



Bill No.:

■ [Summary](#) ■ [Actions](#) ■ [Votes](#) ■ [Memo](#) ■ [Text](#) (*Printer friendly text*)

A06559 Summary:

BILL NO A06559
SAME AS No same as
SPONSOR Castelli
COSPNSR Jordan, Finch
MLTSPNSR Crouch, Hawley, McLaughlin

Rpld S102 subs (a-1) & (e-1), S206, S1101 sub (s), S1203 sub (c) 2, and 1006 & 1203, Lim Lil L; rpld S121-101 subs (a-1) & (a-2), S121-201 sub (c), S121-902 sub (d), S121-1300 sub (f), amd SS121-1500 & 121-1507, Partn L; rpld S23.03 sub 4, Arts & Cul L

Eliminates publication requirements for limited liability companies, limited partnerships and limited liability partnerships.

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A06559 Actions:

BILL NO A06559
03/21/2011 referred to corporations, authorities and commissions
01/04/2012 referred to corporations, authorities and commissions

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A06559 Text:

S T A T E O F N E W Y O R K

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2011-2012 Regular Sessions

I N A S S E M B L Y

March 21, 2011

Introduced by M. of A. CASTELLI -- read once and referred to the Committee on Corporations, Authorities and Commissions

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[SS802,](#)

AN ACT to amend the limited liability company law and the partnership law, in relation to eliminating publication requirements for limited liability companies, limited partnerships and limited liability partnerships; and to repeal certain provisions of the limited liability company law, the partnership law and the arts and cultural affairs law relating thereto

THE PEOPLE OF THE STATE OF NEW YORK, REPRESENTED IN SENATE AND ASSEMBLY, DO ENACT AS FOLLOWS:

1 Section 1. Subdivisions (a-1) and (e-1) of section 102 of the limited
2 liability company law are REPEALED.

3 S 2. Section 206 of the limited liability company law is REPEALED.

4 S 3. Section 802 of the limited liability company law, the opening
5 paragraph of subdivision (a) as amended by chapter 375 of the laws of
6 1998, paragraph 1 of subdivision (a) as amended by chapter 643 of the
7 laws of 1995, paragraph 4 of subdivision (a) as amended by chapter 470
8 of the laws of 1997 and subdivision (b) as amended by chapter 44 of the
9 laws of 2006, is amended to read as follows:

10 S 802. Application for authority. [(a)] Before doing business in this
11 state, a foreign limited liability company shall apply for authority to
12 do business in this state by submitting to the department of state [(i)]
13 (A) a certificate of existence or, if no such certificate is issued by
14 the jurisdiction of formation, a certified copy of the articles of
15 organization of the limited liability company and all subsequent amend-
16 ments thereto or, if no articles of organization have been filed, a
17 certified copy of the certificate filed as its organizational basis and
18 all amendments thereto (if such certificate or certified copy is in a
19 foreign language, a translation in English thereof under oath of the
20 translator shall be attached thereto) and [(ii)] (B) an application for
21 authority as a foreign limited liability company entitled "Application

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

LBD09565-02-1

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1 for authority of... (name of foreign limited liability company) under
2 section eight hundred two of the Limited Liability Company Law," signed
3 and setting forth:

4 (1) the name of the foreign limited liability company and, if a
5 foreign liability company's name is not acceptable for authorization
6 pursuant to section two hundred four of this chapter, the fictitious
7 name under which it proposes to apply for authority and do business in
8 this state, which name shall be in compliance with section two hundred
9 four of this chapter and shall be used by the foreign limited liability
10 company in all its dealings with the department of state and in the
11 conduct of its business in this state. The provisions of section one
12 hundred thirty of the general business law shall not apply to any ficti-
13 tious name filed by a foreign limited liability company pursuant to this
14 section, and a filing under section one hundred thirty of the general
15 business law shall not constitute the adoption of a fictitious name;

16 (2) the jurisdiction and date of its organization;

17 (3) the county within this state in which the office of the foreign
18 limited liability company is to be located or if the foreign limited
19 liability company shall maintain more than one office in this state, the
20 county within the state in which the principal office of the foreign
21 limited liability company is to be located;

22 (4) a designation of the secretary of state as its agent upon whom
23 process against it may be served and the post office address within or
24 without this state to which the secretary of state shall mail a copy of
25 any process against it served upon him or her;

26 (5) if it is to have a registered agent, his or her name and address
27 within the state and a statement that the registered agent is to be its
28 agent upon whom process may be served;

29 (6) the address of the office required to be maintained in the juris-
30 diction of its formation by the laws of that jurisdiction or, if not so
31 required, of the principal office of the foreign limited liability
32 company;

33 (7) a statement that the foreign limited liability company is in
34 existence in the jurisdiction of its formation at the time of the filing
35 of such application; and

36 (8) the name and address of the authorized officer in the jurisdiction
37 of its formation where a copy of its articles of organization is filed
38 or, if no public filing of its articles of organization is required by
39 the law of the jurisdiction of formation, a statement that the foreign
40 limited liability company shall provide, on request, a copy thereof with
41 all amendments thereto (if such documents are in a foreign language, a
42 translation in English thereof under oath of the translator shall be
43 attached thereto), and the name and post office address of the person
44 responsible for providing such copies.

