, conduct or transact business in this state pursuant to this paragraph shall not limit or impair the validity of any contract or act of such foreign limited liability company, or any right or remedy of any other party under or by virtue of any contract, act or omission of such foreign limited liability company, or the right of any other party to maintain any action or special proceeding on any such contract, act or omission, or right of such foreign limited liability company to defend any action or special proceeding in this state, or result in any member, manager or agent of such foreign limited liability company becoming liable for the contractual obligations or other liabilities of the foreign limited liability company. If, at any time following the suspension of a foreign limited liability company's authority to carry on, conduct or transact business in this state pursuant to this paragraph, such foreign limited liability company shall cause proof of publication in substantial compliance with the provisions (other than the one hundred twenty day period) of this paragraph, consisting of the certificate of publication of the foreign limited liability company with the affidavits of publication of the newspapers annexed thereto, to be filed with the department of state, such suspension of such foreign limited liability company's authority to carry on, conduct or transact business shall be annulled.

(ii)(1) A foreign limited liability company which was formed and filed its application for authority with the department of state prior to the effective date of this paragraph and complied with the publication and filing requirements of this subdivision as in effect prior to such effective date shall not be required to make any publication or republication or any filing under paragraph (i) of this subdivision, and shall not be subject to suspension pursuant to this subdivision.

(2) Within twelve months after the effective date of this paragraph, a foreign limited liability company which was formed and filed its application for authority with the department of state prior to such effective date and which did not comply with the publication and filing requirements of this subdivision as in effect prior to such effective date shall publish a copy of its application for authority or a notice containing the substance thereof in the manner required (other than the one hundred twenty day period) by this subdivision as in effect prior to such effective date and file proof of such publication, consisting of the certificate of publication of the foreign limited liability company with the affidavits of publication of the newspapers annexed thereto, with the department of state.

(3) If a foreign limited liability company that is subject to the provisions of subparagraph two of this paragraph fails to file the required proof of publication with the department of state within twelve months after the effective date of this paragraph, its authority to carry on, conduct or transact any business in this state shall be suspended, effective as of the expiration of such twelve month period.

(4) The failure of a foreign limited liability company that is subject to the provisions of subparagraph two of this paragraph to fully comply with the provisions of said subparagraph two or the suspension of such foreign limited liability company's authority to carry on, conduct or transact any business in this state pursuant to subparagraph three of this paragraph shall not impair or limit the validity of any contract or

act of such foreign limited liability company, or any right or remedy of any other party under or by virtue of any contract, act or omission of such foreign limited liability company, or the right of any other party to maintain any action or special proceeding on any such contract, act or omission, or right of such foreign limited liability company to defend any action or special proceeding in this state, or result in any member, manager or agent of such foreign limited liability company becoming liable for the contractual obligations or other liabilities of the foreign limited liability company.

(5) If, at any time following the suspension of a foreign limited liability company's authority to carry on, conduct or transact business in this state, pursuant to subparagraph three of this paragraph, such foreign limited liability company shall cause proof of publication in substantial compliance with the provisions (other than the one hundred twenty day period) of paragraph (i) of this subdivision, consisting of the certificate of publication of the foreign limited liability company with the affidavits of publication of the newspapers annexed thereto, to be filed with the department of state, such suspension of such foreign limited liability company's authority to carry on, conduct or transact business shall be annulled.

(6) For the purposes of this paragraph, a foreign limited liability company which was formed and filed its application for authority with the department of state prior to the effective date of this paragraph shall be deemed to have complied with the publication and filing requirements of this subdivision as in effect prior to such effective date if (i) the foreign limited liability company was formed and filed its application for authority with the department of state on or after January first, nineteen hundred ninety-nine and prior to such effective date and the foreign limited liability company filed at least one affidavit of the printer or publisher of a newspaper with the department of state at any time prior to such effective date, or (ii) the foreign limited liability company was formed and filed its application for authority with the department of state prior to January first, nineteen hundred ninety-nine, without regard to whether the foreign limited liability company did or did not file any affidavit of the printer or publisher of a newspaper with the secretary of state.

(iii) The information in a notice published pursuant to this subdivision shall be presumed to be in compliance with and satisfaction of the requirements of this subdivision.]

S 4. 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 5. Subdivision (s) of section 1101 of the limited liability company law is REPEALED.

S 6. Paragraph 2 of subdivision (c) of section 1203 of the limited liability company law is REPEALED and paragraph 1 is redesignated as the opening paragraph of such subdivision.

S 7. Subdivision (d) of section 1306 of the limited liability company law is REPEALED.

S 8. Paragraph (b) of subdivision 1 and subdivision 2 of section 91 of the partnership law, paragraph (b) of subdivision 1 as amended by chapter 712 of the laws of 1948 and subdivision 2 as amended by chapter 499 of the laws of 1980, are amended to read as follows:

(b) File the certificate in the office of the county clerk of the county in which the principal office of such partnership is located. [Immediately after the filing of the certificate, a copy of the same or a notice containing the substance thereof, shall be published once in each week for six successive weeks, in two newspapers of the county in which such original certificate is filed, to be designated by the county clerk, one of which newspapers shall be a newspaper published in the city or town in which the principal place of business is intended to be located, if a newspaper be published therein; or, if no newspaper is published therein, in the newspaper nearest thereto, and proof of such publication by the affidavit of the printer or publisher of each of such newspapers must be filed with the original certificate.]

(2) If there has been substantial compliance in good faith with the requirements of paragraph (a) of subdivision one of this section, a limited partnership is formed and may commence the transaction of business as such upon the filing of its certificate as required by paragraph (b) of subdivision one of this section [and the effectuation of the first of the six successive weekly publications required by said paragraph (b); provided, however, that the continued existence of a limited partnership as such shall be conditioned upon completion of the publication requirement contained in said paragraph (b)].

S 9. Subdivisions (a-1) and (a-2) of section 121-101 of the partnership law are REPEALED.

S 10. Subdivision (c) of section 121-201 of the partnership law is REPEALED.

S 11. Subdivision (d) of section 121-902 of the partnership law is REPEALED.

S 12. Subdivision (f) of section 121-1300 of the partnership law is REPEALED.

S 13. Section 121-1500 of the partnership law, as added by chapter 576 of the laws of 1994, the opening paragraph and subparagraph 4 of paragraph (I) of subdivision (a) and subdivision (g) as amended by chapter 643 of the laws of 1995, paragraph (I) of subdivision (a) as redesignated by chapter 767 of the laws of 2005, paragraph (II) of subdivision (a) as amended by chapter 44 of the laws of 2006, subdivisions (f) and (j) as amended by chapter 172 of the laws of 1999, subdivision (j-1) as added by chapter 448 of the laws of 1998, and subdivision (q) as separately amended by chapters 420 and 676 of the laws of 2002, is amended to read as follows:

