

Qualifying a Foreign Entity to Do Business in New York Checklist

by Practical Law Corporate & Securities

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This Checklist summarizes the necessary steps for a foreign for-profit corporation, limited liability company (LLC), limited partnership (LP), and limited liability partnership (LLP) to qualify to do business in New York. It discusses what constitutes doing business in New York, the consequences of doing business without authorization from the New York Department of State (DOS), and the procedure for these entities to apply for authority to do business in New York.

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A business entity is considered domestic only in its state of formation. In all other states, the entity is regarded as foreign and may need to **qualify** or register to do business in those states. Foreign entities are prohibited from doing business in New York until they obtain authorization from the New York State Department of State (DOS).

This Checklist summarizes the necessary steps for a foreign for-profit corporation, **professional service corporation** (PC), **limited liability company** (LLC), **limited partnership** (LP), or **limited liability partnership** (LLP) to qualify to do business in New York.

Doing Business in New York

- The New York statutes governing foreign for-profit corporations, LLCs, LPs, and LLPs doing business in New York do not define what constitutes doing business in New York.
- These New York statutes instead provide a non-exclusive list of activities that are not considered doing business in New York, including:
 - maintaining, defending, or settling any action or proceeding, whether judicial, administrative, or arbitral;
 - settling any claims or disputes;
 - holding meetings of directors, shareholders, **members**, **managers**, or **partners**;
 - maintaining bank accounts; and
 - maintaining offices or agencies for the transfer, exchange, and registration of the foreign entity's securities or **equity** interests, or appointing and maintaining trustees or depositaries with relation to its securities or equity interests.
- ([NYBCL § 1301\(b\)](#), [NY LLCL § 803\(a\)](#), and [N.Y. Partnership Law §§ 121-902\(b\)](#) and [121-1502\(b\)](#).)
- The statutory list of excluded activities does not establish a standard for activities that subject a foreign for-profit corporation, LLC, LP, or LLP to service of **process** ([NYBCL § 1301\(c\)](#), [NY LLCL § 803\(b\)](#), and [N.Y. Partnership Law §§ 121-902\(c\)](#) and [121-1502\(b\)](#)).
- New York courts examining this issue have determined that:
 - there is a presumption that a foreign corporation does business in its state of incorporation rather than in New York;
 - to be considered doing business in New York, a foreign corporation must be engaged in a regular and continuous course of conduct in New York; and
 - the question of whether a foreign corporation's activities in New York constitute doing business must be made on a case-by-case basis with inquiry into the kind of business being conducted.
- ([Highfill, Inc. v. Bruce and Iris, Inc.](#), 855 N.Y.S.2d 635, 637 (2d Dep't 2008).)
- It is likely New York courts will apply these same concepts when determining if other foreign entity types are doing business in New York.
- Whether a foreign entity is doing business in New York for purposes of requiring qualification requires a greater amount of contact with New York than that to establish that a foreign entity is doing business in New York for jurisdictional purposes ([CPLR 302](#) and [Maro Leather Co. v. Aerolineas Argentinas](#), 617 N.Y.S.2d 617, 619 (1st Dep't 1994)).
- A foreign LLP is not deemed to be carrying on or conducting business in New York solely because it has filed a notice of registration with the DOS ([N.Y. Partnership Law § 121-1502\(b\)](#)).

For more information on doing business and qualification in New York, see [State Q&A, Corporation Law: New York, Foreign Corporations](#) and [Department of State: "Doing Business" in New York: An Introduction to Qualification](#).

Doing Business Without Authority

- The New York attorney general may file an action to prevent an unauthorized foreign entity from doing business in New York ([NYBCL § 1303](#), [NY LLCL § 809](#), and [N.Y. Partnership Law § 121-908](#)).
- An unauthorized foreign entity cannot maintain any action, suit, or special proceeding in New York until it has:

- received authorization to do business or filed a notice with the DOS (see [File Qualification Documentation](#));
- if a corporation, paid all fees, taxes, penalties, and interest charges accrued against the corporation; and
- if a foreign LLP, paid all fees which would have been due had it filed the required notice before doing business in New York.
- ([NYBCL § 1312\(a\)](#), [NY LLCL § 808\(a\)](#), and [N.Y. Partnership Law §§ 121-907\(a\)](#) and [121-1502\(m\)](#).)
- A foreign entity's failure to obtain proper authority does not:
 - affect the validity of its contracts or acts; or
 - bar it from defending any New York action, suit, or special proceeding.
- ([NYBCL § 1312\(b\)](#), [NY LLCL § 808\(b\)](#), and [N.Y. Partnership Law §§ 121-907\(b\)](#) and [121-1502\(m\)](#).)
- A foreign LLC's members, managers, and agents are not liable for the LLC's contractual obligations or other liabilities solely because the LLC is doing or has done business in New York without authority ([NY LLCL § 808\(c\)](#)).
- A foreign LP's limited partner is not liable as a **general partner** of the LP solely because the LP is doing or has done business in New York without authority ([N.Y. Partnership Law § 121-907\(c\)](#)).
- A registered foreign LLP's (RLLP's) partners or agents are not liable for the RLLP's contractual obligations or other liabilities if the RLLP fails to meet its publication obligations (see [Registered Limited Liability Partnerships: Publication](#)). Failure to meet the publication obligations also does not affect the validity of its contracts or acts or bar it from defending any New York action or special proceeding. ([N.Y. Partnership Law § 121-1502\(f\)\(II\)\(A\)](#), [\(B\)\(4\)](#).)

Name Considerations

Before applying for authority to do business in New York, foreign entities should determine if their name may be used in New York.

Name Availability

- The names of foreign corporations, LLCs, and LPs applying for authority must be distinguishable from existing names on file with the DOS ([NYBCL 301\(a\)\(2\)](#), [NY LLCL § 204\(b\)](#), and [N.Y. Partnership Law § 121-102\(a\)\(2\)](#)).
- A foreign entity can check if a name is available by submitting a name availability inquiry to the DOS in writing ([19 NYCRR § 156.1](#)). The inquiry should list the name or names to be searched and request their availability. Submit the inquiry:
 - by mail to the New York Department of State, Division of Corporations, One Commerce Plaza, 99 Washington Avenue, Albany, NY 12231; or
 - by fax to the Division of Corporation's (DOC) Information Unit at (518) 473-1654.
- There is a \$5 fee for each name searched ([N.Y. Exec. Law § 96\(1\)](#)). For information about acceptable payment methods, see [Practice Note, Filing Documents with the Department of State \(NY\): Payment Methods](#). For more information about name availability searches, see [Practice Note, Forming and Organizing a Corporation \(NY\): Name Availability](#).
- RLLPs' names are not searched for availability (see [Department of State: Limited Liability Partnership FAQs: How do I determine if the name I want to use is available?](#)).

