

# STATE OF NEW YORK

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7642

2019-2020 Regular Sessions

## IN ASSEMBLY

May 14, 2019

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Introduced by M. of A. SEAWRIGHT -- 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 certain publication requirements and fees; to amend the state finance law, in relation to establishing the department of state modernization fund; to repeal subdivision (a-1) of section 102 and section 206 of the limited liability company law and subdivision (a-1) of section 121-101 of the partnership law, relating to affidavits of publication; to repeal subdivision (s) of section 1101 of the limited liability company law and subdivision (f) of section 121-1300 of the partnership law, relating to fees for filing certificates of publication; to repeal subdivision b of section 802, paragraph 2 of subdivision (c) of section 1203 and subdivision (d) of section 1206 of the limited liability company law and subdivision (c) of section 121-201, subdivision (d) of section 121-902, paragraph (II) of subdivision (a) of section 121-1500 and paragraph (II) of subdivision (f) of section 121-1502 of the partnership law, in relation to publication requirements; to repeal subdivision (e-1) of section 102 of the limited liability company law and subdivision (a-2) of section 121-101 of the partnership law, relating to certificates of publication; and to repeal subdivision 4 of section 23.03 of the arts and cultural affairs law, relating to theatrical production company publication requirements

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

- 1 Section 1. The opening paragraph of subdivision (e) of section 1006 of
- 2 the limited liability company law, as amended by chapter 375 of the laws
- 3 of 1998, is amended to read as follows:
- 4 In connection with any conversion approved under subdivision (c) of
- 5 this section, the partnership or limited partnership shall file with the
- 6 department of state a signed certificate entitled "Certificate of
- 7 Conversion of ... (name partnership or limited partnership) to ... (name
- 8 of limited liability company) under section one thousand six of the
- 9 Limited Liability Company Law" [~~and shall also satisfy the publication~~

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

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~~requirements of section two hundred six of this chapter~~]. Such certificate shall include either:

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

§ 3. Subdivision (s) of section 1101 of the limited liability company law is REPEALED.

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

§ 209. Filing with the department of state. (a) A signed articles of organization and any signed certificate of amendment or other certificates filed pursuant to this chapter or of any judicial decree of amendment or cancellation shall be delivered to the department of state. If the instrument that is delivered to the department of state for filing complies as to form with the requirements of law and the filing fee required by any statute of this state in connection therewith has been paid, the instrument shall be filed and indexed by the department of state. The department of state shall not review such articles or certificates for legal sufficiency; its review shall be limited to determining that the form has been completed.

(b) The department of state shall make such instruments available on its state register website, and must maintain electronic copies of the instruments in a fully searchable format that is available to the public. The department of state shall also transmit a copy of such instrument to the department of law within seven days of filing. The department of law shall publish the instrument on its "NY Open Government" website or analogous website no more than seven days after receipt from the department of state.

(c) The department of state shall publish notice of article filings and any signed certificate of amendment or other certificates filed pursuant to this chapter on its state register website, which shall include without limitation: (1) the name of the limited liability company; (2) the date of filing of the articles of organization with the department of state and, if the date of the formation is not the date of filing of the articles of organization, the date of formation of the limited liability company; (3) the county within the state, in which the office of the limited liability company is located; (4) 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 limited liability company upon whom process against it may be served and the post office address within or without the state to which the secretary of state shall mail a copy of any process against it served upon him or her; (6) if the limited liability company 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 the agent of the limited liability company upon whom process against it may be served; (7) if the limited liability company is to have a specific date of dissolution in addition to the events of dissolution set forth in section seven hundred one of this chapter, the latest date upon which the limited liability company is to dissolve; and (8) the character or purpose of the business of such limited liability company.

§ 5. Subdivision (b) of section 802 of the limited liability law is REPEALED and a new subdivision (b) is added to read as follows:

(b)(i) The department of state shall make such instruments available on its state register website, and must maintain electronic copies of the instruments in a fully searchable format that is available to the public. The department of state shall also transmit a copy of such instrument to the department of law within seven days of filing. The

1 department of law shall publish the instrument on its "NY Open Govern-  
2 ment" website or analogous website no more than seven days after receipt  
3 from the department of state.

