

STATE OF NEW YORK

7642

2019-2020 Regular Sessions

IN ASSEMBLY

May 14, 2019

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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1 ~~requirements of section two hundred six of this chapter~~]. Such certifi-
2 cate shall include either:

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 Section 206 of the limited liability company law is REPEALED.

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5 law is REPEALED.

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

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

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

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

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

52 (b)(i) The department of state shall make such instruments available
53 on its state register website, and must maintain electronic copies of
54 the instruments in a fully searchable format that is available to the
55 public. The department of state shall also transmit a copy of such
56 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.