

STATE OF NEW YORK

3546

2025-2026 Regular Sessions

IN ASSEMBLY

January 28, 2025

Introduced by M. of A. BURKE -- 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 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
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 them;
41 (6) if the limited liability company is to have a registered agent,
42 their name and address within the state and a statement that the regis-
43 tered agent is to be the agent of the limited liability company upon
44 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 company
51 law is 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 them; (6) if the foreign limited liability company is to
19 have a registered agent, their name and address within the state and a
20 statement that the registered agent is to be the agent of the foreign
21 limited liability company upon whom process against it may be served;
22 (7) if the foreign limited liability company is to have a specific date
23 of dissolution in addition to the events of dissolution set forth in
24 section seven hundred one of this chapter, the latest date upon which
25 the foreign limited liability company is to dissolve; and (8) the char-
26 acter or purpose of the business of such foreign limited liability
27 company.

28 § 6. Paragraph 2 of subdivision (c) of section 1203 of the limited
29 liability company law is REPEALED and a new paragraph 2 is added to read
30 as 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 them; (6) if the professional service limited liability company is to
55 have a registered agent, their name and address within the state and a
56 statement that the registered agent is to be the agent of the profes-

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

8 § 7. Subdivision (d) of section 1306 of the limited liability company
9 law is 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 them; (6) if the foreign profes-
34 sional service limited liability company is to have a registered agent,
35 their name and address within the state and a statement that the regis-
36 tered agent is to be the agent of the foreign professional service
37 limited liability company upon whom process against it may be served;
38 (7) if the foreign professional service limited liability company is to
39 have a specific date of dissolution in addition to the events of dissol-
40 ution set forth in section seven hundred one of this chapter, the latest
41 date upon which the foreign professional service limited liability
42 company is to dissolve; and (8) the character or purpose of the business
43 of such foreign professional service limited liability company.

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

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

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

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

54 (c)(i) The department of state shall make such instruments available
55 on its state register website, and must maintain electronic copies of
56 the instruments in a fully searchable format that is available to the

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

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

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

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

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

1 events of dissolution set forth in article six of this chapter, the
2 latest date upon which the foreign limited partnership is to dissolve;
3 and (8) the character or purpose of the business of such foreign limited
4 partnership.

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

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

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

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

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

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

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

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

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

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

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

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

29 § 18. The state finance law is amended by adding a new section 89-1 to
30 read as follows:

31 § 89-1. Department of state modernization fund. 1. There is hereby
32 established in the custody of the comptroller a special fund to be known
33 as the "department of state modernization fund". The moneys in such fund
34 shall be available for payment of any and all costs and expenditures
35 incurred in performing modernization and security of the department of
36 state's public-facing website, and for developing alternatives to phys-
37 ical publication of documents required to be filed pursuant to article
38 eleven of the limited liability company law, including costs and
39 expenses incidental and appurtenant thereto.

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

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

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

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