4 (ii) The department of state shall publish notice of article filings  
5 and any signed certificate of amendment or other certificates filed  
6 pursuant to this chapter on its state register website, which shall  
7 include without limitation: (1) the name of the foreign limited liabil-  
8 ity company; (2) the date of filing of the articles of organization with  
9 the department of state and, if the date of the formation is not the  
10 date of filing of the articles of organization, the date of formation of  
11 the foreign limited liability company; (3) the county within the state,  
12 in which the office of the foreign limited liability company is located;  
13 (4) the street address of the principal business location, if any; (5) a  
14 statement that the secretary of state has been designated as agent of  
15 the foreign limited liability company upon whom process against it may  
16 be served and the post office address within or without the state to  
17 which the secretary of state shall mail a copy of any process against it  
18 served upon him or her; (6) if the foreign limited liability company is  
19 to have a registered agent, his or her name and address within the state  
20 and a statement that the registered agent is to be the agent of the  
21 foreign limited liability company upon whom process against it may be  
22 served; (7) if the foreign limited liability company is to have a  
23 specific date of dissolution in addition to the events of dissolution  
24 set forth in section seven hundred one of this chapter, the latest date  
25 upon which the foreign limited liability company is to dissolve; and (8)  
26 the character or purpose of the business of such foreign limited liabil-  
27 ity company.

28 § 6. Paragraph 2 of subdivision (c) of section 1203 of the limited  
29 liability law is REPEALED and a new paragraph 2 is added to read as  
30 follows:

31 (2) (A) The department of state shall make such instruments available  
32 on its state register website, and must maintain electronic copies of  
33 the instruments in a fully searchable format that is available to the  
34 public. The department of state shall also transmit a copy of such  
35 instrument to the department of law within seven days of filing. The  
36 department of law shall publish the instrument on its "NY Open Govern-  
37 ment" website or analogous website no more than seven days after receipt  
38 from the department of state.

39 (B) The department of state shall publish notice of article filings  
40 and any signed certificate of amendment or other certificates filed  
41 pursuant to this chapter on its state register website, which shall  
42 include without limitation: (1) the name of the professional service  
43 limited liability company; (2) the date of filing of the articles of  
44 organization with the department of state and, if the date of the forma-  
45 tion is not the date of filing of the articles of organization, the date  
46 of formation of the professional service limited liability company; (3)  
47 the county within the state, in which the office of the professional  
48 service limited liability company is located; (4) the street address of  
49 the principal business location, if any; (5) a statement that the secre-  
50 tary of state has been designated as agent of the professional service  
51 limited liability company upon whom process against it may be served and  
52 the post office address within or without the state to which the secre-  
53 tary of state shall mail a copy of any process against it served upon  
54 him or her; (6) if the professional service limited liability company is  
55 to have a registered agent, his or her name and address within the state  
56 and a statement that the registered agent is to be the agent of the

1 professional service limited liability company upon whom process against  
2 it may be served; (7) if the professional service limited liability  
3 company is to have a specific date of dissolution in addition to the  
4 events of dissolution set forth in section seven hundred one of this  
5 chapter, the latest date upon which the professional service limited  
6 liability company is to dissolve; and (8) the character or purpose of  
7 the business of such professional service limited liability company.

8 § 7. Subdivision (d) of section 1306 of the limited liability law is  
9 REPEALED and a new subdivision (d) is added to read as follows:

10 (d)(i) The department of state shall make such instruments available  
11 on its state register website, and must maintain electronic copies of  
12 the instruments in a fully searchable format that is available to the  
13 public. The department of state shall also transmit a copy of such  
14 instrument to the department of law within seven days of filing. The  
15 department of law shall publish the instrument on its "NY Open Govern-  
16 ment" website or analogous website no more than seven days after receipt  
17 from the department of state.

18 (ii) The department of state shall publish notice of article filings  
19 and any signed certificate of amendment or other certificates filed  
20 pursuant to this chapter on its state register website, which shall  
21 include without limitation: (1) the name of the foreign professional  
22 service limited liability company; (2) the date of filing of the arti-  
23 cles of organization with the department of state and, if the date of  
24 the formation is not the date of filing of the articles of organization,  
25 the date of formation of the foreign professional service limited  
26 liability company; (3) the county within the state, in which the office  
27 of the foreign professional service limited liability company is  
28 located; (4) the street address of the principal business location, if  
29 any; (5) a statement that the secretary of state has been designated as  
30 agent of the foreign professional service limited liability company upon  
31 whom process against it may be served and the post office address within  
32 or without the state to which the secretary of state shall mail a copy  
33 of any process against it served upon him or her; (6) if the foreign  
34 professional service limited liability company is to have a registered  
35 agent, his or her name and address within the state and a statement that  
36 the registered agent is to be the agent of the foreign professional  
37 service limited liability company upon whom process against it may be  
38 served; (7) if the foreign professional service limited liability compa-  
39 ny is to have a specific date of dissolution in addition to the events  
40 of dissolution set forth in section seven hundred one of this chapter,  
41 the latest date upon which the foreign professional service limited  
42 liability company is to dissolve; and (8) the character or purpose of  
43 the business of such foreign professional service limited liability  
44 company.

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

47 (w) For the electronic publication of any documents required to be  
48 filed with the department pursuant to section two hundred nine, eight  
49 hundred two, twelve hundred three or thirteen hundred six of this chap-  
50 ter, fifty dollars.