45 [(b) (i) Within one hundred twenty days after the filing of the appli-
46 cation for authority with the department of state, a copy of the same or
47 a notice containing the substance thereof shall be published once in
48 each week for six successive weeks, in two newspapers of the county
49 within this state in which the office of the foreign limited liability
50 company is located, one newspaper to be printed weekly and one newspaper
51 to be printed daily, to be designated by the county clerk. When such
52 county is located within a city with a population of one million or
53 more, such designation shall be as though the copy or notice were a
54 notice or advertisement of judicial proceedings. Proof of the publica-
55 tion required by this paragraph, consisting of the certificate of publi-
56 cation of the foreign limited liability company with the affidavits of
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1 publication of such newspapers annexed thereto, must be filed with the
2 department of state. Notwithstanding any other provision of law, if the
3 office of the foreign limited liability company is located in a county
4 wherein a weekly or daily newspaper of the county, or both, has not been
5 so designated by the county clerk, then the publication herein required
6 shall be made in a weekly or daily newspaper of any county, or both, as
7 the case may be, which is contiguous to, such county, provided that any
8 such newspaper meets all the other requirements of this paragraph. A
9 copy or notice published in a newspaper other than the newspaper or
10 newspapers designated by the county clerk shall not be deemed to be one
11 of the publications required by this subdivision. The notice shall
12 include: (1) the name of the foreign limited liability company; (2) the
13 date of filing of the application for authority with the department of
14 state; (3) the jurisdiction and date of its organization; (4) the county
15 within this state, in which the office of the foreign limited liability
16 company is located; (4-a) the street address of the principal business
17 location, if any; (5) a statement that the secretary of state has been
18 designated as agent of the foreign limited liability company upon whom
19 process against it may be served and the post office address within or
20 without this state to which the secretary of state shall mail a copy of
21 any process against it served upon him or her; (6) if the foreign limit-
22 ed liability company is to have a registered agent, his or her name and

23 address within this state and a statement that the registered agent is
24 to be the agent of the foreign limited liability company upon whom proc-
25 ess against it may be served; (7) the address of the office required to
26 be maintained in the jurisdiction of its organization by the laws of
27 that jurisdiction or, if not so required, of the principal office of the
28 foreign limited liability company; (8) the name and address of the
29 authorized officer in its jurisdiction of organization where a copy of
30 its certificate of organization is filed or, if no public filing of its
31 certificate of organization is required by the law of its jurisdiction
32 of organization, a statement that the foreign limited liability company
33 shall provide, on request, a copy thereof with all amendments thereto
34 (if such documents are in a foreign language, a translation thereof
35 under oath of the translator shall be attached thereto), and the name
36 and post office address of the person responsible for providing such
37 copies; and (9) the character or purpose of the business of such foreign
38 limited liability company. Where, at any time after completion of the
39 first of the six weekly publications required by this paragraph and
40 prior to the completion of the sixth such weekly publication, there is a
41 change in any of the information contained in the copy or notice as
42 published, the foreign limited liability company may complete the
43 remaining publications of the original copy or notice, and the foreign
44 limited liability company shall not be required to publish any further
45 or amended copy or notice. Where, at any time after completion of the
46 six weekly publications required by this paragraph, there is a change to
47 any of the information contained in the copy or notice as published, no
48 further or amended publication or republication shall be required to be
49 made. If within one hundred twenty days after the filing of its applica-
50 tion for authority with the department of state, proof of such publica-
51 tion, consisting of the certificate of publication of the foreign limit-
52 ed liability company with the affidavits of publication of the
53 newspapers annexed thereto has not been filed with the department of
54 state, the authority of such foreign limited liability company to carry
55 on, conduct or transact any business in this state shall be suspended,
56 effective as of the expiration of such one hundred twenty day period.
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1 The failure of a foreign limited liability company to cause such copy or
2 notice to be published and such certificate of publication and affida-
3 vits of publication to be filed with the department of state within such
4 one hundred twenty day period or the suspension of such foreign limited
5 liability company's authority to carry on, conduct or transact business
6 in this state pursuant to this paragraph shall not limit or impair the
7 validity of any contract or act of such foreign limited liability compa-
8 ny, or any right or remedy of any other party under or by virtue of any
9 contract, act or omission of such foreign limited liability company, or
10 the right of any other party to maintain any action or special proceed-
11 ing on any such contract, act or omission, or right of such foreign
12 limited liability company to defend any action or special proceeding in
13 this state, or result in any member, manager or agent of such foreign
14 limited liability company becoming liable for the contractual obli-
15 gations or other liabilities of the foreign limited liability company.
16 If, at any time following the suspension of a foreign limited liability
17 company's authority to carry on, conduct or transact business in this
18 state pursuant to this paragraph, such foreign limited liability company
19 shall cause proof of publication in substantial compliance with the
20 provisions (other than the one hundred twenty day period) of this para-
21 graph, consisting of the certificate of publication of the foreign
22 limited liability company with the affidavits of publication of the
23 newspapers annexed thereto, to be filed with the department of state,

24 such suspension of such foreign limited liability company's authority to
25 carry on, conduct or transact business shall be annulled.

26 (ii)(1) A foreign limited liability company which was formed and filed
27 its application for authority with the department of state prior to the
28 effective date of this paragraph and complied with the publication and
29 filing requirements of this subdivision as in effect prior to such
30 effective date shall not be required to make any publication or republi-
31 cation or any filing under paragraph (i) of this subdivision, and shall
32 not be subject to suspension pursuant to this subdivision.

33 (2) Within twelve months after the effective date of this paragraph, a
34 foreign limited liability company which was formed and filed its appli-
35 cation for authority with the department of state prior to such effec-
36 tive date and which did not comply with the publication and filing
37 requirements of this subdivision as in effect prior to such effective
38 date shall publish a copy of its application for authority or a notice
39 containing the substance thereof in the manner required (other than the
40 one hundred twenty day period) by this subdivision as in effect prior to
41 such effective date and file proof of such publication, consisting of
42 the certificate of publication of the foreign limited liability company
43 with the affidavits of publication of the newspapers annexed thereto,
44 with the department of state.

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

51 (4) The failure of a foreign limited liability company that is subject
52 to the provisions of subparagraph two of this paragraph to fully comply
53 with the provisions of said subparagraph two or the suspension of such
54 foreign limited liability company's authority to carry on, conduct or
55 transact any business in this state pursuant to subparagraph three of
56 this paragraph shall not impair or limit the validity of any contract or
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1 act of such foreign limited liability company, or any right or remedy of
2 any other party under or by virtue of any contract, act or omission of
3 such foreign limited liability company, or the right of any other party
4 to maintain any action or special proceeding on any such contract, act
5 or omission, or right of such foreign limited liability company to
6 defend any action or special proceeding in this state, or result in any
7 member, manager or agent of such foreign limited liability company
8 becoming liable for the contractual obligations or other liabilities of
9 the foreign limited liability company.