- Parties often forego submitting name availability requests and instead initiate an online filing with the DOS for a **certificate of incorporation** or articles of organization (see [Department of State: Online Filing System](#)). The online filing requires the submission of the entity's name and the DOS website will reject any names that are not acceptable and provide a reason for the rejection. The online application can be canceled after the name is submitted.
- A foreign entity can also search the DOC's records to see the names of corporations, LLCs, LPs, and LLPs on file with the DOS. The search results are for informational purposes only though and should not be relied on to determine whether a name is available for use. Searches can be conducted:
 - online through the Corporation and Business Entity Database (see [Department of State: Corporation and Business Entity Database](#));
 - by calling, mailing, emailing, or faxing a search request to the DOC; or
 - by directly accessing the DOC's records if the user has created a Service Company/Drawdown Account with the DOC and installed the required software (see [Department of State: Service Company/Drawdown Account Application](#)). Service companies typically have these accounts with the DOC.
- For more information, see [Department of State: How do I get information on a corporation or other business entity? What information is available?](#)

Statutory Requirements

- Statutory requirements regarding names vary depending on the foreign entity type.
- In general, the names of foreign corporations, PCs, LLCs, PLLCs, and LPs must:
 - be distinguishable from the names (including fictitious or reserved names) of any domestic or authorized foreign corporation, LLC, or LP on file with the DOS; and
 - not contain any statutorily prohibited or restricted words, phrases, or abbreviations unless the entity has complied with the procedures for an exception.
- ([NYBCL §§ 301 and 1529](#), [NY LLCL §§ 204 and 1305](#), and [N.Y. Partnership Law § 121-102](#).)
- **Corporations.** The name of a foreign for-profit corporation must contain the word "corporation," "incorporated," or "limited," or an abbreviation of one of these words ([NYBCL § 301\(a\)\(1\)](#)).
- **Professional Service Corporations.** The name of a foreign PC:
 - must end with the words "Professional Corporation" or the abbreviation "P.C." ([NYBCL § 1530\(a\)\(1\)](#));
 - may not contain the name of a deceased person (with limited exceptions) ([NYBCL § 1512\(a\)](#)); and
 - must comply with New York State Education Department requirements (see [State Education Department, Office of the Professions: Section IV Foreign Professional Service Corporations](#)).
- **Limited Liability Companies.** The name of a foreign LLC must contain the words "Limited Liability Company" or the abbreviation "L.L.C." or "LLC" ([NY LLCL § 204\(a\)](#)).
- **Professional Service Limited Liability Companies.** The name of a foreign professional service LLC (PLLC):
 - must end with "Professional Limited Liability Company" or "Limited Liability Company" or the abbreviation "P.L.L.C.," "PLLC," "L.L.C.," or "LLC" ([NY LLCL § 1306\(a\)\(1\)](#)); and
 - must comply with New York State Education Department requirements (see [State Education Department, Office of](#)

[the Professions: Section VII Foreign Professional Service Limited Liability Companies](#)).

- **Limited Partnerships.** The name of a foreign LP must contain the words “Limited Partnership” or the abbreviation “L.P.” ([N.Y. Partnership Law § 121-102\(a\)](#)).
- **Registered Limited Liability Partnerships.** The name of a foreign RLLP must:
 - contain the words “Registered Limited Liability Partnership” or “Limited Liability Partnership” or the abbreviations “R.L.L.P.,” “RLLP,” “P.L.L.,” “PLL,” “L.L.P.,” or “LLP” ([N.Y. Partnership Law § 121-1502\(k\)](#)); and
 - comply with New York State Education Department requirements (see [State Education Department, Office of the Professions: Section IX Registered Professional Limited Liability Partnerships](#)).

Name Reservation

- If the desired name is available, a foreign corporation, PC, LLC, PLLC, or LP may reserve the name for sixty days by submitting an application for reservation of name with the DOS. For information on filing the application, see [Filing Process](#).
- The application must include the statutory fee of \$20 ([NYBCL § 104-A\(a\)](#), [NY LLCL § 1101\(a\)](#), and [N.Y. Partnership Law § 121-1300\(a\)](#)).
- Once an application for reservation of name is filed, a certificate of reservation is issued.
- Entities may request up to two 60-day extensions in writing but must pay an additional \$20 fee for each extension.
- The certificate of reservation must be attached to the application for authority.

([NYBCL § 303](#), [NY LLCL § 205](#), and [N.Y. Partnership Law § 121-103](#).)

Forms for applications for the reservation of names are available on the DOS's website. See:

- [Application for Reservation of Name \(Corporations\)](#).
- [Application for Reservation of Name \(LLCs\)](#).
- [Application for Reservation of Name \(LPs\)](#).

Fictitious Names

- If the legal name of a foreign corporation, LLC, or LP is not available or not acceptable for authorization in New York, the entity may qualify to do business in New York using a fictitious name that meets New York's statutory requirements ([NYBCL § 1301\(d\)](#), [NY LLCL § 802\(a\)\(1\)](#), and [N.Y. Partnership Law § 121-902\(a\)\(1\)](#)).
- If the legal name of a foreign corporation, LLC, or LP does not contain the required entity designation or abbreviation (such as Inc., LLC, or L.P.), the entity must add one for use in New York or use a fictitious name ([NYBCL §§ 301\(a\)\(1\)](#) and [1301\(d\)](#), [NY LLCL §§ 204\(a\)](#) and [802\(a\)\(1\)](#), and [N.Y. Partnership Law §§ 121-102\(a\)\(1\)](#) and [121-902\(a\)\(1\)](#)).
- A foreign corporation's fictitious name does not need to contain a corporate designation or abbreviation at the end because it is not subject to [Section 301\(a\)\(1\) of the NYBCL](#) ([NYBCL § 1301\(d\)](#)).
- The filing of a fictitious name does not constitute the filing of an assumed name ([NYBCL § 1301\(d\)](#), [NY LLCL § 802\(a\)\(1\)](#), and [N.Y. Partnership Law § 121-902\(a\)\(1\)](#)). For more information about assumed names, see [Assumed Names in New York Checklist](#) and [N.Y. Gen. Bus. Law § 130\(1\)\(b\)](#).