51 § 9. Subdivisions (a-1) and (e-1) of section 102 of the limited  
52 liability company law are REPEALED.

53 § 10. Subdivision (c) of section 121-201 of the partnership law is  
54 REPEALED and a new subdivision (c) is added to read as follows:

55 (c)(i) The department of state shall make such instruments available  
56 on its state register website, and must maintain electronic copies of

1 the instruments in a fully searchable format that is available to the  
2 public. The department of state shall also transmit a copy of such  
3 instrument to the department of law within seven days of filing. The  
4 department of law shall publish the instrument on its "NY Open Govern-  
5 ment" website or analogous website no more than seven days after receipt  
6 from the department of state.

7 (ii) The department of state shall publish notice of article filings  
8 and any signed certificate of amendment or other certificates filed  
9 pursuant to this chapter on its state register website, which shall  
10 include without limitation: (1) the name of the limited partnership; (2)  
11 the date of filing of the articles of organization with the department  
12 of state and, if the date of the formation is not the date of filing of  
13 the articles of organization, the date of formation of the limited part-  
14 nership; (3) the county within the state, in which the office of the  
15 limited partnership is located; (4) the street address of the principal  
16 business location, if any; (5) a statement that the secretary of state  
17 has been designated as agent of the limited partnership upon whom proc-  
18 ess against it may be served and the post office address within or with-  
19 out the state to which the secretary of state shall mail a copy of any  
20 process against it served upon him or her; (6) if the limited partner-  
21 ship is to have a registered agent, his or her name and address within  
22 the state and a statement that the registered agent is to be the agent  
23 of the limited partnership upon whom process against it may be served;  
24 (7) if the limited partnership is to have a specific date of dissolution  
25 in addition to the events of dissolution set forth in article six of  
26 this chapter, the latest date upon which the limited partnership is to  
27 dissolve; and (8) the character or purpose of the business of such  
28 limited partnership.

29 § 11. Subdivision (d) of section 121-902 of the partnership law is  
30 REPEALED and a new subdivision (d) is added to read as follows:

31 (d) (i) The department of state shall make such instruments available  
32 on its state register website, and must maintain electronic copies of  
33 the instruments in a fully searchable format that is available to the  
34 public. The department of state shall also transmit a copy of such  
35 instrument to the department of law within seven days of filing. The  
36 department of law shall publish the instrument on its "NY Open Govern-  
37 ment" website or analogous website no more than seven days after receipt  
38 from the department of state.

39 (ii) The department of state shall publish notice of article filings  
40 and any signed certificate of amendment or other certificates filed  
41 pursuant to this chapter on its state register website, which shall  
42 include without limitation: (1) the name of the foreign limited partner-  
43 ship; (2) the date of filing of the articles of organization with the  
44 department of state and, if the date of the formation is not the date of  
45 filing of the articles of organization, the date of formation of the  
46 foreign limited partnership; (3) the county within the state, in which  
47 the office of the foreign limited partnership is located; (4) the street  
48 address of the principal business location, if any; (5) a statement that  
49 the secretary of state has been designated as agent of the foreign  
50 limited partnership upon whom process against it may be served and the  
51 post office address within or without the state to which the secretary  
52 of state shall mail a copy of any process against it served upon him or  
53 her; (6) if the foreign limited partnership is to have a registered  
54 agent, his or her name and address within the state and a statement that  
55 the registered agent is to be the agent of the foreign limited partner-  
56 ship upon whom process against it may be served; (7) if the foreign



1 limited partnership is to have a specific date of dissolution in addi-  
2 tion to the events of dissolution set forth in article six of this chap-  
3 ter, the latest date upon which the foreign limited partnership is to  
4 dissolve; and (8) the character or purpose of the business of such  
5 foreign limited partnership.

6 § 12. Paragraph (II) of subdivision (a) of section 121-1500 of the  
7 partnership law is REPEALED and a new paragraph (II) is added to read as  
8 follows:

9 (II)(A) The department of state shall make such instruments available  
10 on its state register website, and must maintain electronic copies of  
11 the instruments in a fully searchable format that is available to the  
12 public. The department of state shall also transmit a copy of such  
13 instrument to the department of law within seven days of filing. The  
14 department of law shall publish the instrument on its "NY Open Govern-  
15 ment" website or analogous website no more than seven days after receipt  
16 from the department of state.