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

21 (6) For the purposes of this paragraph, a foreign limited liability
22 company which was formed and filed its application for authority with
23 the department of state prior to the effective date of this paragraph
24 shall be deemed to have complied with the publication and filing

25 requirements of this subdivision as in effect prior to such effective
26 date if (i) the foreign limited liability company was formed and filed
27 its application for authority with the department of state on or after
28 January first, nineteen hundred ninety-nine and prior to such effective
29 date and the foreign limited liability company filed at least one affi-
30 davit of the printer or publisher of a newspaper with the department of
31 state at any time prior to such effective date, or (ii) the foreign
32 limited liability company was formed and filed its application for
33 authority with the department of state prior to January first, nineteen
34 hundred ninety-nine, without regard to whether the foreign limited
35 liability company did or did not file any affidavit of the printer or
36 publisher of a newspaper with the secretary of state.

37 (iii) The information in a notice published pursuant to this subdivi-
38 sion shall be presumed to be in compliance with and satisfaction of the
39 requirements of this subdivision.]

40 S 4. The opening paragraph of subdivision (e) of section 1006 of the
41 limited liability company law, as amended by chapter 375 of the laws of
42 1998, is amended to read as follows:

43 In connection with any conversion approved under subdivision (c) of
44 this section, the partnership or limited partnership shall file with the
45 department of state a signed certificate entitled "Certificate of
46 Conversion of ... (name partnership or limited partnership) to ... (name
47 of limited liability company) under section one thousand six of the
48 Limited Liability Company Law" [and shall also satisfy the publication
49 requirements of section two hundred six of this chapter]. Such certif-
50 icate shall include either:

51 S 5. Subdivision (s) of section 1101 of the limited liability company
52 law is REPEALED.

53 S 6. Paragraph 2 of subdivision (c) of section 1203 of the limited
54 liability company law is REPEALED and paragraph 1 is redesignated as the
55 opening paragraph of such subdivision.

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1 S 7. Subdivision (d) of section 1306 of the limited liability company
2 law is REPEALED.

3 S 8. Paragraph (b) of subdivision 1 and subdivision 2 of section 91 of
4 the partnership law, paragraph (b) of subdivision 1 as amended by chap-
5 ter 712 of the laws of 1948 and subdivision 2 as amended by chapter 499
6 of the laws of 1980, are amended to read as follows:

7 (b) File the certificate in the office of the county clerk of the
8 county in which the principal office of such partnership is located.
9 [Immediately after the filing of the certificate, a copy of the same or
10 a notice containing the substance thereof, shall be published once in
11 each week for six successive weeks, in two newspapers of the county in
12 which such original certificate is filed, to be designated by the county
13 clerk, one of which newspapers shall be a newspaper published in the
14 city or town in which the principal place of business is intended to be
15 located, if a newspaper be published therein; or, if no newspaper is
16 published therein, in the newspaper nearest thereto, and proof of such
17 publication by the affidavit of the printer or publisher of each of such
18 newspapers must be filed with the original certificate.]

19 (2) If there has been substantial compliance in good faith with the
20 requirements of paragraph (a) of subdivision one of this section, a
21 limited partnership is formed and may commence the transaction of busi-
22 ness as such upon the filing of its certificate as required by paragraph
23 (b) of subdivision one of this section [and the effectuation of the
24 first of the six successive weekly publications required by said para-
25 graph (b); provided, however, that the continued existence of a limited
26 partnership as such shall be conditioned upon completion of the publica-

27 tion requirement contained in said paragraph (b)].

28 S 9. Subdivisions (a-1) and (a-2) of section 121-101 of the partner-
29 ship law are REPEALED.

30 S 10. Subdivision (c) of section 121-201 of the partnership law is
31 REPEALED.

32 S 11. Subdivision (d) of section 121-902 of the partnership law is
33 REPEALED.

34 S 12. Subdivision (f) of section 121-1300 of the partnership law is
35 REPEALED.

36 S 13. Section 121-1500 of the partnership law, as added by chapter 576
37 of the laws of 1994, the opening paragraph and subparagraph 4 of para-
38 graph (I) of subdivision (a) and subdivision (g) as amended by chapter
39 643 of the laws of 1995, paragraph (I) of subdivision (a) as redesi-
40 gnated by chapter 767 of the laws of 2005, paragraph (II) of subdivision
41 (a) as amended by chapter 44 of the laws of 2006, subdivisions (f) and
42 (j) as amended by chapter 172 of the laws of 1999, subdivision (j-1) as
43 added by chapter 448 of the laws of 1998, and subdivision (q) as sepa-
44 rately amended by chapters 420 and 676 of the laws of 2002, is amended
45 to read as follows:

46 S 121-1500. Registered limited liability partnership. (a)[(I)]
47 Notwithstanding the education law or any other provision of law, (i) a
48 partnership without limited partners each of whose partners is a profes-
49 sional authorized by law to render a professional service within this
50 state and who is or has been engaged in the practice of such profession
51 in such partnership or a predecessor entity, or will engage in the prac-
52 tice of such profession in the registered limited liability partnership
53 within thirty days of the date of the effectiveness of the registration
54 provided for in this subdivision or a partnership without limited part-
55 ners each of whose partners is a professional, at least one of whom is
56 authorized by law to render a professional service within this state and
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1 who is or has been engaged in the practice of such profession in such
2 partnership or a predecessor entity, or will engage in the practice of
3 such profession in the registered limited liability partnership within
4 thirty days of the date of the effectiveness of the registration
5 provided for in this subdivision, (ii) a partnership without limited
6 partners authorized by, or holding a license, certificate, registration
7 or permit issued by the licensing authority pursuant to the education
8 law to render a professional service within this state, which renders or
9 intends to render professional services within this state, or (iii) a
10 related limited liability partnership may register as a registered
11 limited liability partnership by filing with the department of state a
12 registration which shall set forth:

13 (1) the name of the registered limited liability partnership;

14 (2) the address of the principal office of the partnership without
15 limited partners;

16 (3) the profession or professions to be practiced by such partnership
17 without limited partners and a statement that it is eligible to register
18 as a registered limited liability partnership pursuant to THIS subdivi-
19 sion [(a) of this section];

20 (4) a designation of the secretary of state as agent of the partner-
21 ship without limited partners upon whom process against it may be served
22 and the post office address within or without this state to which the
23 secretary of state shall mail a copy of any process against it or served
24 upon it;

25 (5) if the partnership without limited partners is to have a regis-
26 tered agent, its name and address in this state and a statement that the
27 registered agent is to be the agent of the partnership without limited

28 partners upon whom process against it may be served;

29 (6) that the partnership without limited partners is filing a regis-
30 tration for status as a registered limited liability partnership;

31 (7) if the registration of the partnership without limited partners is
32 to be effective on a date later than the time of filing, the date, not
33 to exceed sixty days from the date of such filing, of such proposed
34 effectiveness;

35 (8) if all or specified partners of the registered limited liability
36 partnership are to be liable in their capacity as partners for all or
37 specified debts, obligations or liabilities of the registered limited
38 liability partnership as authorized pursuant to subdivision (d) of
39 section twenty-six of this chapter, a statement that all or specified
40 partners are so liable for such debts, obligations or liabilities in
41 their capacity as partners of the registered limited liability partner-
42 ship as authorized pursuant to subdivision (d) of section twenty-six of
43 this chapter; and

44 (9) any other matters the partnership without limited partners deter-
45 mines to include in the registration.

46 [(II) (A) Within one hundred twenty days after the effective date of
47 the registration, a copy of the same or a notice containing the
48 substance thereof shall be published once in each week for six succes-
49 sive weeks, in two newspapers of the county in which the principal
50 office of the registered limited liability partnership is located in
51 this state, one newspaper printed weekly and one newspaper to be printed
52 daily, to be designated by the county clerk. When such county is located
53 within a city with a population of one million or more, such designation
54 shall be as though the copy or notice were a notice or advertisement of
55 judicial proceedings. Proof of the publication required by this subpara-
56 graph, consisting of the certificate of publication of the registered
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1 limited liability partnership with the affidavits of publication annexed
2 thereto, must be filed, with a fee of fifty dollars, with the department
3 of state. Notwithstanding any other provision of law, if the office of
4 the registered limited liability partnership is located in a county
5 wherein a weekly or daily newspaper of the county, or both, has not been
6 so designated by the county clerk, then the publication herein required
7 shall be made in a weekly or daily newspaper of any county, or both, as
8 the case may be, which is contiguous to, such county, provided that any
9 such newspaper meets all the other requirements of this subparagraph. A
10 copy or notice published in a newspaper other than the newspaper or
11 newspapers designated by the county clerk shall not be deemed to be one
12 of the publications required by this paragraph. The notice shall
13 include: (1) the name of the registered limited liability partnership;
14 (2) the date of filing of the registration with the department of state;
15 (3) the county within this state, in which the principal office of the
16 registered limited liability partnership is located; (3-a) the street
17 address of the principal business location, if any; (4) a statement that
18 the secretary of state has been designated as agent of the registered
19 limited liability partnership upon whom process against it may be served
20 and the post office address within or without this state to which the
21 secretary of state shall mail a copy of any process against it served
22 upon him or her; (5) if the registered limited liability partnership is
23 to have a registered agent, his or her name and address within this
24 state and a statement that the registered agent is to be the agent of
25 the registered limited liability partnership upon whom process against
26 it may be served; (6) if the registered limited liability partnership is
27 to have a specific date of dissolution in addition to the events of
28 dissolution set forth in section sixty-two of this chapter, the latest

29 date upon which the registered limited liability partnership is to
30 dissolve; and (7) the character or purpose of the business of such
31 registered limited liability partnership. Where, at any time after
32 completion of the first of the six weekly publications required by this
33 subparagraph and prior to the completion of the sixth such weekly publi-
34 cation, there is a change in any of the information contained in the
35 copy or notice as published, the registered limited liability partner-
36 ship may complete the remaining publications of the original copy or
37 notice, and the registered limited liability partnership shall not be
38 required to publish any further or amended copy or notice. Where, at any
39 time after completion of the six weekly publications required by this
40 subparagraph, there is a change to any of the information contained in
41 the copy or notice as published, no further or amended publication or
42 republication shall be required to be made. If within one hundred twenty
43 days after its formation, proof of such publication, consisting of the
44 certificate of publication of the registered limited liability partner-
45 ship with the affidavits of publication of the newspapers annexed there-
46 to has not been filed with the department of state, the authority of
47 such registered limited liability partnership to carry on, conduct or
48 transact any business in this state shall be suspended, effective as of
49 the expiration of such one hundred twenty day period. The failure of a
50 registered limited liability partnership to cause such copy or notice to
51 be published and such certificate of publication and affidavits of
52 publication to be filed with the department of state within such one
53 hundred twenty day period or the suspension of such registered limited
54 liability partnership's authority to carry on, conduct or transact busi-
55 ness in this state pursuant to this subparagraph shall not limit or
56 impair the validity of any contract or act of such registered limited
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1 liability partnership, or any right or remedy of any other party under
2 or by virtue of any contract, act or omission of such registered limited
3 liability partnership, or the right of any other party to maintain any
4 action or special proceeding on any such contract, act or omission, or
5 right of such registered limited liability partnership to defend any
6 action or special proceeding in this state, or result in any partner or
7 agent of such registered limited liability partnership becoming liable
8 for the contractual obligations or other liabilities of the registered
9 limited liability partnership. If, at any time following the suspension
10 of a registered limited liability partnership's authority to carry on,
11 conduct or transact business in this state pursuant to this subpara-
12 graph, such registered limited liability partnership shall cause proof
13 of publication in substantial compliance with the provisions (other than
14 the one hundred twenty day period) of this subparagraph, consisting of
15 the certificate of publication of the registered limited liability part-
16 nership with the affidavits of publication of the newspapers annexed
17 thereto, to be filed with the department of state, such suspension of
18 such registered limited liability partnership's authority to carry on,
19 conduct or transact business shall be annulled.