S 121-1500. Registered limited liability partnership. (a)[(I)] Notwithstanding the education law or any other provision of law, (i) a partnership without limited partners each of whose partners is a professional authorized by law to render a professional service within this state and who is or has been engaged in the practice of such profession in such partnership or a predecessor entity, or will engage in the practice of such profession in the registered limited liability partnership within thirty days of the date of the effectiveness of the registration provided for in this subdivision or a partnership without limited partners each of whose partners is a professional, at least one of whom is authorized by law to render a professional service within this state and

who is or has been engaged in the practice of such profession in such partnership or a predecessor entity, or will engage in the practice of such profession in the registered limited liability partnership within thirty days of the date of the effectiveness of the registration provided for in this subdivision, (ii) a partnership without limited partners authorized by, or holding a license, certificate, registration or permit issued by the licensing authority pursuant to the education law to render a professional service within this state, which renders or intends to render professional services within this state, or (iii) a related limited liability partnership may register as a registered limited liability partnership by filing with the department of state a registration which shall set forth:

(1) the name of the registered limited liability partnership;

(2) the address of the principal office of the partnership without limited partners;

(3) the profession or professions to be practiced by such partnership without limited partners and a statement that it is eligible to register as a registered limited liability partnership pursuant to THIS subdivision [(a) of this section];

(4) a designation of the secretary of state as agent of the partnership without limited partners upon whom process against it may be served and the post office address within or without this state to which the secretary of state shall mail a copy of any process against it or served upon it;

(5) if the partnership without limited partners is to have a registered agent, its name and address in this state and a statement that the registered agent is to be the agent of the partnership without limited partners upon whom process against it may be served;

(6) that the partnership without limited partners is filing a registration for status as a registered limited liability partnership;

(7) if the registration of the partnership without limited partners is to be effective on a date later than the time of filing, the date, not to exceed sixty days from the date of such filing, of such proposed effectiveness;

(8) if all or specified partners of the registered limited liability partnership are to be liable in their capacity as partners for all or specified debts, obligations or liabilities of the registered limited liability partnership as authorized pursuant to subdivision (d) of section twenty-six of this chapter, a statement that all or specified partners are so liable for such debts, obligations or liabilities in their capacity as partners of the registered limited liability partnership as authorized pursuant to subdivision (d) of section twenty-six of this chapter; and

(9) any other matters the partnership without limited partners determines to include in the registration.

[(II) (A) Within one hundred twenty days after the effective date of the registration, a copy of the same or a notice containing the substance thereof shall be published once in each week for six successive weeks, in two newspapers of the county in which the principal office of the registered limited liability partnership is located in this state, one newspaper printed weekly and one newspaper to be printed daily, to be designated by the county clerk. When such county is located within a city with a population of one million or more, such designation shall be as though the copy or notice were a notice or advertisement of judicial proceedings. Proof of the publication required by this subparagraph, consisting of the certificate of publication of the registered

limited liability partnership with the affidavits of publication annexed thereto, must be filed, with a fee of fifty dollars, with the department of state. Notwithstanding any other provision of law, if the office of the registered limited liability partnership is located in a county wherein a weekly or daily newspaper of the county, or both, has not been so designated by the county clerk, then the publication herein required shall be made in a weekly or daily newspaper of any county, or both, as the case may be, which is contiguous to, such county, provided that any such newspaper meets all the other requirements of this subparagraph. A copy or notice published in a newspaper other than the newspaper or newspapers designated by the county clerk shall not be deemed to be one of the publications required by this paragraph. The notice shall include: (1) the name of the registered limited liability partnership; (2) the date of filing of the registration with the department of state; (3) the county within this state, in which the principal office of the registered limited liability partnership is located; (3-a) the street address of the principal business location, if any; (4) a statement that the secretary of state has been designated as agent of the registered limited liability partnership upon whom process against it may be served and the post office address within or without this state to which the secretary of state shall mail a copy of any process against it served upon him or her; (5) if the registered limited liability partnership is to have a registered agent, his or her name and address within this state and a statement that the registered agent is to be the agent of the registered limited liability partnership upon whom process against it may be served; (6) if the registered limited liability partnership is to have a specific date of dissolution in addition to the events of dissolution set forth in section sixty-two of this chapter, the latest date upon which the registered limited liability partnership is to dissolve; and (7) the character or purpose of the business of such registered limited liability partnership. Where, at any time after completion of the first of the six weekly publications required by this subparagraph and prior to the completion of the sixth such weekly publication, there is a change in any of the information contained in the copy or notice as published, the registered limited liability partnership may complete the remaining publications of the original copy or notice, and the registered limited liability partnership shall not be required to publish any further or amended copy or notice. Where, at any time after completion of the six weekly publications required by this subparagraph, there is a change to any of the information contained in the copy or notice as published, no further or amended publication or republication shall be required to be made. If within one hundred twenty days after its formation, proof of such publication, consisting of the certificate of publication of the registered limited liability partnership with the affidavits of publication of the newspapers annexed thereto has not been filed with the department of state, the authority of such registered limited liability partnership to carry on, conduct or transact any business in this state shall be suspended, effective as of the expiration of such one hundred twenty day period. The failure of a registered limited liability partnership to cause such copy or notice to be published and such certificate of publication and affidavits of publication to be filed with the department of state within such one hundred twenty day period or the suspension of such registered limited liability partnership's authority to carry on, conduct or transact business in this state pursuant to this subparagraph shall not limit or impair the validity of any contract or act of such registered limited

liability partnership, or any right or remedy of any other party under or by virtue of any contract, act or omission of such registered limited liability partnership, or the right of any other party to maintain any action or special proceeding on any such contract, act or omission, or right of such registered limited liability partnership to defend any action or special proceeding in this state, or result in any partner or agent of such registered limited liability partnership becoming liable for the contractual obligations or other liabilities of the registered limited liability partnership. If, at any time following the suspension of a registered limited liability partnership's authority to carry on, conduct or transact business in this state pursuant to this subparagraph, such registered limited liability partnership shall cause proof of publication in substantial compliance with the provisions (other than the one hundred twenty day period) of this subparagraph, consisting of the certificate of publication of the registered limited liability partnership with the affidavits of publication of the newspapers annexed thereto, to be filed with the department of state, such suspension of such registered limited liability partnership's authority to carry on, conduct or transact business shall be annulled.

(B)(1) A registered limited liability partnership which was formed prior to the effective date of this subparagraph and which complied with the publication and filing requirements of this paragraph as in effect prior to such effective date shall not be required to make any publication or republication or any filing under subparagraph (A) of this paragraph, and shall not be subject to suspension pursuant to this paragraph.

(2) Within twelve months after the effective date of this subparagraph, a registered limited liability partnership which was formed prior to such effective date and which did not comply with the publication and filing requirements of this paragraph as in effect prior to such effective date shall publish a copy of its registration or a notice containing the substance thereof in the manner required (other than the one hundred twenty day period) by this paragraph as in effect prior to such effective date and file proof of such publication, consisting of the certificate of publication of the registered limited liability partnership with the affidavits of publication of the newspapers annexed thereto, with the department of state.

(3) If a registered limited liability partnership that is subject to the provisions of clause two of this subparagraph fails to file the required proof of publication with the department of state within twelve months after the effective date of this subparagraph, its authority to carry on, conduct or transact any business in this state shall be suspended, effective as of the expiration of such twelve month period.

(4) The failure of a registered limited liability partnership that is subject to the provisions of clause two of this subparagraph to fully comply with the provisions of said clause two or the suspension of such registered limited liability partnership's authority to carry on, conduct or transact any business in this state pursuant to clause three of this subparagraph shall not impair or limit the validity of any contract or act of such registered limited liability partnership, or any right or remedy of any other party under or by virtue of any contract, act or omission of such registered limited liability partnership, or the right of any other party to maintain any action or special proceeding on any such contract, act or omission, or right of such registered limited liability partnership to defend any action or special proceeding in this state, or result in any partner or agent of such registered limited

liability partnership becoming liable for the contractual obligations or other liabilities of the registered limited liability partnership.