17 (B) The department of state shall publish notice of article filings  
18 and any signed certificate of amendment or other certificates filed  
19 pursuant to this chapter on its state register website, which shall  
20 include without limitation: (1) the name of the limited liability part-  
21 nership; (2) the date of filing of the articles of organization with the  
22 department of state and, if the date of the formation is not the date of  
23 filing of the articles of organization, the date of formation of the  
24 limited liability partnership; (3) the county within the state, in which  
25 the office of the limited liability partnership is located; (4) the  
26 street address of the principal business location, if any; (5) a state-  
27 ment that the secretary of state has been designated as agent of the  
28 limited liability partnership upon whom process against it may be served  
29 and the post office address within or without the state to which the  
30 secretary of state shall mail a copy of any process against it served  
31 upon him or her; (6) if the limited liability partnership is to have a  
32 registered agent, his or her name and address within the state and a  
33 statement that the registered agent is to be the agent of the limited  
34 liability partnership upon whom process against it may be served; (7) if  
35 the limited liability partnership is to have a specific date of dissol-  
36 ution in addition to the events of dissolution set forth in article six  
37 of this chapter, the latest date upon which the limited liability part-  
38 nership is to dissolve; and (8) the character or purpose of the business  
39 of such limited liability partnership.

40 § 13. Paragraph (II) of subdivision (f) of section 121-1502 of the  
41 partnership law is REPEALED and a new paragraph (II) is added to read as  
42 follows:

43 (II)(A) The department of state shall make such instruments available  
44 on its state register website, and must maintain electronic copies of  
45 the instruments in a fully searchable format that is available to the  
46 public. The department of state shall also transmit a copy of such  
47 instrument to the department of law within seven days of filing. The  
48 department of law shall publish the instrument on its "NY Open Govern-  
49 ment" website or analogous website no more than seven days after receipt  
50 from the department of state.

51 (B) The department of state shall publish notice of article filings  
52 and any signed certificate of amendment or other certificates filed  
53 pursuant to this chapter on its state register website, which shall  
54 include without limitation: (1) the name of the foreign limited liabil-  
55 ity partnership; (2) the date of filing of the articles of organization  
56 with the department of state and, if the date of the formation is not

1 the date of filing of the articles of organization, the date of forma-  
2 tion of the foreign limited liability partnership; (3) the county within  
3 the state, in which the office of the foreign limited liability partner-  
4 ship is located; (4) the street address of the principal business  
5 location, if any; (5) a statement that the secretary of state has been  
6 designated as agent of the foreign limited liability partnership upon  
7 whom process against it may be served and the post office address within  
8 or without the state to which the secretary of state shall mail a copy  
9 of any process against it served upon him or her; (6) if the foreign  
10 limited liability partnership is to have a registered agent, his or her  
11 name and address within the state and a statement that the registered  
12 agent is to be the agent of the foreign limited liability partnership  
13 upon whom process against it may be served; (7) if the foreign limited  
14 liability partnership is to have a specific date of dissolution in addi-  
15 tion to the events of dissolution set forth in article six of this chap-  
16 ter, the latest date upon which the foreign limited liability partner-  
17 ship is to dissolve; and (8) the character or purpose of the business of  
18 such foreign limited liability partnership.

19 § 14. Subdivision (f) of section 121-1300 of the partnership law is  
20 REPEALED.

21 § 15. Section 121-1300 of the partnership law is amended by adding a  
22 new subdivision (t) to read as follows:

23 (t) For the electronic publication of any documents required to be  
24 filed with the department pursuant to section 121-202, 121-902, 121-1500  
25 or 121-1502 of this chapter, fifty dollars.

26 § 16. Subdivisions (a-1) and (a-2) of section 121-101 of the partner-  
27 ship law are REPEALED.

28 § 17. Subdivision 4 of section 23.03 of the arts and cultural affairs  
29 law is REPEALED.

30 § 18. The state finance law is amended by adding a new section 89-j to  
31 read as follows:

32 § 89-j. Department of state modernization fund. 1. There is hereby  
33 established in the custody of the comptroller a special fund to be known  
34 as the "department of state modernization fund". The moneys in such fund  
35 shall be available for payment of any and all costs and expenditures  
36 incurred in performing modernization and security of the department of  
37 state's public-facing website, and for developing alternatives to phys-  
38 ical publication of documents required to be filed pursuant to article  
39 eleven of the limited liability company law, including costs and  
40 expenses incidental and appurtenant thereto.

41 2. Moneys in the fund shall be kept separately from and shall not be  
42 commingled with any other moneys in the custody of the state comp-  
43 troller.

44 3. The fund shall consist of the revenues required to be deposited  
45 therein pursuant to the provisions of subdivision (w) of section eleven  
46 hundred one of the limited liability company law and subdivision (t) of  
47 section 121-1300 of the partnership law, and all other moneys credited  
48 or transferred thereto from any other fund or source pursuant to law.

49 4. The moneys in such fund shall be appropriated by the legislature  
50 and paid out on the warrant of the state comptroller.

51 § 19. This act shall take effect on the one hundred eightieth day  
52 after it shall have become a law. Effective immediately the addition,  
53 amendment and/or repeal of any rule or regulation necessary for the  
54 implementation of this act on its effective date are authorized to be  
55 made and completed on or before such date.