20 (B)(1) A registered limited liability partnership which was formed
21 prior to the effective date of this subparagraph and which complied with
22 the publication and filing requirements of this paragraph as in effect
23 prior to such effective date shall not be required to make any publica-
24 tion or republication or any filing under subparagraph (A) of this para-
25 graph, and shall not be subject to suspension pursuant to this para-
26 graph.

27 (2) Within twelve months after the effective date of this subpara-
28 graph, a registered limited liability partnership which was formed prior
29 to such effective date and which did not comply with the publication and

30 filing requirements of this paragraph as in effect prior to such effective date shall publish a copy of its registration or a notice containing the substance thereof in the manner required (other than the one hundred twenty day period) by this paragraph as in effect prior to such effective date and file proof of such publication, consisting of the certificate of publication of the registered limited liability partnership with the affidavits of publication of the newspapers annexed thereto, with the department of state.

38 (3) If a registered limited liability partnership that is subject to the provisions of clause two of this subparagraph fails to file the required proof of publication with the department of state within twelve months after the effective date of this subparagraph, 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.

44 (4) The failure of a registered limited liability partnership that is subject to the provisions of clause two of this subparagraph to fully comply with the provisions of said clause two or the suspension of such registered limited liability partnership's authority to carry on, conduct or transact any business in this state pursuant to clause three of this subparagraph shall not impair or limit the validity of any contract or act of such registered limited liability partnership, or any right or remedy of any other party under or by virtue of any contract, act or omission of such registered limited liability partnership, 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 registered limited liability partnership to defend any action or special proceeding in this state, or result in any partner or agent of such registered limited liability partnership becoming liable for the contractual obligations or other liabilities of the registered limited liability partnership.

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1 liability partnership becoming liable for the contractual obligations or other liabilities of the registered limited liability partnership.

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

14 (6) For the purposes of this subparagraph, a registered limited liability partnership which was formed prior to the effective date of this subparagraph shall be deemed to have complied with the publication and filing requirements of this paragraph as in effect prior to such effective date if (A) the registered limited liability partnership was formed on or after January first, nineteen hundred ninety-nine and prior to such effective date and the registered limited liability partnership 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 (B) the registered limited liability partnership was formed prior to January first, nineteen hundred ninety-nine, without regard to whether the registered limited liability partnership did or did not file any affidavit of the printer or publisher of a newspaper with the secretary of state.

28 (C) The information in a notice published pursuant to this paragraph shall be presumed to be in compliance with and satisfaction of the requirements of this paragraph.]

31 (b) The registration shall be executed by one or more partners of the
32 partnership without limited partners.

33 (c) The registration shall be accompanied by a fee of two hundred
34 dollars.

35 (d) A partnership without limited partners is registered as a regis-
36 tered limited liability partnership at the time of the payment of the
37 fee required by subdivision (c) of this section and the filing of a
38 completed registration with the department of state or at the later
39 date, if any, specified in such registration, not to exceed sixty days
40 from the date of such filing. A partnership without limited partners
41 that has been registered as a registered limited liability partnership
42 is for all purposes the same entity that existed before the registration
43 and continues to be a partnership without limited partners under the
44 laws of this state. The status of a partnership without limited partners
45 as a registered limited liability partnership shall not be affected by
46 changes in the information stated in the registration after the filing
47 of the registration. If a partnership without limited partners that is a
48 registered limited liability partnership dissolves, a partnership with-
49 out limited partners which is the successor to such registered limited
50 liability partnership (i) shall not be required to file a new registra-
51 tion and shall be deemed to have filed the registration filed by the
52 registered limited liability partnership pursuant to subdivision (a) of
53 this section, as well as any withdrawal notice filed pursuant to subdivi-
54 sion (f) of this section, any statement or certificate of consent
55 filed pursuant to subdivision (g) of this section or any certificate of
56 amendment filed pursuant to subdivision (j) of this section and (ii)

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1 shall be bound by any revocation of registration pursuant to subdivision
2 (g) of this section and any annulment thereof of the dissolved partner-
3 ship without limited partners that was a registered limited liability
4 partnership. For purposes of this section, a partnership without limited
5 partners is a successor to a partnership without limited partners that
6 was a registered limited liability partnership if a majority of the
7 total interests in the current profits of such successor partnership
8 without limited partners are held by partners of the predecessor part-
9 nership without limited partners that was a registered limited liability
10 partnership who were partners of such predecessor partnership immediat-
11 ly prior to the dissolution of such predecessor partnership.

12 (e) If the signed registration delivered to the department of state
13 for filing complies as to form with the requirements of law and the
14 filing fee required by any statute of this state has been paid, the
15 registration shall be filed and indexed by the department of state.