(5) If, at any time following the suspension of a registered limited liability partnership's authority to carry on, conduct or transact business in this state, pursuant to clause three of this subparagraph, such registered limited liability partnership shall cause proof of publication in substantial compliance with the provisions (other than the one hundred twenty day period) of subparagraph (A) of this paragraph, consisting of the certificate of publication of the registered limited liability partnership with the affidavits of publication of the newspapers annexed thereto, to be filed with the department of state, such suspension of such registered limited liability partnership's authority to carry on, conduct or transact business shall be annulled.

(6) For the purposes of this subparagraph, a registered limited liability partnership which was formed prior to the effective date of this subparagraph shall be deemed to have complied with the publication and filing requirements of this paragraph as in effect prior to such effective date if (A) the registered limited liability partnership was formed on or after January first, nineteen hundred ninety-nine and prior to such effective date and the registered limited liability partnership filed at least one affidavit of the printer or publisher of a newspaper with the department of state at any time prior to such effective date, or (B) the registered limited liability partnership was formed prior to January first, nineteen hundred ninety-nine, without regard to whether the registered limited liability partnership did or did not file any affidavit of the printer or publisher of a newspaper with the secretary of state.

(C) The information in a notice published pursuant to this paragraph shall be presumed to be in compliance with and satisfaction of the requirements of this paragraph.]

(b) The registration shall be executed by one or more partners of the partnership without limited partners.

(c) The registration shall be accompanied by a fee of two hundred dollars.

(d) A partnership without limited partners is registered as a registered limited liability partnership at the time of the payment of the fee required by subdivision (c) of this section and the filing of a completed registration with the department of state or at the later date, if any, specified in such registration, not to exceed sixty days from the date of such filing. A partnership without limited partners that has been registered as a registered limited liability partnership is for all purposes the same entity that existed before the registration and continues to be a partnership without limited partners under the laws of this state. The status of a partnership without limited partners as a registered limited liability partnership shall not be affected by changes in the information stated in the registration after the filing of the registration. If a partnership without limited partners that is a registered limited liability partnership dissolves, a partnership without limited partners which is the successor to such registered limited liability partnership (i) shall not be required to file a new registration and shall be deemed to have filed the registration filed by the registered limited liability partnership pursuant to subdivision (a) of this section, as well as any withdrawal notice filed pursuant to subdivision (f) of this section, any statement or certificate of consent filed pursuant to subdivision (g) of this section or any certificate of amendment filed pursuant to subdivision (j) of this section and (ii)

shall be bound by any revocation of registration pursuant to subdivision (g) of this section and any annulment thereof of the dissolved partnership without limited partners that was a registered limited liability partnership. For purposes of this section, a partnership without limited partners is a successor to a partnership without limited partners that was a registered limited liability partnership if a majority of the total interests in the current profits of such successor partnership without limited partners are held by partners of the predecessor partnership without limited partners that was a registered limited liability partnership who were partners of such predecessor partnership immediately prior to the dissolution of such predecessor partnership.

(e) If the signed registration 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 has been paid, the registration shall be filed and indexed by the department of state.

(f) A registration may be withdrawn by filing with the department of state a written withdrawal notice executed by one or more partners of the registered limited liability partnership, with a filing fee of sixty dollars. A withdrawal notice must include: (i) the name of the registered limited liability partnership (and if it has been changed since registration, the name under which it was registered); (ii) the date the registration was filed with the department of state pursuant to subdivision (a) of this section; (iii) the address of the registered limited liability partnership's principal office; (iv) if the withdrawal of the registered limited liability partnership is to be effective on a date later than the time of filing, the date, not to exceed sixty days from the date of such filing, of such proposed effectiveness; (v) a statement acknowledging that the withdrawal terminates the partnership's status as a registered limited liability partnership; and (vi) any other information determined by the registered limited liability partnership. A withdrawal notice terminates the status of the partnership as a registered limited liability partnership as of the date of filing the notice or as of the later date, if any, specified in the notice, not to exceed sixty days from the date of such filing. The termination of registration shall not be affected by errors in the information stated in the withdrawal notice. If a registered limited liability partnership is dissolved, it shall within thirty days after the winding up of its affairs is completed file a withdrawal notice pursuant to this subdivision.

(g) Each registered limited liability partnership shall, within sixty days prior to the fifth anniversary of the effective date of its registration and every five years thereafter, furnish a statement to the department of state setting forth: (i) the name of the registered limited liability partnership, (ii) the address of the principal office of the registered limited liability partnership, (iii) the post office address within or without this state to which the secretary of state shall mail a copy of any process accepted against it served upon him or her, which address shall supersede any previous address on file with the department of state for this purpose, and (iv) a statement that it is eligible to register as a registered limited liability partnership pursuant to subdivision (a) of this section. The statement shall be executed by one or more partners of the registered limited liability partnership. The statement shall be accompanied by a fee of twenty dollars. If a registered limited liability partnership shall not timely file the statement required by this subdivision, the department of state may, upon sixty days' notice mailed to the address of such registered

limited liability partnership as shown in the last registration or statement or certificate of amendment filed by such registered limited liability partnership, make a proclamation declaring the registration of such registered limited liability partnership to be revoked pursuant to this subdivision. The department of state shall file the original proclamation in its office and shall publish a copy thereof in the state register no later than three months following the date of such proclamation. Upon the publication of such proclamation in the manner aforesaid, the registration of each registered limited liability partnership named in such proclamation shall be deemed revoked without further legal proceedings. Any registered limited liability partnership whose registration was so revoked may file in the department of state a certificate of consent certifying that either a statement required by this subdivision has been filed or accompanies the certificate of consent and all fees imposed under this chapter on the registered limited liability partnership have been paid. The filing of such certificate of consent shall have the effect of annulling all of the proceedings theretofore taken for the revocation of the registration of such registered limited liability partnership under this subdivision and (1) the registered limited liability partnership shall thereupon have such powers, rights, duties and obligations as it had on the date of the publication of the proclamation, with the same force and effect as if such proclamation had not been made or published and (2) such publication shall not affect the applicability of the provisions of subdivision (b) of section twenty-six of this chapter to any debt, obligation or liability incurred, created or assumed from the date of publication of the proclamation through the date of the filing of the certificate of consent. The filing of a certificate of consent shall be accompanied by a fee of fifty dollars and if accompanied by a statement, the fee required by this subdivision. If, after the publication of such proclamation, it shall be determined by the department of state that the name of any registered limited liability partnership was erroneously included in such proclamation, the department of state shall make appropriate entry on its records, which entry shall have the effect of annulling all of the proceedings theretofore taken for the revocation of the registration of such registered limited liability partnership under this subdivision and (A) such registered limited liability partnership shall have such powers, rights, duties and obligations as it had on the date of the publication of the proclamation, with the same force and effect as if such proclamation had not been made or published and (B) such publication shall not affect the applicability of the provisions of subdivision (b) of section twenty-six of this chapter to any debt, obligation or liability incurred, created or assumed from the date of publication of the proclamation through the date of the making of the entry on the records of the department of state. Whenever a registered limited liability partnership shall have filed a certificate of consent pursuant to this subdivision or if the name of a registered limited liability partnership was erroneously included in a proclamation and such proclamation was annulled, the department of state shall publish a notice thereof in the state register.