File Qualification Documentation

To qualify to do business in New York, foreign corporations, PCs, LLCs, PLLCs, and LPs must file an application for authority and foreign RLLPs must file a notice of registration with the DOS. However, foreign corporations in existence on September 1, 1963 that were authorized to do business in New York under a certificate of authority retain their authority without needing to

file an application for authority ([NYBCL § 1302](#)).

Corporations

Application for Authority

- **Contents.** The application for authority must include:
 - the foreign corporation's name;
 - if the foreign corporation's name is not available, the fictitious name under which it proposes to do business or is doing business in New York;
 - the foreign corporation's jurisdiction and its date of incorporation;
 - its corporate purpose or purposes;
 - the New York county where the foreign corporation's office will be located;
 - a designation of the New York Secretary of State (SOS) as the foreign corporation's agent for service of process and the post office address within or outside New York to which the SOS must mail a copy of any process served on the SOS;
 - if the foreign corporation has a **registered agent**, that agent's name and New York address and a statement that the registered agent is to receive service of process for the foreign corporation; and
 - a statement that the foreign corporation has not engaged in activity in New York since its incorporation (or the date its authority to do business in New York was last surrendered) or, if it has, consent from the New York State tax commission (which is the New York State Department of Taxation and Finance (Tax Department)).
- ([NYBCL § 1304\(a\)](#).)
- **Execution.** An officer, director, attorney-in-fact, or authorized person of the foreign corporation must sign the application for authority ([NYBCL § 104\(d\)](#)).
- **Form.** The applicant can submit a self-drafted application for authority, such as [Standard Document, Application for Authority: Foreign Corporation \(NY\)](#), or use the sample application for authority for a foreign corporation available on the DOS's website (see [Department of State: Application for Authority Form \(Foreign Corporations\)](#)). The DOS form does not include optional provisions, such as registered agent information. The application must be in English although the corporate name may be in another language if written in English letters or characters ([NYBCL § 104\(a\)](#)).
- **Additional Documents.** The application for authority must include:
 - a backer (also known as a cover sheet) that includes the title "Application for Authority," the statute under which the application is submitted for filing, and the name and address of the filer ([19 NYCRR § 150.1](#));
 - a certificate of existence (also known as a **certificate of good standing**) issued by the official who files and maintains corporate records in the foreign corporation's jurisdiction of incorporation and dated within one year of the application. The certificate must be in English or have an English translation under oath of the translator attached. ([NYBCL § 1304\(b\)](#) and see [Department of State: Business Corporation Filings, Application for Authority \(Foreign Corporations\)](#));
 - if the foreign corporation conducted business in New York before filing the application for authority, consent from the

Tax Department ([NYBCL § 1304\(a\)\(8\)](#)). To request consent, call the Tax Department at (518) 485-2639 or mail an affidavit indicating the date the foreign corporation began to do business in New York State and the corporation's reporting period (calendar or fiscal) to NYS Department of Taxation and Finance, Corporation Tax Dissolution Unit Building 8, Room 558, W.A. Harriman Campus, Albany, NY 12227 (see [Tax Department: Foreign corporations authorized to do business in New York State](#) and [How does a foreign corporation become authorized to do business in New York State?](#); and

- if the foreign corporation reserved its name with the DOS, the certificate of reservation.
- **Fee.** The fee for the application for authority is \$225 ([NYBCL § 104-A\(l\)](#)).
- **Filing Process.** For information on the filing process, see [Filing Process](#).
- **Authorization Granted.** The foreign corporation is authorized to do business in New York when the DOS files the application for authority. It may conduct only the business set out in the application and only to the extent it is authorized to conduct that business in its jurisdiction of incorporation. It may not conduct any business prohibited to New York corporations. ([NYBCL §§ 1301\(a\)](#) and [1305](#).)

Professional Service Corporations

Application for Authority

- **Contents.** The application for authority must include:
 - the foreign PC's name;
 - the foreign PC's jurisdiction and its date of incorporation;
 - a statement of the profession or professions to be practiced in New York and a statement that the PC is authorized to practice that profession in its jurisdiction of incorporation;
 - the name, address, and license number of each person within the foreign PC licensed to practice in New York;
 - the city, incorporated village, or town and county in New York where the corporation's office is to be located;
 - a designation of the SOS as the foreign PC's agent for service of process and the post office address within or outside New York to which the SOS must mail a copy of any process served on the SOS;
 - if the foreign PC has a registered agent, that agent's name and New York address and a statement that the registered agent is to receive service of process; and
 - a statement that the foreign PC has not engaged in activity in New York since its incorporation (or the date its authority to do business in New York was last surrendered) or, if it has, an attached consent from the Tax Department.
- ([NYBCL § 1530\(a\)](#).)
- **Execution.** An officer, director, attorney-in-fact, or duly authorized person must sign the foreign PC's application for authority ([NYBCL §§ 104\(d\)](#) and [1529](#)).
- **Form.** The applicant can use a self-drafted form or the sample application for authority for a foreign PC available on the DOS's website (see [Department of State: Application for Authority Form \(Foreign Professional Service\)](#)). The DOS form does not include optional provisions, such as registered agent information. The application must be in English although the PC's name may be in another language if written in English letters or characters ([NYBCL § 104\(a\)](#)).
- **Additional Documents.** The application for authority must include:

- a backer (also known as a cover sheet) that includes the title “Application for Authority,” the statute under which the application is submitted for filing, and the name and address of the filer ([19 NYCRR § 150.1](#)). A backer is attached to the DOS form as the last page;
- a certificate of existence (also known as a certificate of good standing) issued by the official who files and maintains corporate records in the foreign PC’s jurisdiction of incorporation and dated within one year ([NYBCL § 1530\(b\)\(1\)](#) and see [Department of State: Business Corporation Filings, Application for Authority \(Professional Service Foreign Corporations\)](#));
- a certificate of good standing or authority issued by the relevant New York licensing authority for each professional within the foreign PC that will practice in New York ([NYBCL § 1530\(b\)\(2\)](#)). The relevant licensing authority is the Regents of the University of the State of New York, the New York State Education Department, or the appropriate appellate division of the supreme court (Licensing Authority) ([NYBCL § 1525\(a\)](#) and [NY LLCL § 1301\(b\)](#)). For more information, see [State Education Department, Office of the Professions: Section IV Foreign Professional Service Corporations](#) and [Office of Counsel: Commissioner’s Consents, Application for Authority](#) and [22 NYCRR §§ 521.1 to 521.8](#);
- for a foreign PC providing healthcare services, a certificate of good standing or authority issued by the relevant Licensing Authority for each shareholder, officer, and director ([NYBCL § 1530\(b\)\(3\)](#));
- if the foreign PC conducted business in New York before filing the application for authority, consent from the Tax Department ([NYBCL § 1530\(a\)\(8\)](#)). To request consent, call the Tax Department at (518) 485-2639; and
- if the foreign PC reserved its name with the DOS, the certificate of reservation.
- **Fee.** The fee for the application for authority is \$200 ([NYBCL § 1530\(c\)](#)).
- **Filing Process.** For information on the filing process, see [Filing Process](#).
- **Authorization Granted.** The foreign PC is authorized to do business in New York when the DOS files its application for authority. It may conduct only the business set out in the application and only to the extent it is authorized to conduct that business in its jurisdiction of incorporation. It may not conduct any business prohibited to New York corporations. ([NYBCL §§ 1301, 1305, and 1529.](#))

Limited Liability Companies

Application for Authority

- **Contents.** The application for authority must include:
 - the foreign LLC’s name;
 - if the foreign LLC’s name is not acceptable for authorization, the fictitious name under which it is doing business in New York;
 - the foreign LLC’s jurisdiction and its date of its formation;
 - the New York county where the foreign LLC’s office will be located or, if the foreign LLC will maintain more than one New York office, the county where its principal office is to be located;
 - a designation of the SOS as the foreign LLC’s agent for service of process and the post office address within or outside New York to which the SOS must mail a copy of any process served on the SOS;
 - if the foreign LLC has a registered agent, that agent’s name and New York address and a statement that the registered agent is to be served with process;

- the address of the office required to be maintained in the foreign LLC's jurisdiction of formation or, if not required, the principal office of the LLC;
- a statement that the foreign LLC is in existence in its jurisdiction of formation; and
- the name and address of the authorized officer in the foreign LLC's jurisdiction of formation where a copy of its articles of organization are filed or, if there are no public filings, a statement that the LLC will provide a copy of its articles of organization and any amendments on request (including English translations under oath of the translator if these documents are not in English), and the name and address of the person responsible for providing those copies.
- [\(NY LLCL § 802\(a\).\)](#)
- **Execution.** At least one member, manager, authorized person, or attorney-in-fact must sign the foreign LLC's application for authority ([NY LLCL § 207\(a\)\(6\), \(b\)](#)).
- **Form.** The applicant may use a self-drafted form or the form of application for authority for a foreign LLC available on the DOS's website (see [Department of State: Application for Authority Form \(Foreign LLC\)](#)). The DOS form does not include optional provisions, such as registered agent information.
- **Additional Documents.** The application for authority must include:
 - a backer (also known as a cover sheet) that includes the title "Application for Authority," the statute under which the application is submitted for filing, and the name and address of the filer ([19 NYCRR § 150.1](#)). A backer is attached to the DOS form as the last page;
 - a certificate of existence (also known as a certificate of good standing) dated within one year, a certified copy of the articles of organization and any amendments if no certificate of existence is issued by the foreign LLC's jurisdiction of formation, or a certified copy of the foreign LLC's organizational document and any amendments if articles of organization have not been filed. These certificates and copies must be in English or have an English translation under oath of the translator attached. ([NY LLCL § 802\(a\)](#)) and see [Department of State: Limited Liability Company Filings, Application for Authority \(Foreign Limited Liability Companies\)](#)); and
 - if the foreign LLC reserved its name with the DOS, the certificate of reservation.
- **Fee.** The fee for the application for authority is \$250 ([NY LLCL § 1101\(k\)](#)).
- **Filing Process.** For information on the filing process, see [Filing Process](#).
- **Authorization Granted.** The foreign LLC is authorized to do business in New York when its application for authority is filed with the DOS. The foreign LLC may only conduct business in New York that it may conduct in its jurisdiction of organization and only to the extent a New York LLC may. ([NY LLCL § 805](#)).

Publication

- Within 120 days after filing the application for authority, the foreign LLC must publish a copy of the application or notice containing the substance of the application in two separate newspapers (one printed daily and one printed weekly) in the New York county where the office of the LLC is located. Many entities pay a third party service company to handle meeting the publication requirement.
- The county clerk designates which newspapers to use. If the county clerk does not designate a daily or weekly newspaper, the foreign LLC must publish in a daily or weekly (or both if the county clerk has not designated either) newspaper of any contiguous county.
- Publication must occur once a week for six consecutive weeks. When complete, the printer or publisher of each newspaper will provide the foreign LLC with an affidavit of publication.
- The notice must include the same information required on the application for authority (other than the statement that the foreign LLC exists in its jurisdiction of formation) plus:

- the date the application for authority was filed with the DOS;
- the street address of the foreign LLC's principal office location, if any; and
- the character or purpose of the foreign LLC's business.
- [\(NY LLCL § 802\(b\)\(i\).\)](#)
- The foreign LLC must file a certificate of publication (see [Department of State: Certificate of Publication Form \(Foreign LLC\)](#)), along with the affidavits of publication, with the DOS (see [Filing Process](#)).
- The filing fee for the certificate of publication is \$50 ([NY LLCL § 1101\(s\)](#)).
- Foreign LLCs that fail to publish notice within 120 days after qualification will have their authority suspended until the publication requirements are met ([NY LLCL § 802\(b\)\(i\)](#)).