16 (f) A registration may be withdrawn by filing with the department of
17 state a written withdrawal notice executed by one or more partners of
18 the registered limited liability partnership, with a filing fee of sixty
19 dollars. A withdrawal notice must include: (i) the name of the regis-
20 tered limited liability partnership (and if it has been changed since
21 registration, the name under which it was registered); (ii) the date the
22 registration was filed with the department of state pursuant to subdivi-
23 sion (a) of this section; (iii) the address of the registered limited
24 liability partnership's principal office; (iv) if the withdrawal of the
25 registered limited liability partnership is to be effective on a date
26 later than the time of filing, the date, not to exceed sixty days from
27 the date of such filing, of such proposed effectiveness; (v) a statement
28 acknowledging that the withdrawal terminates the partnership's status as
29 a registered limited liability partnership; and (vi) any other informa-
30 tion determined by the registered limited liability partnership. A
31 withdrawal notice terminates the status of the partnership as a regis-

32 tered limited liability partnership as of the date of filing the notice
33 or as of the later date, if any, specified in the notice, not to exceed
34 sixty days from the date of such filing. The termination of registration
35 shall not be affected by errors in the information stated in the with-
36 drawal notice. If a registered limited liability partnership is
37 dissolved, it shall within thirty days after the winding up of its
38 affairs is completed file a withdrawal notice pursuant to this subdivi-
39 sion.

40 (g) Each registered limited liability partnership shall, within sixty
41 days prior to the fifth anniversary of the effective date of its regis-
42 tration and every five years thereafter, furnish a statement to the
43 department of state setting forth: (i) the name of the registered limit-
44 ed liability partnership, (ii) the address of the principal office of
45 the registered limited liability partnership, (iii) the post office
46 address within or without this state to which the secretary of state
47 shall mail a copy of any process accepted against it served upon him or
48 her, which address shall supersede any previous address on file with the
49 department of state for this purpose, and (iv) a statement that it is
50 eligible to register as a registered limited liability partnership
51 pursuant to subdivision (a) of this section. The statement shall be
52 executed by one or more partners of the registered limited liability
53 partnership. The statement shall be accompanied by a fee of twenty
54 dollars. If a registered limited liability partnership shall not timely
55 file the statement required by this subdivision, the department of state
56 may, upon sixty days' notice mailed to the address of such registered
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1 limited liability partnership as shown in the last registration or
2 statement or certificate of amendment filed by such registered limited
3 liability partnership, make a proclamation declaring the registration of
4 such registered limited liability partnership to be revoked pursuant to
5 this subdivision. The department of state shall file the original proc-
6 lamation in its office and shall publish a copy thereof in the state
7 register no later than three months following the date of such proclama-
8 tion. Upon the publication of such proclamation in the manner aforesaid,
9 the registration of each registered limited liability partnership named
10 in such proclamation shall be deemed revoked without further legal
11 proceedings. Any registered limited liability partnership whose regis-
12 tration was so revoked may file in the department of state a certificate
13 of consent certifying that either a statement required by this subdivi-
14 sion has been filed or accompanies the certificate of consent and all
15 fees imposed under this chapter on the registered limited liability
16 partnership have been paid. The filing of such certificate of consent
17 shall have the effect of annulling all of the proceedings theretofore
18 taken for the revocation of the registration of such registered limited
19 liability partnership under this subdivision and (1) the registered
20 limited liability partnership shall thereupon have such powers, rights,
21 duties and obligations as it had on the date of the publication of the
22 proclamation, with the same force and effect as if such proclamation had
23 not been made or published and (2) such publication shall not affect the
24 applicability of the provisions of subdivision (b) of section twenty-six
25 of this chapter to any debt, obligation or liability incurred, created
26 or assumed from the date of publication of the proclamation through the
27 date of the filing of the certificate of consent. The filing of a
28 certificate of consent shall be accompanied by a fee of fifty dollars
29 and if accompanied by a statement, the fee required by this subdivision.
30 If, after the publication of such proclamation, it shall be determined
31 by the department of state that the name of any registered limited
32 liability partnership was erroneously included in such proclamation, the

33 department of state shall make appropriate entry on its records, which
34 entry shall have the effect of annulling all of the proceedings thereto-
35 fore taken for the revocation of the registration of such registered
36 limited liability partnership under this subdivision and (A) such regis-
37 tered limited liability partnership shall have such powers, rights,
38 duties and obligations as it had on the date of the publication of the
39 proclamation, with the same force and effect as if such proclamation had
40 not been made or published and (B) such publication shall not affect the
41 applicability of the provisions of subdivision (b) of section twenty-six
42 of this chapter to any debt, obligation or liability incurred, created
43 or assumed from the date of publication of the proclamation through the
44 date of the making of the entry on the records of the department of
45 state. Whenever a registered limited liability partnership shall have
46 filed a certificate of consent pursuant to this subdivision or if the
47 name of a registered limited liability partnership was erroneously
48 included in a proclamation and such proclamation was annulled, the
49 department of state shall publish a notice thereof in the state regis-
50 ter.

51 (h) The filing of a withdrawal notice by a registered limited liabil-
52 ity partnership pursuant to subdivision (f) of this section, a revoca-
53 tion of registration pursuant to subdivision (g) of this section and the
54 filing of a certificate of amendment pursuant to subdivision (j) of this
55 section shall not affect the applicability of the provisions of subdivi-
56 sion (b) of section twenty-six of this chapter to any debt, obligation
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1 or liability incurred, created or assumed while the partnership was a
2 registered limited liability partnership. After a withdrawal or revoca-
3 tion of registration, the partnership without limited partners shall for
4 all purposes remain the same entity that existed during registration and
5 continues to be a partnership without limited partners under the laws of
6 this state.

7 (i) The department of state shall remove from its active records the
8 registration of a registered limited liability partnership whose regis-
9 tration has been withdrawn or revoked.

10 (j) A registration or statement filed with the department of state
11 under this section may be amended or corrected by filing with the
12 department of state a certificate of amendment executed by one or more
13 partners of the registered limited liability partnership. No later than
14 ninety days after (i) a change in the name of the registered limited
15 liability partnership or (ii) a partner of the registered limited
16 liability partnership becomes aware that any statement in a registration
17 or statement was false in any material respect when made or that an
18 event has occurred which makes the registration or statement inaccurate
19 in any material respect, the registered limited liability partnership
20 shall file a certificate of amendment. The filing of a certificate of
21 amendment shall be accompanied by a fee of sixty dollars. The certif-
22 icate of amendment shall set forth: (i) the name of the limited liabil-
23 ity partnership and, if it has been changed, the name under which it was
24 registered and (ii) the date of filing its initial registration or
25 statement.