(h) The filing of a withdrawal notice by a registered limited liability partnership pursuant to subdivision (f) of this section, a revocation of registration pursuant to subdivision (g) of this section and the filing of a certificate of amendment pursuant to subdivision (j) of this section shall not affect the applicability of the provisions of subdivision (b) of section twenty-six of this chapter to any debt, obligation

or liability incurred, created or assumed while the partnership was a registered limited liability partnership. After a withdrawal or revocation of registration, the partnership without limited partners shall for all purposes remain the same entity that existed during registration and continues to be a partnership without limited partners under the laws of this state.

(i) The department of state shall remove from its active records the registration of a registered limited liability partnership whose registration has been withdrawn or revoked.

(j) A registration or statement filed with the department of state under this section may be amended or corrected by filing with the department of state a certificate of amendment executed by one or more partners of the registered limited liability partnership. No later than ninety days after (i) a change in the name of the registered limited liability partnership or (ii) a partner of the registered limited liability partnership becomes aware that any statement in a registration or statement was false in any material respect when made or that an event has occurred which makes the registration or statement inaccurate in any material respect, the registered limited liability partnership shall file a certificate of amendment. The filing of a certificate of amendment shall be accompanied by a fee of sixty dollars. The certificate of amendment shall set forth: (i) the name of the limited liability partnership and, if it has been changed, the name under which it was registered and (ii) the date of filing its initial registration or statement.

(j-1) A certificate of change which changes only the post office address to which the secretary of state shall mail a copy of any process against a registered limited liability partnership served upon him or the address of the registered agent, provided such address being changed is the address of a person, partnership or corporation whose address, as agent, is the address to be changed or who has been designated as registered agent for such registered limited liability partnership shall be signed and delivered to the department of state by such agent. The certificate of change shall set forth: (i) the name of the registered limited liability partnership and, if it has been changed, the name under which it was originally filed with the department of state; (ii) the date of filing of its initial registration or notice statement; (iii) each change effected thereby; (iv) that a notice of the proposed change was mailed to the limited liability partnership by the party signing the certificate not less than thirty days prior to the date of delivery to the department of state and that such limited liability partnership has not objected thereto; and (v) that the party signing the certificate is the agent of such limited liability partnership to whose address the secretary of state is required to mail copies of process or the registered agent, if such be the case. A certificate signed and delivered under this subdivision shall not be deemed to effect a change of location of the office of the limited liability partnership in whose behalf such certificate is filed. The certificate of change shall be accompanied by a fee of five dollars.

(k) The filing of a certificate of amendment pursuant to subdivision (j) of this section with the department of state shall not alter the effective date of the registration being amended or corrected.

(l) Except as otherwise provided in any agreement between the partners, the decision of a partnership without limited partners to file, withdraw or amend a registration pursuant to subdivision (a), (f) or (j), respectively, of this section is an ordinary matter connected with

partnership business under subdivision eight of section forty of this chapter.

(m) A registered limited liability partnership, other than a registered limited liability partnership authorized to practice law, shall be under the supervision of the regents of the university of the state of New York and be subject to disciplinary proceedings and penalties in the same manner and to the same extent as is provided with respect to individuals and their licenses, certificates and registrations in title eight of the education law relating to the applicable profession. Notwithstanding the provisions of this subdivision, a registered limited liability partnership authorized to practice medicine shall be subject to the pre-hearing procedures and hearing procedures as are provided with respect to individual physicians and their licenses in title two-A of article two of the public health law. In addition to rendering the professional service or services the partners are authorized to practice in this state, a registered limited liability partnership may carry on, or conduct or transact any other business or activities as to which a partnership without limited partners may be formed. Notwithstanding any other provision of this section, a registered limited liability partnership (i) authorized to practice law may only engage in another profession or business or activities or (ii) which is engaged in a profession or other business or activities other than law may only engage in the practice of law, to the extent not prohibited by any other law of this state or any rule adopted by the appropriate appellate division of the supreme court or the court of appeals. Any registered limited liability partnership may invest its funds in real estate, mortgages, stocks, bonds or any other types of investments.

(n) No registered limited liability partnership may render a professional service except through individuals authorized by law to render such professional service as individuals, provided, that nothing in this chapter shall authorize a registered limited liability partnership to render a professional service in this state except through individuals authorized by law to render such professional service as individuals in this state.

(o) This section shall not repeal, modify or restrict any provision of the education law or the judiciary law or any rules or regulations adopted thereunder regulating the professions referred to in the education law or the judiciary law except to the extent in conflict herewith.

(p) A certified copy of the registration and of each certificate of amendment shall be filed by the registered limited liability partnership with the licensing authority within thirty days after the filing of such registration or amendment with the department of state.

(q) Each partner of a registered limited liability partnership formed to provide medical services in this state must be licensed pursuant to article 131 of the education law to practice medicine in this state and each partner of a registered limited liability partnership formed to provide dental services in this state must be licensed pursuant to article 133 of the education law to practice dentistry in this state. Each partner of a registered limited liability partnership formed to provide veterinary services in this state must be licensed pursuant to article 135 of the education law to practice veterinary medicine in this state. Each partner of a registered limited liability partnership formed to provide professional engineering, land surveying, architectural and/or landscape architectural services in this state must be licensed pursuant to article 145, article 147 and/or article 148 of the education law to practice one or more of such professions in this state. Each partner of

a registered limited liability partnership formed to provide licensed clinical social work services in this state must be licensed pursuant to article 154 of the education law to practice clinical social work in this state. Each partner of a registered limited liability partnership formed to provide creative arts therapy services in this state must be licensed pursuant to article 163 of the education law to practice creative arts therapy in this state. Each partner of a registered limited liability partnership formed to provide marriage and family therapy services in this state must be licensed pursuant to article 163 of the education law to practice marriage and family therapy in this state. Each partner of a registered limited liability partnership formed to provide mental health counseling services in this state must be licensed pursuant to article 163 of the education law to practice mental health counseling in this state. Each partner of a registered limited liability partnership formed to provide psychoanalysis services in this state must be licensed pursuant to article 163 of the education law to practice psychoanalysis in this state.