Professional Service Limited Liability Companies

Application for Authority

- **Contents.** The application for authority must include:
 - the foreign PLLC's name;
 - the foreign PLLC's jurisdiction and its date of formation;
 - a statement of the profession or professions to be practiced in New York and a statement that it is authorized to practice in its jurisdiction of formation;
 - the name, address, and if applicable, the license number of each professional of the PLLC licensed to practice in New York;
 - the city, village, or town and county in New York where its office is to be located;
 - the designation of the SOS as the foreign PLLC's agent for service of process and the post office address within or outside New York to which the SOS must mail a copy of any process served on the SOS; and
 - if the foreign PLLC has a registered agent, that agent's name and New York address and a statement that the registered agent is to be served with process for the LLC.
- [\(NY LLCL § 1306\(a\).\)](#)
- **Execution.** At least one member, manager, authorized person, or attorney-in-fact must sign the foreign PLLC's application for authority ([NY LLCL §§ 207\(a\)\(6\), \(b\)](#) and [1305](#)).
- **Form.** An applicant may use a self-drafted form or the form of application for authority for a foreign PLLC available on the DOS's website (see [Department of State: Application for Authority Form \(Foreign Professional Service LLC\)](#)). The DOS form does not include optional provisions, such as registered agent information.
- **Additional Documents.** The application for authority must include:
 - a backer (also known as a cover sheet) that includes the title "Application for Authority," the statute under which the application is submitted for filing, and the name and address of the filer ([19 NYCRR § 150.1](#)). A backer is attached to the DOS form as the last page;
 - a certificate of existence (also known as a certificate of good standing) issued by the official who files and maintains

company records in the foreign PLLC's jurisdiction of formation and dated within one year ([NY LLCL § 1306\(b\)\(1\)](#)) and see [Department of State: Limited Liability Company Filings, Application for Authority \(Foreign Professional Service Limited Liability Companies\)](#));

- for each professional within the foreign PLLC that is an individual and will practice in New York, a certificate issued by the relevant Licensing Authority that the professional is licensed in New York ([NY LLCL § 1306\(b\)\(2\)](#)). For more information, see [State Education Department, Office of the Professions: Information Regarding Certification or Verification of Licensure](#) and [22 NYCRR §§ 521.1 to 521.8](#);
- for each professional within the foreign PLLC that is a PC, PLLC, RLLP, foreign LLP, or professional partnership and will practice in New York, a certificate issued by the relevant Licensing Authority stating that either each professional entity and its shareholders, members, or partners are licensed in New York or one or more of the professional entities and one or more of its shareholders, members, or managers are licensed in New York ([NY LLCL § 1306\(b\)\(2\)\(A\)](#)). For more information, see [State Education Department, Office of the Professions: Section VII Foreign Professional Service Limited Liability Companies](#);
- for each professional within the foreign PC that is a domestic or foreign PC, domestic or foreign PLLC, RLLP, or foreign LLP and will practice in New York, a certificate of existence or good standing issued by an official of the foreign PLLC's jurisdiction of formation ([NY LLCL § 1306\(b\)\(2\)\(B\)](#));
- for each professional within the foreign PC that is a foreign PC, foreign PLLC, or foreign LLP, a certificate from the SOS that the entity is authorized to do business in New York ([NY LLCL § 1306\(b\)\(2\)\(B\)](#));
- for a foreign PLLC providing healthcare services, a certificate issued by the relevant Licensing Authority that each member or manager of the foreign PLLC is licensed to practice in New York ([NY LLCL § 1306\(b\)\(3\)](#)); and
- if the foreign PLLC reserved its name with the DOS, the certificate of reservation.
- **Fee.** The fee for the application for authority is \$200 ([NY LLCL § 1306\(c\)](#)).
- **Filing Process.** For information on the filing process, see [Filing Process](#).
- **Authorization Granted.** The foreign PLLC is authorized to do business in New York when its application for authority is filed with the DOS. The foreign PLLC may only conduct business in New York that it may conduct in its jurisdiction of organization and only to the extent a New York PLLC may. ([NY LLCL §§ 805 and 1305](#).)

Publication

- The publication requirements and fees for a foreign PLLC under the NY LLCL are the same as those for a foreign LLC ([NY LLCL § 1306\(d\)\(i\)](#)) and see [Limited Liability Companies: Publication](#).
- The DOS provides a certificate of publication form specifically for foreign PLLCs (see [Department of State: Certificate of Publication Form \(Foreign Professional Service LLC\)](#)).

Limited Partnerships

Application for Authority

- **Contents.** The application for authority must include:
 - the foreign LP's name;
 - if the foreign LP's name is not acceptable for authorization, the fictitious name under which it will do business in New York;
 - the foreign LP's jurisdiction and its date of organization;

- the New York county where the foreign LP's office will be located;
 - a designation of the SOS as the foreign LP's agent for service of process and a post office address within or outside New York to which the SOS must mail a copy of any process served on the SOS;
 - if the foreign LP has a registered agent, that agent's name and New York address and a statement that the registered agent is to be served with process for the LP;
 - the address of the office required to be maintained in the foreign LP's jurisdiction of organization or, if not required, the foreign LP's principal office;
 - a list of all the general partners' names and business or residence addresses;
 - a statement that the foreign LP is in existence in its jurisdiction of organization when the application of authority is filed; and
 - the name and address of the authorized officer in the foreign LP's jurisdiction of organization where a copy of its certificate of limited partnership is filed or, if no public filing is required, a statement that the LP will provide a copy of its certificate of limited partnership and any amendments on request (including English translations under oath of the translator if these documents are not in English), and the name and post office address of the person responsible for providing those copies.
- [\(N.Y. Partnership Law § 121-902\(a\).\)](#)
 - **Execution.** A general partner must sign the foreign LP's application for authority ([N.Y. Partnership Law § 121-204\(a\)\(4\).](#))
 - **Form.** The applicant may use a self-drafted form or the form of application for authority for a foreign LP available on the DOS's website (see [Department of State: Application for Authority Form \(Foreign LP\)](#)). The DOS form does not include optional provisions, such as registered agent information.
 - **Additional Documents.** The application for authority must include:
 - a backer (also known as a cover sheet) that includes the title "Application for Authority," the statute under which the application is submitted for filing, and the name and address of the filer ([19 NYCRR § 150.1](#)). A backer is attached to the DOS form as the last page;
 - a certificate of existence (also known as a certificate of good standing) dated within one year of the application, a certified copy of the restated certificate of limited partnership and any amendments (if no certificate of existence is issued by the foreign LP's jurisdiction of organization), or a certified copy of the foreign LP's organizational certificate and any amendments (if a restated certificate has not been filed). These certificates and copies must be in English or have an English translation under oath of the translator attached. ([N.Y. Partnership Law § 121-902\(a\)](#) and see [Department of State: Limited Partnership Filings, Application for Authority](#)); and
 - if the foreign LP reserved its name with the DOS, the certificate of reservation.
 - **Fee.** The fee for the application for authority is \$200 ([N.Y. Partnership Law § 121-1300\(k\)](#)).
 - **Filing Process.** For more information on the filing process, see [Filing Process](#).
 - **Authorization Granted.** The foreign LP is authorized to do business in New York when the application for authority is filed with the DOS. The foreign LP may only conduct business in New York that it may conduct in its jurisdiction of organization and only to the extent a New York LP may. ([N.Y. Partnership Law § 121-904.](#))

