§ 206. Affidavits of publication. (a) Within one hundred twenty days after the effectiveness of the initial articles of organization as determined pursuant to subdivision (d) of section two hundred three of this article, a copy of the same or a notice containing the substance thereof shall be published once in each week for six successive weeks, in two newspapers of the county in which the office of the limited liability company is located, one newspaper to be printed weekly and one newspaper to be printed daily, to be designated by the county clerk. When such county is located within a city with a population of one million or more, such designation shall be as though the copy or notice were a notice or advertisement of judicial proceedings. Proof of the publication required by this subdivision, consisting of the certificate of publication of the limited liability company with the affidavits of publication of such newspapers annexed thereto, must be filed with the department of state. Notwithstanding any other provision of law, if the office of the limited liability company is located in a county wherein a weekly or daily newspaper of the county, or both, has not been so designated by the county clerk, then the publication herein required shall be made in a weekly or daily newspaper of any county, or both, as the case may be, which is contiguous to, such county, provided that any such newspaper meets all the other requirements of this subdivision. A copy or notice published in a newspaper other than the newspaper or newspapers designated by the county clerk shall not be deemed to be one of the publications required by this subdivision. The notice shall include: (1) the name of the limited liability company; (2) the date of filing of the articles of organization with the department of state and, if the date of formation is not the date of filing of the articles of organization, the date of the formation of the limited liability company; (3) the county within this state, in which the office of the limited liability company is located; (3-a) the street address of the principal business location, if any; (4) a statement that the secretary of state has been designated as agent of the limited liability company upon whom process against it may be served and the post office address within or without this state to which the secretary of state shall mail a copy of any process against it served upon him or her; (5) if the limited liability company is to have a registered agent, his or her name and address within this state and a statement that the registered agent

is to be the agent of the limited liability company upon whom process against it may be served; (6) if the limited liability company is to have a specific date of dissolution in addition to the events of dissolution set forth in section seven hundred one of this chapter, the latest date upon which the limited liability company is to dissolve; and (7) the character or purpose of the business of such limited liability company. Where, at any time after completion of the first of the six weekly publications required by this subdivision and prior to the completion of the sixth such weekly publication, there is a change in any of the information contained in the copy or notice as published, the limited liability company may complete the remaining publications of the original copy or notice, and the limited liability company shall not be required to publish any further or amended copy or notice. Where, at any time after completion of the six weekly publications required by this subdivision, there is a change to any of the information contained in the copy or notice as published, no further or amended publication or republication shall be required to be made. If within one hundred twenty days after its formation, proof of such publication, consisting of the certificate of publication of the limited liability company with the affidavits of publication of the newspapers annexed thereto has not been filed with the department of state, the authority of such limited liability company to carry on, conduct or transact any business in this state shall be suspended, effective as of the expiration of such one hundred twenty day period. The failure of a limited liability company to cause such copy or notice to be published and such certificate of publication and affidavits of publication to be filed with the department of state within such one hundred twenty day period or the suspension of such limited liability company's authority to carry on, conduct or transact business in this state pursuant to this subdivision shall not limit or impair the validity of any contract or act of such limited liability company, or any right or remedy of any other party under or by virtue of any contract, act or omission of such limited liability company, or the right of any other party to maintain any action or special proceeding on any such contract, act or omission, or right of such limited liability company to defend any action or special proceeding in this state, or result in any member, manager or agent of such limited liability company becoming liable for the contractual

obligations or other liabilities of the limited liability company. If, at any time following the suspension of a limited liability company's authority to carry on, conduct or transact business in this state pursuant to this subdivision, such limited liability company shall cause proof of publication in substantial compliance with the provisions (other than the one hundred twenty day period) of this subdivision, consisting of the certificate of publication of the limited liability company with the affidavits of publication of the newspapers annexed thereto, to be filed with the department of state, such suspension of such limited liability company's authority to carry on, conduct or transact business shall be annulled.

(b)(1) A limited liability company which was formed prior to the effective date of this subdivision and which complied with the publication and filing requirements of this section as in effect prior to such effective date shall not be required to make any publication or republication or any filing under subdivision (a) of this section, and shall not be subject to suspension pursuant to this section.

(2) Within twelve months after the effective date of this subdivision, a limited liability company, which was formed prior to such effective date, and which did not comply with the publication and filing requirements of this section as in effect prior to such effective date, shall publish a copy of its articles of organization or a notice containing the substance thereof in the manner required (other than the one hundred twenty day period) by this section as in effect prior to such effective date and file proof of such publication, consisting of the certificate of publication of the limited liability company with the affidavits of publication of the newspapers annexed thereto, with the department of state.

(3) If a limited liability company that is subject to the provisions of paragraph two of this subdivision fails to file the required proof of publication with the department of state within twelve months after the effective date of this subdivision, its authority to carry on, conduct or transact any business in this state shall be suspended, effective as of the expiration of such twelve month period.

(4) The failure of a limited liability company that is subject to the provisions of paragraph two of this subdivision to fully comply with the provisions of said paragraph two or the suspension of such limited

liability company's authority to carry on, conduct or transact any business in this state pursuant to paragraph three of this subdivision shall not impair or limit the validity of any contract or act of such limited liability company, or any right or remedy of any other party under or by virtue of any contract, act or omission of such limited liability company, or the right of any other party to maintain any action or special proceeding on any such contract, act or omission, or right of such limited liability company to defend any action or special proceeding in this state, or result in any member, manager or agent of such limited liability company becoming liable for the contractual obligations or other liabilities of the limited liability company.

(5) If, at any time following the suspension of a limited liability company's authority to carry on, conduct or transact business in this state, pursuant to paragraph three of this subdivision, such limited liability company shall cause proof of publication in substantial compliance with the provisions (other than the one hundred twenty day period) of subdivision (a) of this section, consisting of the certificate of publication of the limited liability company with the affidavits of publication of the newspapers annexed thereto, to be filed with the department of state, such suspension of such limited liability company's authority to carry on, conduct or transact business shall be annulled.

(6) For the purposes of this subdivision, a limited liability company which was formed prior to the effective date of this subdivision shall be deemed to have complied with the publication and filing requirements of this section as in effect prior to such effective date if (i) the limited liability company was formed on or after January first, nineteen hundred ninety-nine and prior to such effective date and the limited liability company filed at least one affidavit of the printer or publisher of a newspaper with the department of state at any time prior to such effective date, or (ii) the limited liability company was formed prior to January first, nineteen hundred ninety-nine, without regard to whether the limited liability company did or did not file any affidavit of the printer or publisher of a newspaper with the secretary of state.

(c) The information in a notice published pursuant to this section shall be presumed to be in compliance with and satisfaction of the requirements of this section.