S 14. Section 121-1502 of the partnership law, as added by chapter 576 of the laws of 1994, subdivisions (a) and (f) as amended by chapter 643 of the laws of 1995, paragraph (v) of subdivision (a) and subdivision (e) as amended by chapter 470 of the laws of 1997, paragraph (I) of subdivision (f) as designated by chapter 767 of the laws of 2005, paragraph (II) of subdivision (f) as amended by chapter 44 of the laws of 2006, subdivision (i) as amended by chapter 172 of the laws of 1999, subdivision (i-1) as added by chapter 448 of the laws of 1998, and subdivision (q) as amended by chapter 230 of the laws of 2004, is amended to read as follows:

S 121-1502. New York registered foreign limited liability partnership. (a) In order for a foreign limited liability partnership to carry on or conduct or transact business or activities as a New York registered foreign limited liability partnership in this state, such foreign limited liability partnership shall file with the department of state a notice which shall set forth: (i) the name under which the foreign limited liability partnership intends to carry on or conduct or transact business or activities in this state; (ii) the date on which and the jurisdiction in which it registered as a limited liability partnership; (iii) the address of the principal office of the foreign limited liability partnership; (iv) the profession or professions to be practiced by such foreign limited liability partnership and a statement that it is a foreign limited liability partnership eligible to file a notice under this chapter; (v) a designation of the secretary of state as agent of the foreign limited liability partnership upon whom process against it may be served and the post office address within or without this state to which the secretary of state shall mail a copy of any process against it or served upon it; (vi) if the foreign limited liability partnership is to have a registered agent, its name and address in this state and a statement that the registered agent is to be the agent of the foreign limited liability partnership upon whom process against it may be served; (vii) a statement that its registration as a limited liability partnership is effective in the jurisdiction in which it registered as a limited liability partnership at the time of the filing of such notice; (viii) a statement that the foreign limited liability partnership is filing a notice in order to obtain status as a New York registered foreign limited liability partnership; (ix) if the registration of the foreign limited liability partnership is to be effective on a date later than the time of filing, the date, not to exceed sixty days from the

date of filing, of such proposed effectiveness; and (x) any other matters the foreign limited liability partnership determines to include in the notice. Such notice shall be accompanied by either (1) a copy of the last registration or renewal registration (or similar filing), if any, filed by the foreign limited liability partnership with the jurisdiction where it registered as a limited liability partnership or (2) a certificate, issued by the jurisdiction where it registered as a limited liability partnership, substantially to the effect that such foreign limited liability partnership has filed a registration as a limited liability partnership which is effective on the date of the certificate (if such registration, renewal registration or certificate is in a foreign language, a translation thereof under oath of the translator shall be attached thereto). Such notice shall also be accompanied by a fee of two hundred fifty dollars.

(b) Without excluding other activities which may not constitute the carrying on or conducting or transacting of business or activities in this state, for purposes of determining whether a foreign limited liability partnership is required to file a notice pursuant to subdivision (a) of this section, a foreign limited liability partnership shall not be considered to be carrying on or conducting or transacting business or activities in this state by reason of carrying on in this state any one or more of the following activities:

(i) maintaining or defending any action or proceeding, whether judicial, administrative, arbitrative or otherwise, or effecting settlement thereof or the settlement of claims or disputes;

(ii) holding meetings of its partners; or

(iii) maintaining bank accounts.

The specification in this subdivision does not establish a standard for activities which may subject a foreign limited liability partnership to service of process under this article or any other statute of this state. The filing of a notice pursuant to subdivision (a) of this section by a foreign limited liability partnership shall not by itself be deemed to be evidence that such foreign limited liability partnership is carrying on or conducting or transacting business or activities in this state.

(c) A notice shall be executed by one or more partners of the foreign limited liability partnership.

(d) If a signed notice 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 has been paid, the notice shall be filed and indexed by the department of state. If a foreign limited liability partnership that is a New York registered foreign limited liability partnership dissolves, a foreign limited liability partnership which is the successor to such New York registered foreign limited liability partnership (i) shall not be required to file a new notice and shall be deemed to have filed the notice filed by the New York registered foreign limited liability partnership pursuant to subdivision (a) of this section, as well as any withdrawal notice filed pursuant to subdivision (e) of this section, any statement or certificate of consent filed pursuant to subdivision (f) of this section and any notice of amendment filed pursuant to subdivision (i) of this section and (ii) shall be bound by any revocation of status pursuant to subdivision (f) of this section and any annulment thereof of the dissolved foreign limited liability partnership that was a New York registered foreign limited liability partnership. For purposes of this section, a foreign limited liability partnership is a successor to a foreign limited

liability partnership that was a New York registered foreign limited liability partnership if a majority of the total interests in the current profits of such successor foreign limited liability partnership are held by partners of the predecessor foreign limited liability partnership that was a New York registered foreign limited liability partnership who were partners of such predecessor partnership immediately prior to the dissolution of such predecessor partnership.

(e) A notice may be withdrawn by filing with the department of state a written withdrawal notice executed by one or more partners of the New York registered foreign limited liability partnership, with a filing fee of sixty dollars. A withdrawal notice must include: (i) the name or names under which the New York registered foreign limited liability partnership carried on or conducted or transacted business or activities in this state (and if it has been changed since the filing of the notice, the name under which it filed such notice); (ii) the date a notice was filed with the department of state pursuant to subdivision (a) of this section; (iii) the address of the New York registered foreign limited liability partnership's principal office and the jurisdiction in which it is registered as a limited liability partnership; (iv) if the withdrawal of the New York registered foreign limited liability partnership is to be effective on a date later than the time of such filing, the date, not to exceed sixty days from the date of such filing, of such proposed effectiveness; (v) a statement acknowledging that the withdrawal terminates the foreign limited liability partnership's status as a New York registered foreign limited liability partnership; and (vi) any other information determined by the New York registered foreign limited liability partnership. A withdrawal notice terminates the status of the foreign limited liability partnership as a New York registered foreign limited liability partnership as of the date of filing of the notice or as of the later date, if any, specified in the notice, not to exceed sixty days from the date of such filing. The termination of status shall not be affected by errors in the information stated in the withdrawal notice. If a New York registered foreign limited liability partnership ceases to be denominated as a registered limited liability partnership or limited liability partnership under the laws of the jurisdiction governing the agreement under which such New York registered foreign limited liability partnership operates, it shall within thirty days after the occurrence of such event file a withdrawal notice pursuant to this subdivision.

(f) [(I)] Each New York registered foreign limited liability partnership shall, within sixty days prior to the fifth anniversary of the effective date of its notice and every five years thereafter, furnish a statement to the department of state setting forth:

(i) the name under which the New York registered foreign limited liability partnership is carrying on or conducting or transacting business or activities in this state, (ii) the address of the principal office of the New York registered foreign limited liability partnership, (iii) the post office address within or without this state to which the secretary of state shall mail a copy of any process accepted against it served upon him or her, which address shall supersede any previous address on file with the department of state for this purpose, and (iv) a statement that it is a foreign limited liability partnership. The statement shall be executed by one or more partners of the New York registered foreign limited liability partnership. The statement shall be accompanied by a fee of fifty dollars. If a New York registered foreign limited liability partnership shall not timely file the statement