Publication

- Within 120 days after filing the application for authority, the foreign LP must publish a copy or notice containing the substance of the application for authority in two separate newspapers (one printed daily and one printed weekly) in the county where the office of the LP is located. The county clerk must designate the newspapers.
- Publication must occur once a week for six consecutive weeks. The printer or publisher of each newspaper will provide the foreign LP with an affidavit of publication.
- The notice must include the same information required on the application for authority (other than the statement that the foreign LP exists in its jurisdiction of formation) plus:
 - the date the application for authority was filed with the DOS;
 - the street address of the foreign LP's principal business location, if any;
 - a statement that the list of the names and business or residence addresses of all of the foreign LP's general partners is available from the SOS; and
 - the character or purpose of the foreign LLC's business.
- [\(N.Y. Partnership Law § 121-902\(d\)\(i\).\)](#)
- The foreign LP must file a certificate of publication (see [Department of State: Certificate of Publication \(Foreign LP\)](#)), along with affidavits of publication, with the DOS (see [Filing Process](#)).
- The filing fee for the certificate of publication is \$50 ([N.Y. Partnership Law § 121-1300\(f\)](#)).
- Foreign LPs that fail to publish notice within 120 days after qualification will have their authority suspended until the publication requirements are met ([N.Y. Partnership Law § 121-902\(d\)\(i\)](#)).

Registered Limited Liability Partnerships

Notice of Registration

- **Contents.** The notice must contain the following information:
 - the name under which the foreign LLP intends to do business in New York;
 - the date on which, and jurisdiction where, the foreign LLP registered as an LLP;
 - the address of the foreign LLP's principal office;
 - the profession or professions that the foreign LLP will practice and a statement that it is a foreign LLP eligible to file notice under the New York Partnership Law;
 - a designation of the SOS as the foreign LLP's agent for service of process and the post office address within or outside New York where the SOS must mail a copy of any process served on the SOS;
 - if the foreign LLP has a registered agent, that agent's name and New York address and a statement that the registered agent is to be served with process for the LLP;
 - a statement that the foreign LLP's registration as an LLP is effective in the jurisdiction of registration when the notice of registration is filed;
 - a statement that the foreign LLP is filing to obtain status as a New York registered foreign LLP;

- the notice of registration's proposed effective date (which may not exceed 60 days from the date of filing), if it will not be effective on filing; and
- any other information the foreign LLP decides to include.
- [\(N.Y. Partnership Law § 121-1502\(a\).\)](#)
- **Execution.** At least one partner must sign the foreign LLP's notice of registration ([N.Y. Partnership Law § 121-1502\(c\)](#)).
- **Form.** The applicant may use a self-drafted form or the form of notice of registration for a foreign LLP available on the DOS's website (see [Department of State: Notice of Registration Form \(Foreign LLP\)](#)). The DOS form does not include optional provisions, such as registered agent information.
- **Additional documents.** The notice of registration must include:
 - a backer (also known as a cover sheet) that includes the title "Notice of Registration," the statute under which the notice is submitted for filing, and the name and address of the filer ([19 NYCRR § 150.1](#)). A backer is attached to the DOS form as the last page; and
 - a copy of the last registration, renewal, or similar filing, if any, filed with the foreign LLP's jurisdiction of registration or a certificate evidencing LLP registration issued by the foreign LLP's jurisdiction of registration. These certificates and copies must be in English or have an English translation under oath of the translator attached. ([N.Y. Partnership Law § 121-1502\(a\).](#))
- **Fee.** The fee for the notice of registration is \$250 ([N.Y. Partnership Law § 121-1502\(a\)](#)).
- **Filing Process.** For information on the filing process, see [Filing Process](#).
- **Authorization Granted.** The foreign LLP is authorized to do business in New York when the notice of registration is filed with the DOS, unless a later effective date is specified ([N.Y. Partnership Law § 121-1502\(a\)](#)).

Publication

- Within 120 days after filing the notice of registration, the foreign RLLP must publish a copy or notice containing the substance of the notice of registration in two separate newspapers (one printed daily and one printed weekly) in the county where the office of the foreign LLP is located. The county clerk must designate the newspapers.
- Publication must occur once a week for six consecutive weeks. The printer or publisher of each newspaper will provide the foreign RLLP with an affidavit of publication.
- The notice must include:
 - the foreign RLLP's name;
 - the date the notice of registration was filed with the DOS;
 - the foreign RLLP's jurisdiction and date of organization;
 - the New York county where the foreign RLLP's principal office is located;
 - the street address of the foreign RLLP's principal business location, if any;
 - a statement that the SOS has been designated as agent for service of process and the post office address within or outside New York where the SOS must mail a copy of any process served on the SOS;
 - the name and New York address of the foreign RLLP's registered agent, if any, and a statement that the registered

agent is to be served with process;

- the address of the office required to be maintained in the foreign RLLP's jurisdiction of organization or, if not required, the foreign RLLP's principal office;
 - the name and address of the authorized officer in the foreign RLLP's jurisdiction of registration where a copy of its registration is filed or, if no public filing is required, a statement that the RLLP will provide a copy of its registration and any amendments on request (including English translations under oath of the translator if these documents are not in English), and the name and post office address of the person responsible for providing those copies; and
 - the character or purpose of the foreign RLLP's business.
- (N.Y. Partnership Law § 121-1502(f)(II)(A).)
 - The foreign RLLP must file a certificate of publication (see [Department of State: Certificate of Publication Form \(Foreign LLP\)](#)), along with affidavits of publication, with the DOS (see [Filing Process](#)).
 - The filing fee for the certificate of publication is \$50 (N.Y. Partnership Law § 121-1502(f)(II)(A)).
 - Foreign LLPs that fail to publish notice within 120 days after registration will have their authority suspended until the publication requirements are met (N.Y. Partnership Law § 121-1502(f)(II)(A)).

