

STATE OF NEW YORK

8186

2025-2026 Regular Sessions

IN SENATE

May 20, 2025

Introduced by Sen. GIANARIS -- (at request of the Unified Court System)
-- read twice and ordered printed, and when printed to be committed to
the Committee on Judiciary

AN ACT to amend the civil practice law and rules, the business corporation law, the general associations law, the limited liability company law, the not-for-profit corporation law and the partnership law, in relation to consent to jurisdiction by foreign business organizations authorized to do business in New York

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

1 Section 1. The civil practice law and rules is amended by adding a new
2 section 301-a to read as follows:

3 § 301-a. Termination of consent to jurisdiction in certain cases.
4 Where a business organization registered, authorized or designated to do
5 business in this state surrenders, withdraws or otherwise revokes its
6 registration, authorization or certificate of designation, its consent
7 to jurisdiction terminates on the date of such surrender, withdrawal or
8 revocation.

9 § 2. Section 1301 of the business corporation law is amended by adding
10 a new paragraph (e) to read as follows:

11 (e) (i) A foreign corporation's application for authority to do busi-
12 ness in this state, whenever filed, constitutes consent to the jurisdic-
13 tion of the courts of this state for all actions against such corpo-
14 ration brought by or on behalf of:

15 (A) a resident of the state;

16 (B) a domestic corporation, unincorporated association, partnership,
17 individually owned business, limited liability company, limited partner-
18 ship or limited liability partnership; or

19 (C) a foreign corporation, limited liability company, limited partner-
20 ship or limited liability partnership authorized to do business in the
21 state.

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

LBD07876-01-5

1 (ii) A surrender of such application shall constitute a withdrawal of
2 consent to jurisdiction.

3 § 3. Section 18 of the general associations law is amended by adding a
4 new subdivision 5 to read as follows:

5 5. (i) An association's certificate of designation prescribed by this
6 section, whenever filed, constitutes consent to the jurisdiction of the
7 courts of this state for all actions against such association brought by
8 or on behalf of:

9 (A) a resident of the state;

10 (B) a domestic corporation, unincorporated association, partnership,
11 individually owned business, limited liability company, limited partner-
12 ship or limited liability partnership; or

13 (C) a foreign corporation, limited liability company, limited partner-
14 ship or limited liability partnership authorized to do business in the
15 state.

16 (ii) A revocation of such designation shall constitute a withdrawal of
17 consent to jurisdiction.

18 § 4. Section 802 of the limited liability company law is amended by
19 adding a new subdivision (c) to read as follows:

20 (c) (i) A foreign limited liability company's application for authori-
21 ty to do business in this state, whenever filed, constitutes consent to
22 the jurisdiction of the courts of this state for all actions against
23 such limited liability company brought by or on behalf of:

24 (A) a resident of the state;

25 (B) a domestic corporation, unincorporated association, partnership,
26 individually owned business, limited liability company, limited partner-
27 ship or limited liability partnership; or

28 (C) a foreign corporation, limited liability company, limited partner-
29 ship or limited liability partnership authorized to do business in the
30 state.

31 (ii) A surrender of such application shall constitute a withdrawal of
32 consent to jurisdiction.

33 § 5. Section 1301 of the not-for-profit corporation law is amended by
34 adding a new paragraph (e) to read as follows:

35 (e) (i) A foreign corporation's application for authority to conduct
36 activities in this state, whenever filed, constitutes consent to the
37 jurisdiction of the courts of this state for all actions against such
38 corporation brought by or on behalf of:

39 (A) a resident of the state;

40 (B) a domestic corporation, unincorporated association, partnership,
41 individually owned business, limited liability company, limited partner-
42 ship or limited liability partnership; or

43 (C) a foreign corporation, limited liability company, limited partner-
44 ship or limited liability partnership authorized to do business in the
45 state unless such corporation is exempt from any law requiring it to
46 designate the secretary of state as agent of the corporation upon whom
47 process against it may be served and it has made no such designation.

48 (ii) A surrender of such application shall constitute a withdrawal of
49 consent to jurisdiction.

50 § 6. Section 121-902 of the partnership law is amended by adding a new
51 subdivision (e) to read as follows:

52 (e) (i) A foreign limited partnership's application for authority to
53 do business in this state, whenever filed, constitutes consent to the
54 jurisdiction of the courts of this state for all actions against such
55 foreign limited partnership brought by or on behalf of:

56 (A) a resident of the state;

1 (B) a domestic corporation, unincorporated association, partnership,
2 individually owned business, limited liability company, limited partner-
3 ship or limited liability partnership; or

4 (C) a foreign corporation, limited liability company, limited partner-
5 ship or limited liability partnership authorized to do business in the
6 state.

7 (ii) A surrender of such application shall constitute a withdrawal of
8 consent to jurisdiction.

9 § 7. Section 121-1502 of the partnership law is amended by adding a
10 new subdivision (r) to read as follows:

11 (r) (i) A foreign limited liability partnership's notice to carry on
12 or conduct or transact business or activities as a New York registered
13 foreign limited liability partnership in this state, whenever filed,
14 constitutes consent to the jurisdiction of the courts of this state for
15 all actions against such foreign limited liability partnership brought
16 by or on behalf of:

17 (A) a resident of the state;

18 (B) a domestic corporation, unincorporated association, partnership,
19 individually owned business, limited liability company, limited partner-
20 ship or limited liability partnership; or

21 (C) a foreign corporation, limited liability company, limited partner-
22 ship or limited liability partnership authorized to do business in the
23 state.

24 (ii) A withdrawal of such notice shall constitute a withdrawal of
25 consent to jurisdiction.

26 § 8. This act shall take effect on the first of January next succeed-
27 ing the date on which it shall have become a law.