required by this subdivision, the department of state may, upon sixty days' notice mailed to the address of such New York registered foreign limited liability partnership as shown in the last notice or statement or certificate of amendment filed by such New York registered foreign limited liability partnership, make a proclamation declaring the status of such New York registered foreign limited liability partnership to be revoked pursuant to this subdivision. The department of state shall file the original proclamation in its office and shall publish a copy thereof in the state register no later than three months following the date of such proclamation. Upon the publication of such proclamation in the manner aforesaid, the status of each New York registered foreign limited liability partnership named in such proclamation shall be deemed revoked without further legal proceedings. Any New York registered foreign limited liability partnership whose status was so revoked may file in the department of state a certificate of consent certifying that either a statement required by this subdivision has been filed or accompanies the certificate of consent and all fees imposed under this chapter on the New York registered foreign limited liability partnership have been paid. The filing of such certificate of consent shall have the effect of annulling all of the proceedings theretofore taken for the revocation of the status of such New York registered foreign limited liability partnership under this subdivision and (1) the New York registered foreign limited liability partnership shall thereupon have such powers, rights, duties and obligations as it had on the date of the publication of the proclamation, with the same force and effect as if such proclamation had not been made or published and (2) such publication shall not affect the applicability of the laws of the jurisdiction governing the agreement under which such New York registered foreign limited liability partnership is operating (including laws governing the liability of partners) to any debt, obligation or liability incurred, created or assumed from the date of publication of the proclamation through the date of the filing of the certificate of consent. The filing of a certificate of consent shall be accompanied by a fee of fifty dollars and if accompanied by a statement, the fee required by this subdivision. If, after the publication of such proclamation, it shall be determined by the department of state that the name of any New York registered foreign limited liability partnership was erroneously included in such proclamation, the department of state shall make appropriate entry on its records, which entry shall have the effect of annulling all of the proceedings theretofore taken for the revocation of the status of such New York registered foreign limited liability partnership under this subdivision and (1) such New York registered foreign limited liability partnership shall have such powers, rights, duties and obligations as it had on the date of the publication of the proclamation, with the same force and effect as if such proclamation had not been made or published and (2) such publication shall not affect the applicability of the laws of the jurisdiction governing the agreement under which such New York registered foreign limited liability partnership is operating (including laws governing the liability of partners) to any debt, obligation or liability incurred, created or assumed from the date of publication of the proclamation through the date of the making of the entry on the records of the department of state. Whenever a New York registered foreign limited liability partnership shall have filed a certificate of consent pursuant to this subdivision or if the name of a New York registered foreign limited liability partnership was erroneously included in a

proclamation and such proclamation was annulled, the department of state shall publish a notice thereof in the state register.

[(II) (A) Within one hundred twenty days after the effective date of the notice filed under subdivision (a) of this section, a copy of the same or a notice containing the substance thereof shall be published once in each week for six successive weeks, in two newspapers of the county within this state in which the principal office of the foreign limited liability partnership is located, one newspaper to be printed weekly and one newspaper to be printed daily, to be designated by the county clerk. When such county is located within a city with a population of one million or more, such designation shall be as though the copy or notice were a notice or advertisement of judicial proceedings. Proof of the publication required by this subparagraph, consisting of the certificate of publication of the foreign limited liability partnership with the affidavits of publication of such newspapers annexed thereto, must be filed with the department of state, with a filing fee of fifty dollars. Notwithstanding any other provision of law, if the office of the foreign limited liability partnership is located in a county wherein a weekly or daily newspaper of the county, or both, has not been so designated by the county clerk, then the publication herein required shall be made in a weekly or daily newspaper of any county, or both, as the case may be, which is contiguous to, such county, provided that any such newspaper meets all the other requirements of this subparagraph. A copy or notice published in a newspaper other than the newspaper or newspapers designated by the county clerk shall not be deemed to be one of the publications required by this subparagraph. The notice shall include: (l) the name of the foreign limited liability partnership; (2) the date of filing of such notice with the department of state; (3) the jurisdiction and date of its organization; (4) the county within this state, in which the principal office of the foreign limited liability partnership is located; (4-a) the street address of the principal business location, if any; (5) a statement that the secretary of state has been designated as agent of the foreign limited liability partnership upon whom process against it may be served and the post office address within or without this state to which the secretary of state shall mail a copy of any process against it served upon him or her; (6) if the foreign limited liability partnership is to have a registered agent, his or her name and address within this state and a statement that the registered agent is to be the agent of the foreign limited liability partnership upon whom process against it may be served; (7) the address of the office required to be maintained in the jurisdiction of its organization by the laws of that jurisdiction or, if not so required, of the principal office of the foreign limited liability partnership; (8) the name and address of the authorized officer in its jurisdiction in which it registered as a limited liability partnership where a copy of its registration is filed or, if no public filing of its registration is required by the law of its jurisdiction of organization, a statement that the foreign limited liability partnership shall provide, on request, a copy thereof with all amendments thereto (if such documents are in a foreign language, a translation thereof under oath of the translator shall be attached thereto), and the name and post office address of the person responsible for providing such copies; or (9) the character or purpose of the business of such foreign limited liability partnership. Where, at any time after completion of the first of the six weekly publications required by this subparagraph and prior to the completion of the sixth such weekly publication, there

is a change in any of the information contained in the copy or notice as published, the foreign limited liability partnership may complete the remaining publications of the original copy or notice, and the foreign limited liability partnership shall not be required to publish any further or amended copy or notice. Where, at any time after completion of the six weekly publications required by this subparagraph, there is a change to any of the information contained in the copy or notice as published, no further or amended publication or republication shall be required to be made. If within one hundred twenty days after the effective date of the notice required to be filed under subdivision (a) of this section, proof of such publication, consisting of the certificate of publication of the foreign limited liability partnership with the affidavits of publication of the newspapers annexed thereto has not been filed with the department of state, the authority of such foreign limited liability partnership to carry on, conduct or transact any business in this state shall be suspended, effective as of the expiration of such one hundred twenty day period. The failure of a foreign limited liability partnership to cause such copy or notice to be published and such certificate of publication and affidavits of publication to be filed with the department of state within such one hundred twenty day period or the suspension of such foreign limited liability partnership's authority to carry on, conduct or transact business in this state pursuant to this subparagraph shall not limit or impair the validity of any contract or act of such foreign limited liability partnership, or any right or remedy of any other party under or by virtue of any contract, act or omission of such foreign limited liability partnership, or the right of any other party to maintain any action or special proceeding on any such contract, act or omission, or right of such foreign limited liability partnership to defend any action or special proceeding in this state, or result in any partner or agent of such foreign limited liability partnership becoming liable for the contractual obligations or other liabilities of the foreign limited liability partnership. If, at any time following the suspension of a foreign limited liability partnership's authority to carry on, conduct or transact business in this state pursuant to this subparagraph, such foreign limited liability partnership shall cause proof of publication in substantial compliance with the provisions (other than the one hundred twenty day period) of this subparagraph, consisting of the certificate of publication of the foreign limited liability partnership with the affidavits of publication of the newspapers annexed thereto, to be filed with the department of state, such suspension of such foreign limited liability partnership's authority to carry on, conduct or transact business shall be annulled.

(B)(1) A foreign limited liability partnership which was formed and filed the notice required to be filed under subdivision (a) of this section prior to the effective date of this subparagraph, and which filed a notice and complied with the publication and filing requirements of this paragraph as in effect prior to such effective date shall not be required to make any publication or republication or any filing under subparagraph (A) of this paragraph, and shall not be subject to suspension pursuant to this paragraph.

(2) Within twelve months after the effective date of this subparagraph, a foreign limited liability partnership which was formed and filed the notice required to be filed under subdivision (a) of this section prior to such effective date and which did not comply with the publication and filing requirements of this paragraph as in effect prior to such effective date shall publish a copy of its notice or a notice

containing the substance thereof in the manner required (other than the one hundred twenty day period) by this paragraph as in effect prior to such effective date and file proof of such publication, consisting of the certificate of publication of the foreign limited liability partnership with the affidavits of publication of the newspapers annexed thereto, with the department of state.