26 (j-1) A certificate of change which changes only the post office
27 address to which the secretary of state shall mail a copy of any process
28 against a registered limited liability partnership served upon him or
29 the address of the registered agent, provided such address being changed
30 is the address of a person, partnership or corporation whose address, as
31 agent, is the address to be changed or who has been designated as regis-
32 tered agent for such registered limited liability partnership shall be
33 signed and delivered to the department of state by such agent. The

34 certificate of change shall set forth: (i) the name of the registered
35 limited liability partnership and, if it has been changed, the name
36 under which it was originally filed with the department of state; (ii)
37 the date of filing of its initial registration or notice statement;
38 (iii) each change effected thereby; (iv) that a notice of the proposed
39 change was mailed to the limited liability partnership by the party
40 signing the certificate not less than thirty days prior to the date of
41 delivery to the department of state and that such limited liability
42 partnership has not objected thereto; and (v) that the party signing the
43 certificate is the agent of such limited liability partnership to whose
44 address the secretary of state is required to mail copies of process or
45 the registered agent, if such be the case. A certificate signed and
46 delivered under this subdivision shall not be deemed to effect a change
47 of location of the office of the limited liability partnership in whose
48 behalf such certificate is filed. The certificate of change shall be
49 accompanied by a fee of five dollars.

50 (k) The filing of a certificate of amendment pursuant to subdivision
51 (j) of this section with the department of state shall not alter the
52 effective date of the registration being amended or corrected.

53 (l) Except as otherwise provided in any agreement between the part-
54 ners, the decision of a partnership without limited partners to file,
55 withdraw or amend a registration pursuant to subdivision (a), (f) or
56 (j), respectively, of this section is an ordinary matter connected with
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1 partnership business under subdivision eight of section forty of this
2 chapter.

3 (m) A registered limited liability partnership, other than a regis-
4 tered limited liability partnership authorized to practice law, shall be
5 under the supervision of the regents of the university of the state of
6 New York and be subject to disciplinary proceedings and penalties in the
7 same manner and to the same extent as is provided with respect to indi-
8 viduals and their licenses, certificates and registrations in title
9 eight of the education law relating to the applicable profession.
10 Notwithstanding the provisions of this subdivision, a registered limited
11 liability partnership authorized to practice medicine shall be subject
12 to the pre-hearing procedures and hearing procedures as are provided
13 with respect to individual physicians and their licenses in title two-A
14 of article two of the public health law. In addition to rendering the
15 professional service or services the partners are authorized to practice
16 in this state, a registered limited liability partnership may carry on,
17 or conduct or transact any other business or activities as to which a
18 partnership without limited partners may be formed. Notwithstanding any
19 other provision of this section, a registered limited liability partner-
20 ship (i) authorized to practice law may only engage in another profes-
21 sion or business or activities or (ii) which is engaged in a profession
22 or other business or activities other than law may only engage in the
23 practice of law, to the extent not prohibited by any other law of this
24 state or any rule adopted by the appropriate appellate division of the
25 supreme court or the court of appeals. Any registered limited liability
26 partnership may invest its funds in real estate, mortgages, stocks,
27 bonds or any other types of investments.

28 (n) No registered limited liability partnership may render a profes-
29 sional service except through individuals authorized by law to render
30 such professional service as individuals, provided, that nothing in this
31 chapter shall authorize a registered limited liability partnership to
32 render a professional service in this state except through individuals
33 authorized by law to render such professional service as individuals in
34 this state.

35 (o) This section shall not repeal, modify or restrict any provision of
36 the education law or the judiciary law or any rules or regulations
37 adopted thereunder regulating the professions referred to in the educa-
38 tion law or the judiciary law except to the extent in conflict herewith.

39 (p) A certified copy of the registration and of each certificate of
40 amendment shall be filed by the registered limited liability partnership
41 with the licensing authority within thirty days after the filing of such
42 registration or amendment with the department of state.

43 (q) Each partner of a registered limited liability partnership formed
44 to provide medical services in this state must be licensed pursuant to
45 article 131 of the education law to practice medicine in this state and
46 each partner of a registered limited liability partnership formed to
47 provide dental services in this state must be licensed pursuant to arti-
48 cle 133 of the education law to practice dentistry in this state. Each
49 partner of a registered limited liability partnership formed to provide
50 veterinary services in this state must be licensed pursuant to article
51 135 of the education law to practice veterinary medicine in this state.
52 Each partner of a registered limited liability partnership formed to
53 provide professional engineering, land surveying, architectural and/or
54 landscape architectural services in this state must be licensed pursuant
55 to article 145, article 147 and/or article 148 of the education law to
56 practice one or more of such professions in this state. Each partner of
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1 a registered limited liability partnership formed to provide licensed
2 clinical social work services in this state must be licensed pursuant to
3 article 154 of the education law to practice clinical social work in
4 this state. Each partner of a registered limited liability partnership
5 formed to provide creative arts therapy services in this state must be
6 licensed pursuant to article 163 of the education law to practice crea-
7 tive arts therapy in this state. Each partner of a registered limited
8 liability partnership formed to provide marriage and family therapy
9 services in this state must be licensed pursuant to article 163 of the
10 education law to practice marriage and family therapy in this state.
11 Each partner of a registered limited liability partnership formed to
12 provide mental health counseling services in this state must be licensed
13 pursuant to article 163 of the education law to practice mental health
14 counseling in this state. Each partner of a registered limited liability
15 partnership formed to provide psychoanalysis services in this state must
16 be licensed pursuant to article 163 of the education law to practice
17 psychoanalysis in this state.