Registered Agent and Office

- **Secretary of State as Agent.** Each qualifying foreign corporation, LLC, LP, and RLLP must designate the SOS as its agent for service of process (NYBCL § 304, NY LLCL § 301, and N.Y. Partnership Law §§ 121-104 and 121-1502(a)(v)).
- **Registered Agent.** Foreign entities are also permitted, but not required, to designate a registered agent on their applications for authority or notices of registration (NYBCL §§ 305(a) and 1530(a)(7), NY LLCL §§ 302(a) and 1306(a)(7), and N.Y. Partnership Law §§ 121-105(a) and 121-1502(a)(vi)).
- **Registered Office.** Foreign entities are not required to have a registered office in New York. If they have a registered agent though, they must list the agent's address in New York on their application for authority or notice of registration (NYBCL §§ 1304(a)(7) and 1530(a)(7), NY LLCL §§ 802(a)(5) and 1306(a)(7), and N.Y. Partnership Law §§ 121-105(a) and 121-1502(a)(vi)).

Office and County Location

- **Corporations, LLCs, and LPs.** A foreign corporation, LLC, and LP must identify in its application for authority the New York county where its office will be located (NYBCL § 1304(a)(5), NY LLCL § 802(a)(3), and N.Y. Partnership Law § 121-902(a)(3)). The office does not have to be where the corporation, LLC, or LP conducts business (NYBCL § 102(a)(10), NY LLCL § 102(s), and N.Y. Partnership Law § 121-101(j)).
- **PCs and PLLCs.** A foreign PC and PLLC must identify in its application for authority the New York city, incorporated village, or town and county where its office will be located (NYBCL § 1530(a)(5) and NY LLCL § 1306(a)(5)). The office does not have to be where the PC or PLLC conducts business (NYBCL § 102(a)(10) and NY LLCL § 102(s)).
- **RLLP.** A foreign RLLP is not required to provide a New York county location in its notice of registration but must publish notice of its registration in newspapers of the New York county where its principal office is (N.Y. Partnership Law § 121-1502(f)(II)(A)).
- **Venue.** Regardless of where it transacts business or maintains its actual principal office or facility, a foreign corporation or LLC is subject to litigation for **venue** purposes in the New York county that it lists on its application for authority (CPLR 503 and *Carlton Group, Ltd. v. Prop. Markets Group, Inc.*, 21 N.Y.S.3d 704, 705 (2d Dep't 2015)).
- **Publication Costs.** The cost of publishing copies or notices (of either the application for authority or registration) in

county newspapers varies from county to county. New York County (Manhattan) is generally the most expensive.

Filing Process

- **Forms.** Forms of applications for authority and notice of registration are available on the DOS's website (see [Department of State: Forms List](#)). Applicants are not required to use the DOS forms.
- **Filing and Payment Methods.** Filings, along with any supporting documents, may be mailed, hand-delivered in person, or faxed to the DOC. For more information on filing methods and acceptable payment methods, see [Practice Note, Filing Documents with the Department of State \(NY\): Filing Methods](#). Many entities pay a third party service company to handle the submission of documents to the DOS for filing.
- **Processing Times.** The normal processing time for the DOS to file documents is within seven business days ([N.Y. Exec. Law § 96\(11\)\(d\)](#)), excluding mailing time. To check the status of the filing, access the searchable Corporation and Business Entity Database on the DOS's website, which is usually current through the previous day (see [Department of State: Corporation and Business Entity Database](#)). Expedited filing is available for an additional fee ([19 NYCRR § 154.1](#)). For more information, see [Practice Note, Filing Documents with the Department of State \(NY\): Expedited Processing](#).
- **Filing Confirmation.** After the DOS files the documents, the DOS will mail a filing receipt (which is proof of filing) to the filer listed on the filing's backer. The DOS will overnight the filing receipt if requested and a prepaid shipping label is provided. Once received, filers should verify that the filing receipt information is correct and file the filing receipt with the foreign entity's records. The DOS will not issue duplicate filing receipts unless the original was never received ([19 NYCRR § 150.5](#)).

Periodic Reports

Corporations

- **Biennial Statement.** A foreign corporation (except any farm corporation) that is authorized to do business in New York must file a biennial statement with the DOS stating:
 - its chief executive officer's name and business address;
 - its principal executive office address; and
 - the post office address within or outside New York where the SOS must mail a copy of any process served on the SOS as agent for the foreign corporation.
- ([NYBCL § 408\(1\)](#).)
- **Filing Period.** The foreign corporation must file the statement every two years during the calendar month in which its original application for authority was filed or became effective ([NYBCL § 408\(3\)](#)).
- **Form.** Foreign corporations may file biennial statements online on the DOS website (see [Department of State: E-Statement Filing Service](#)). If the foreign corporation cannot file online, it must use a form prescribed by the DOS ([NYBCL § 408\(2\)](#)). It can request a paper biennial statement form from the DOC's Statement Unit by:
 - fax at (518) 486-4680; or
 - email at corporations@dos.ny.gov.
- **Fee.** The filing fee for a biennial statement is \$9.
- For more information on biennial statements, see [Department of State: FAQ – Biennial Statements](#).

Professional Service Corporations

- **Annual Statement.** A foreign PC must file an annual statement with the relevant Licensing Authority:
 - listing the names and residential addresses of each shareholder, director, officer, and corporate employee licensed by that Licensing Authority;
 - certifying that the above individuals intending to practice a profession that the PC is authorized to practice in New York are licensed to practice that profession in New York; and
 - if the foreign PC is providing health services, certifying that each shareholder, officer, and director of the corporation is licensed to practice the profession.
- **Filing Period.** The foreign PC must file the statement annually on or before the date set by the Licensing Authority.

([NYBCL § 1531.](#))

Limited Liability Companies and Professional Service Limited Liability Companies

- **Biennial Statement.** A foreign LLC that is authorized to do business in New York must file a biennial statement with the DOS stating the post office address within or outside New York where the SOS must mail a copy of any process served on the SOS as agent for the foreign LLC ([NY LLCL §§ 301\(e\)\(1\) and 1305](#)).
- **Filing Period.** The foreign LLC must file the statement during the calendar month that its original application for authority was filed or became effective ([NY LLCL §§ 301\(e\)\(1\) and 1305](#)).
- **Form.** A foreign LLC may file the biennial statement online on the DOS website (see [Department of State: E-Statement Filing Service](#)). If the foreign LLC cannot file online, it must use a form prescribed by the DOS ([NY LLCL §§ 301\(e\)\(1\) and 1305](#)). It can request a paper biennial statement form from the DOC's Statement Unit by:
 - fax at (518) 486-4680; or
 - email at corporations@dos.ny.gov.
- **Fee.** The filing fee for a biennial statement is \$9.
- For more information on biennial statements, see [Department of State: FAQ – Biennial Statements](#).