(3) If a foreign limited liability partnership that is subject to the provisions of clause two of this subparagraph fails to file the required proof of publication with the department of state within twelve months after the effective date of this subparagraph, its authority to carry on, conduct or transact any business in this state shall be suspended, effective as of the expiration of such twelve month period.

(4) The failure of a foreign limited liability partnership that is subject to the provisions of clause two of this subparagraph to fully comply with the provisions of said clause two or the suspension of such foreign limited liability partnership's authority to carry on, conduct or transact any business in this state pursuant to clause three of this subparagraph shall not impair or limit the validity of any contract or act of such foreign limited liability partnership, or any right or remedy of any other party under or by virtue of any contract, act or omission of such foreign limited liability partnership, or the right of any other party to maintain any action or special proceeding on any such contract, act or omission, or right of such foreign limited liability partnership to defend any action or special proceeding in this state, or result in any partner or agent of such foreign limited liability partnership becoming liable for the contractual obligations or other liabilities of the foreign limited liability partnership.

(5) If, at any time following the suspension of a foreign limited liability partnership's authority to carry on, conduct or transact business in this state, pursuant to clause three of this subparagraph, such foreign limited liability partnership shall cause proof of publication in substantial compliance with the provisions (other than the one hundred twenty day period) of subparagraph (A) of this paragraph, consisting of the certificate of publication of the foreign limited liability partnership with the affidavits of publication of the newspapers annexed thereto, to be filed with the department of state, such suspension of such foreign limited liability partnership's authority to carry on, conduct or transact business shall be annulled.

(6) For the purposes of this subparagraph, a foreign limited liability partnership which was formed and filed the notice required to be filed under subdivision (a) of this section prior to the effective date of this subparagraph shall be deemed to have complied with the publication and filing requirements of this paragraph as in effect prior to such effective date if (A) the foreign limited liability partnership was formed and filed the notice required to be filed under subdivision (a) of this section on or after January first, nineteen hundred ninety-nine and prior to such effective date and the foreign limited liability partnership filed at least one affidavit of the printer or publisher of a newspaper with the department of state at any time prior to such effective date, or (B) the foreign limited liability partnership was formed and filed the notice required to be filed under subdivision (a) of this section prior to January first, nineteen hundred ninety-nine, without regard to whether the foreign limited liability partnership did or did not file any affidavit of the printer or publisher of a newspaper with the secretary of state.

(C) The information in a notice published pursuant to this paragraph shall be presumed to be in compliance with and satisfaction of the requirements of this paragraph.]

(g) The filing of a withdrawal notice by a New York registered foreign limited liability partnership pursuant to subdivision (e) of this section, a revocation of status pursuant to subdivision (f) of this section and the filing of a notice of amendment pursuant to subdivision (i) of this section shall not affect the applicability of the laws of the jurisdiction governing the agreement under which such foreign limited liability partnership is operating (including laws governing the liability of partners) to any debt, obligation or liability incurred, created or assumed while the foreign limited liability partnership was a New York registered foreign limited liability partnership. After a withdrawal or revocation of registration, the foreign limited liability partnership shall for all purposes continue to be a foreign partnership without limited partners under the laws of this state.

(h) The department of state shall remove from its active records the notice of any New York registered foreign limited liability partnership whose notice has been withdrawn or revoked.

(i) A notice or statement filed with the department of state under this section may be amended or corrected by filing with the department of state a notice of amendment executed in accordance with subdivision (c) of this section. No later than ninety days after (i) a change in the name of the New York registered foreign limited liability partnership or (ii) a partner of the New York registered foreign limited liability partnership becomes aware that any statement in a notice or statement was false in any material respect when made or that an event has occurred which makes the notice or statement inaccurate in any material respect, the New York registered foreign limited liability partnership shall file a notice of amendment. The filing of a notice of amendment shall be accompanied by a fee of sixty dollars. The certificate of amendment shall set forth: (i) the name of the limited liability partnership and, if it has been changed, the name under which it originally filed a notice under this section and (ii) the date of filing its initial registration or statement.

(i-1) A certificate of change which changes only the post office address to which the secretary of state shall mail a copy of any process against a New York registered foreign limited liability partnership served upon him or the address of the registered agent, provided such address being changed is the address of a person, partnership or corporation whose address, as agent, is the address to be changed or who has been designated as registered agent of such registered foreign limited liability partnership shall be signed and delivered to the department of state by such agent. The certificate of change shall set forth: (i) the name of the New York registered foreign limited liability partnership; (ii) the date of filing of its initial registration or notice statement; (iii) each change effected thereby; (iv) that a notice of the proposed change was mailed to the limited liability partnership by the party signing the certificate not less than thirty days prior to the date of delivery to the department of state and that such limited liability partnership has not objected thereto; and (v) that the party signing the certificate is the agent of such limited liability partnership to whose address the secretary of state is required to mail copies of process or the registered agent, if such be the case. A certificate signed and delivered under this subdivision shall not be deemed to effect a change of location of the office of the limited liability partnership in whose

behalf such certificate is filed. The certificate of change shall be accompanied by a fee of five dollars.

(j) The filing of a notice of amendment pursuant to subdivision (i) of this section with the department of state shall not alter the effective date of the notice being amended or corrected.

(k) Each foreign limited liability partnership carrying on or conducting or transacting business or activities in this state shall use a name which contains without abbreviation the words "Registered Limited Liability Partnership" or "Limited Liability Partnership" or the abbreviations "R.L.L.P.", "RLLP", "P.L.L.", "PLL", "L.L.P." or "LLP"; provided, however, the partnership may use any such words or abbreviation, without limitation, in addition to its registered name.

(l) Subject to the constitution of this state, the laws of the jurisdiction that govern a foreign limited liability partnership shall determine its internal affairs and the liability of partners for debts, obligations and liabilities of, or chargeable to, the foreign limited liability partnership; provided that (i) each partner, employee or agent of a foreign limited liability partnership who performs professional services in this state on behalf of such foreign limited liability partnership shall be personally and fully liable and accountable for any negligent or wrongful act or misconduct committed by him or her or by any person under his or her direct supervision and control while rendering such professional services in this state and shall bear professional responsibility for compliance by such foreign limited liability partnership with all laws, rules and regulations governing the practice of a profession in this state and (ii) each shareholder, director, officer, member, manager, partner, employee or agent of a professional service corporation, foreign professional service corporation, professional service limited liability company, foreign professional service limited liability company, registered limited liability partnership, foreign limited liability partnership or professional partnership that is a partner, employee or agent of a foreign limited liability partnership who performs professional services in this state on behalf of such foreign limited liability partnership shall be personally and fully liable and accountable for any negligent or wrongful act or misconduct committed by him or her or by any person under his or her direct supervision and control while rendering professional services in this state in his or her capacity as a partner, employee or agent of such foreign limited liability partnership and shall bear professional responsibility for compliance by such foreign limited liability partnership with all laws, rules and regulations governing the practice of a profession in this state. The relationship of a professional to a foreign limited liability partnership with which such professional is associated, whether as a partner, employee or agent, shall not modify or diminish the jurisdiction over such professional of the licensing authority and, in the case of an attorney and counsellor-at-law or a professional service corporation, foreign professional service corporation, professional service limited liability company, foreign professional service limited liability company, registered limited liability partnership, foreign limited liability partnership or professional partnership engaged in the practice of law, the courts of this state. A limited partnership formed under the laws of any jurisdiction, other than this state, which is denominated as a registered limited liability partnership or limited liability partnership under such laws shall be recognized in this state as a foreign limited partnership but not as a foreign limited liability partnership or a New York registered foreign limited liability partner-

ship. Except to the extent provided in article eight of the limited liability company law, a partnership without limited partners operating under an agreement governed by the laws of any jurisdiction, other than this state, which is denominated as a registered limited liability partnership or a limited liability partnership under such laws, but is not a foreign limited liability partnership, shall be recognized in this state as a foreign partnership without limited partners, but not as a foreign limited liability partnership or a New York registered foreign limited liability partnership.

