

# 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.