Registered Limited Liability Partnerships

- **Five-year Statement.** A foreign RLLP must file an LLP statement with the DOS stating:
 - the RLLP's name that it is using to conduct business in New York;
 - the address of the RLLP's principal office;
 - the post office address within or outside New York where the SOS must mail a copy of any process served on the SOS as agent for the foreign RLLP; and
 - a statement that it is a foreign LLP.
- ([N.Y. Partnership Law § 121-1502\(f\).](#))

- **Filing Period.** A foreign RLLP must file an LLP statement within 60 days before the fifth anniversary of the effective date of its notice of registration and every five years after ([N.Y. Partnership Law § 121-1502\(f\)](#)). Expedited filing is not available.
- **Form.** The LLP statement form is mailed to the LLP's principal office two months before its due date. The RLLP must use the LLP statement provided by the DOS. If the RLLP does not receive a statement, it should contact the DOC's Statement Unit to request a copy by:
 - mail at One Commerce Plaza, 99 Washington Avenue, Albany, NY 12231-0002;
 - fax at (518) 486-4680; or
 - email using the DOS's [email contact form](#).
- **Fee.** The filing fee for the LLP statement is \$50 ([N.Y. Partnership Law § 121-1502\(f\)\(I\)\(i\)](#)).
- For more information on the LLP statement, see [Department of State: LLP 5 Year Statement FAQs](#).

Other Considerations

- **Licenses, Permits, or Certifications.** Consider whether there any state, county, or city licenses, permits, or certifications required to conduct the entity's business. For more information, see [New York State: Services: Licenses](#) and [New York City: NYC Resources: Business Assistance: Licenses, Permits and Inspections](#).
- **Tax Information.** The business entity may be subject to state and local tax requirements. New York State tax information may be obtained by the calling the Tax Department or accessing its website (see [Tax Department: Businesses](#) and [Contact Us](#)). New York City tax information is available on the New York City Department of Finance website (see [NYC Department of Finance: Taxes](#)).
- **General Employer Information.** For information on state employment requirements and guidelines, access the New York State Department of Labor website (see the [New York State Department of Labor: Businesses](#)).
- **Workers' Compensation.** For information on state workers' compensation, access the New York State Workers' Compensation Board website (see [New York State Workers' Compensation Board](#)).

Withdrawal or Termination of a Foreign Entity

Surrender of Authority or Withdrawal

- **Corporations.** Authorized foreign corporations may surrender their authority to do business in New York by submitting a certificate of surrender of authority to the DOS. The DOS will not file the certificate of surrender unless the consent of the Tax Department is attached. The foreign corporation's authority terminates when the DOS files the certificate of surrender. ([NYBCL § 1310](#).) The fee is sixty dollars ([NYBCL § 104-A\(o\)](#)). The DOS provides a certificate of surrender of authority form on its website (see [Department of State: Certificate of Surrender of Authority Form \(Foreign Corporation\)](#)).
- **Limited Liability Companies or Limited Partnerships.** Authorized foreign LLCs and LPs may surrender their authority to do business in New York by filing a certificate of surrender of authority with the DOS. The foreign entity's authority terminates upon filing. ([NY LLCL § 806\(a\)](#) and [N.Y. Partnership Law § 121-905\(a\)](#).) The fee is sixty dollars ([NY LLCL § 1101\(m\)](#) and [N.Y. Partnership Law § 121-1300\(m\)](#)). The DOS provides a form of a certificate of surrender of authority on its website (see [Department of State: Certificate of Surrender of Authority Form \(Foreign LLC\)](#) and [Certificate of Surrender of Authority Form \(Foreign LP\)](#)).
- **Limited Liability Partnerships.** A foreign LLP may terminate its status as a New York RLLP by filing a certificate of withdrawal with the DOS. The foreign LLP's authority terminates when filed, unless a later date (not to exceed sixty days from the filing date) is specified. The fee for the certificate of withdrawal is \$60. ([N.Y. Partnership Law § 121-1502\(e\)](#).) The DOS provides a form of a certificate of withdrawal on its website (see [Department of State: Certificate of Withdrawal Form \(Foreign LLP\)](#)).

Termination

Corporations, Limited Liability Companies, or Limited Partnerships

- A foreign authorized corporation, LLC, or LP must file a certificate of termination of existence with the DOS if:
 - it dissolves;
 - it merges into a foreign entity of the same type;
 - it is consolidated with a foreign entity of the same type; or
 - its authority or existence is terminated or cancelled in its jurisdiction of formation.
- Acceptable certificates of termination of existence are either:
 - a certificate from the secretary of state (or similar official) of the entity's jurisdiction of formation confirming that one of the termination events has occurred; or
 - a certified copy of a court order in the entity's jurisdiction of formation directing the entity's termination or surrender of authority.
- The foreign entity's authority terminates when the certificate of termination is filed.

([NYBCL § 1311](#), [NY LLCL § 807](#), and [N.Y. Partnership Law § 121-906](#).)

- The filing fee for the certificate of termination is \$60 if filed by the entity ([NYBCL § 104-A\(p\)](#), [NY LLCL § 1101\(n\)](#), and [N.Y. Partnership Law § 121-1300\(n\)](#)).

The certificate of termination of existence submitted to the DOS must include a white cover sheet. The DOS provides sample cover sheets. See:

- [Department of State: Certificate of Termination of Existence Foreign Corporations](#).
- [Department of State: Certificate of Termination of Existence Foreign LLC](#).
- [Department of State: Certificate of Termination of Existence Foreign LP](#).

Limited Liability Partnerships

- A foreign LLP must file a certificate of withdrawal with the DOS within thirty days after it ceases to be a RLLP or LLP in the jurisdiction governing its partnership agreement.
- The fee for the certificate of withdrawal is \$60 ([N.Y. Partnership Law § 121-1502\(e\)](#)).
- The DOS provides a form of a certificate of withdrawal on its website (see [Department of State: Certificate of Withdrawal Form \(Foreign LLP\)](#)).

New York courts do not have subject matter jurisdiction to dissolve a foreign entity (*Raharney Capital, LLC v. Capital Stack LLC*, 25 N.Y.S.3d 217, 219 (1st Dep't 2016)).