(m) A foreign limited liability partnership carrying on or conducting or transacting business or activities in this state without having filed a notice pursuant to subdivision (a) of this section may not maintain any action, suit or special proceeding in any court of this state unless and until such foreign limited liability partnership shall have filed such notice and paid all fees that it would have been required to pay had it filed a notice pursuant to subdivision (a) of this section before carrying on or conducting or transacting business or activities as a New York registered foreign limited liability partnership in this state and shall have filed proof of publication pursuant to subdivision (f) of this section. The failure of a foreign limited liability partnership that is carrying on or conducting or transacting business or activities in this state to comply with the provisions of this section does not impair the validity of any contract or act of the foreign limited liability partnership or prevent the foreign limited liability partnership from defending any action or special proceeding in any court of this state.

(n) A foreign limited liability partnership, other than a foreign limited liability partnership authorized to practice law, shall be under the supervision of the regents of the university of the state of New York and be subject to disciplinary proceedings and penalties in the same manner and to the same extent as is provided with respect to individuals and their licenses, certificates and registrations in title eight of the education law relating to the applicable profession. Notwithstanding the provisions of this subdivision, a foreign limited liability partnership authorized to practice medicine shall be subject to the pre-hearing procedures and hearing procedures as are provided with respect to individual physicians and their licenses in title two-A of article two of the public health law. No foreign limited liability partnership shall engage in any profession or carry on, or conduct or transact any other business or activities in this state other than the rendering of the professional services or the carrying on, or conducting or transacting of any other business or activities for which it is formed and is authorized to do business in this state; provided that such foreign limited liability partnership may invest its funds in real estate, mortgages, stocks, bonds or any other type of investments; provided, further, that a foreign limited liability partnership (i) authorized to practice law may only engage in another profession or other business or activities in this state or (ii) which is engaged in a profession or other business or activities other than law may only engage in the practice of law in this state, to the extent not prohibited by any other law of this state or any rule adopted by the appropriate appellate division of the supreme court or the court of appeals.

(o) No foreign limited liability partnership may render a professional service in this state except through individuals authorized by law to render such professional service as individuals in this state.

(p) This section shall not repeal, modify or restrict any provision of the education law or the judiciary law or any rules or regulations adopted thereunder regulating the professions referred to in the education law or the judiciary law except to the extent in conflict herewith.

(q) Each partner of a foreign limited liability partnership which provides medical services in this state must be licensed pursuant to article 131 of the education law to practice medicine in the state and each partner of a foreign limited liability partnership which provides dental services in the state must be licensed pursuant to article 133 of the education law to practice dentistry in this state. Each partner of a foreign limited liability partnership which provides veterinary service in the state shall be licensed pursuant to article 135 of the education law to practice veterinary medicine in this state. Each partner of a foreign limited liability partnership which provides professional engineering, land surveying, architectural and/or landscape architectural services in this state must be licensed pursuant to article 145, article 147 and/or article 148 of the education law to practice one or more of such professions. Each partner of a foreign limited liability partnership which provides licensed clinical social work services in this state must be licensed pursuant to article 154 of the education law to practice licensed clinical social work in this state. Each partner of a foreign limited liability partnership which provides creative arts therapy services in this state must be licensed pursuant to article 163 of the education law to practice creative arts therapy in this state. Each partner of a foreign limited liability partnership which provides marriage and family therapy services in this state must be licensed pursuant to article 163 of the education law to practice marriage and family therapy in this state. Each partner of a foreign limited liability partnership which provides mental health counseling services in this state must be licensed pursuant to article 163 of the education law to practice mental health counseling in this state. Each partner of a foreign limited liability partnership which provides psychoanalysis services in this state must be licensed pursuant to article 163 of the education law to practice psychoanalysis in this state.

S 15. Section 121-1507 of the partnership law, as amended by chapter 44 of the laws of 2006, is amended to read as follows:

S 121-1507. Definitions. For purposes of this article:

[(a)] "Partnership interest" means:

[(i)] (A) a partner's share of the profits and losses of a registered limited liability partnership; and

[(ii)] (B) the partner's right to receive distributions of a registered limited liability partnership.

[(b) "Affidavit of publication" means the affidavit of the printer or publisher of a newspaper in which a publication required to be filed pursuant to sections 121-1500 and 121-1502 of this article has been made. The affidavit of publication shall be in a form substantially as follows:

"Affidavit of Publication Under Section (specify applicable section) of the Partnership Law State of New York, County of _____, ss.:

The undersigned is the printer (or publisher) of _____ (name of newspaper), a _____ (daily or weekly) newspaper published in _____, New York. A notice regarding _____ (name of limited liability partnership) was published in said newspaper once in each week for six successive weeks, commencing on _____ and ending on _____. The text of the notice as published in said newspaper is as

set forth below, or in the annexed exhibit. This newspaper has been designated by the Clerk of _____ County for this purpose.

_____(signature)
_____(printed name),
(jurat)"

The text of the notice set forth in or annexed to each affidavit of publication shall: (i) include only the text of the published notice, (ii) be free of extraneous marks, and (iii) if submitted in paper form, be printed on paper of such size, weight and color, and in ink of such color, and in such fonts, and be in such other qualities and form not inconsistent with any other provision of law as, in the judgment of the secretary of state, will not impair the ability of the department of state to include a legible and permanent copy thereof in its official records. Nothing in this subdivision shall be construed as requiring the department of state to accept for filing a document submitted in electronic form.

(c) "Certificate of publication" means a certificate presented on behalf of the applicable limited liability partnership to the department of state together with the affidavits of publication pursuant to section 121-1500 or 121-1502 of this article. The certificate of publication shall be in a form substantially as follows:

"Certificate of Publication of _____ (name of limited partnership) Under Section (specify applicable section) of the Partnership Law

The undersigned is the _____ (title) of _____ (name of limited liability partnership). The published notices described in the annexed affidavits of publication contain all of the information required by the above-mentioned section of the partnership law. The newspapers described in such affidavits of publication satisfy the requirements set forth in the partnership law and the designation made by the county clerk. I certify the foregoing statements to be true under penalties of perjury.

Date
Signature
Printed Name"]

S 16. Subdivision 4 of section 23.03 of the arts and cultural affairs law is REPEALED.

S 17. This act shall take effect immediately and shall apply to any limited liability company, limited partnership or limited liability partnership which is formed on or after such effective date and to any foreign limited liability company, foreign limited partnership or foreign limited liability partnership that files with the secretary of state an application to qualify to transact business in this state on or after the date sixty days prior to such effective date.