

STATE OF NEW YORK

1481

2021-2022 Regular Sessions

IN SENATE

January 12, 2021

Introduced by Sens. KRUEGER, HOYLMAN, LIU -- read twice and ordered printed, and when printed to be committed 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 1306 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

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

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1 department of state a signed certificate entitled "Certificate of
2 Conversion of ... (name partnership or limited partnership) to ... (name
3 of limited liability company) under section one thousand six of the
4 Limited Liability Company Law" [~~and shall also satisfy the publication
5 requirements of section two hundred six of this chapter~~]. Such certif-
6 icate shall include either:

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 Section 206 of the limited liability company law is REPEALED.

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9 law is REPEALED.

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

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

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

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

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

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

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

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

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

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

1 the post office address within or without the state to which the secre-
2 tary of state shall mail a copy of any process against it served upon
3 him or her; (6) if the professional service limited liability company is
4 to have a registered agent, his or her name and address within the state
5 and a statement that the registered agent is to be the agent of the
6 professional service limited liability company upon whom process against
7 it may be served; (7) if the professional service limited liability
8 company is to have a specific date of dissolution in addition to the
9 events of dissolution set forth in section seven hundred one of this
10 chapter, the latest date upon which the professional service limited
11 liability company is to dissolve; and (8) the character or purpose of
12 the business of such professional service limited liability company.

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

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

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

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

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

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

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

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

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

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

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

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

1 post office address within or without the state to which the secretary
2 of state shall mail a copy of any process against it served upon him or
3 her; (6) if the foreign limited partnership is to have a registered
4 agent, his or her name and address within the state and a statement that
5 the registered agent is to be the agent of the foreign limited partner-
6 ship upon whom process against it may be served; (7) if the foreign
7 limited partnership is to have a specific date of dissolution in addi-
8 tion to the events of dissolution set forth in article six of this chap-
9 ter, the latest date upon which the foreign limited partnership is to
10 dissolve; and (8) the character or purpose of the business of such
11 foreign limited partnership.

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

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

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

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

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

(B) 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 foreign limited liability partnership; (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 foreign limited liability partnership; (3) the county within the state, in which the office of the foreign limited liability partnership 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 foreign limited liability partnership 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 foreign limited liability partnership 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 foreign limited liability partnership upon whom process against it may be served; (7) if the foreign limited liability partnership is to have a specific date of dissolution in addition to the events of dissolution set forth in article six of this chapter, the latest date upon which the foreign limited liability partnership is to dissolve; and (8) the character or purpose of the business of such foreign limited liability partnership.

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

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

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

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

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

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

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

2. Moneys in the fund shall be kept separately from and shall not be commingled with any other moneys in the custody of the state comptroller.

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

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

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