18 S 14. Section 121-1502 of the partnership law, as added by chapter 576
19 of the laws of 1994, subdivisions (a) and (f) as amended by chapter 643
20 of the laws of 1995, paragraph (v) of subdivision (a) and subdivision
21 (e) as amended by chapter 470 of the laws of 1997, paragraph (I) of
22 subdivision (f) as designated by chapter 767 of the laws of 2005, para-
23 graph (II) of subdivision (f) as amended by chapter 44 of the laws of
24 2006, subdivision (i) as amended by chapter 172 of the laws of 1999,
25 subdivision (i-1) as added by chapter 448 of the laws of 1998, and
26 subdivision (q) as amended by chapter 230 of the laws of 2004, is
27 amended to read as follows:

28 S 121-1502. New York registered foreign limited liability partnership.
29 (a) In order for a foreign limited liability partnership to carry on or
30 conduct or transact business or activities as a New York registered
31 foreign limited liability partnership in this state, such foreign limit-
32 ed liability partnership shall file with the department of state a
33 notice which shall set forth: (i) the name under which the foreign
34 limited liability partnership intends to carry on or conduct or transact
35 business or activities in this state; (ii) the date on which and the

36 jurisdiction in which it registered as a limited liability partnership;
37 (iii) the address of the principal office of the foreign limited liability
38 partnership; (iv) the profession or professions to be practiced by
39 such foreign limited liability partnership and a statement that it is a
40 foreign limited liability partnership eligible to file a notice under
41 this chapter; (v) a designation of the secretary of state as agent of
42 the foreign limited liability partnership upon whom process against it
43 may be served and the post office address within or without this state
44 to which the secretary of state shall mail a copy of any process against
45 it or served upon it; (vi) if the foreign limited liability partnership
46 is to have a registered agent, its name and address in this state and a
47 statement that the registered agent is to be the agent of the foreign
48 limited liability partnership upon whom process against it may be
49 served; (vii) a statement that its registration as a limited liability
50 partnership is effective in the jurisdiction in which it registered as a
51 limited liability partnership at the time of the filing of such notice;
52 (viii) a statement that the foreign limited liability partnership is
53 filing a notice in order to obtain status as a New York registered
54 foreign limited liability partnership; (ix) if the registration of the
55 foreign limited liability partnership is to be effective on a date later
56 than the time of filing, the date, not to exceed sixty days from the
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1 date of filing, of such proposed effectiveness; and (x) any other
2 matters the foreign limited liability partnership determines to include
3 in the notice. Such notice shall be accompanied by either (1) a copy of
4 the last registration or renewal registration (or similar filing), if
5 any, filed by the foreign limited liability partnership with the juris-
6 diction where it registered as a limited liability partnership or (2) a
7 certificate, issued by the jurisdiction where it registered as a limited
8 liability partnership, substantially to the effect that such foreign
9 limited liability partnership has filed a registration as a limited
10 liability partnership which is effective on the date of the certificate
11 (if such registration, renewal registration or certificate is in a
12 foreign language, a translation thereof under oath of the translator
13 shall be attached thereto). Such notice shall also be accompanied by a
14 fee of two hundred fifty dollars.

15 (b) Without excluding other activities which may not constitute the
16 carrying on or conducting or transacting of business or activities in
17 this state, for purposes of determining whether a foreign limited
18 liability partnership is required to file a notice pursuant to subdivi-
19 sion (a) of this section, a foreign limited liability partnership shall
20 not be considered to be carrying on or conducting or transacting busi-
21 ness or activities in this state by reason of carrying on in this state
22 any one or more of the following activities:

23 (i) maintaining or defending any action or proceeding, whether judi-
24 cial, administrative, arbitrative or otherwise, or effecting settlement
25 thereof or the settlement of claims or disputes;

26 (ii) holding meetings of its partners; or

27 (iii) maintaining bank accounts.

28 The specification in this subdivision does not establish a standard
29 for activities which may subject a foreign limited liability partnership
30 to service of process under this article or any other statute of this
31 state. The filing of a notice pursuant to subdivision (a) of this
32 section by a foreign limited liability partnership shall not by itself
33 be deemed to be evidence that such foreign limited liability partnership
34 is carrying on or conducting or transacting business or activities in
35 this state.

36 (c) A notice shall be executed by one or more partners of the foreign

37 limited liability partnership.

38 (d) If a signed notice delivered to the department of state for filing
39 complies as to form with the requirements of law and the filing fee
40 required by any statute of this state has been paid, the notice shall be
41 filed and indexed by the department of state. If a foreign limited
42 liability partnership that is a New York registered foreign limited
43 liability partnership dissolves, a foreign limited liability partnership
44 which is the successor to such New York registered foreign limited
45 liability partnership (i) shall not be required to file a new notice and
46 shall be deemed to have filed the notice filed by the New York regis-
47 tered foreign limited liability partnership pursuant to subdivision (a)
48 of this section, as well as any withdrawal notice filed pursuant to
49 subdivision (e) of this section, any statement or certificate of consent
50 filed pursuant to subdivision (f) of this section and any notice of
51 amendment filed pursuant to subdivision (i) of this section and (ii)
52 shall be bound by any revocation of status pursuant to subdivision (f)
53 of this section and any annulment thereof of the dissolved foreign
54 limited liability partnership that was a New York registered foreign
55 limited liability partnership. For purposes of this section, a foreign
56 limited liability partnership is a successor to a foreign limited
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1 liability partnership that was a New York registered foreign limited
2 liability partnership if a majority of the total interests in the
3 current profits of such successor foreign limited liability partnership
4 are held by partners of the predecessor foreign limited liability part-
5 nership that was a New York registered foreign limited liability part-
6 nership who were partners of such predecessor partnership immediately
7 prior to the dissolution of such predecessor partnership.

8 (e) A notice may be withdrawn by filing with the department of state a
9 written withdrawal notice executed by one or more partners of the New
10 York registered foreign limited liability partnership, with a filing fee
11 of sixty dollars. A withdrawal notice must include: (i) the name or
12 names under which the New York registered foreign limited liability
13 partnership carried on or conducted or transacted business or activities
14 in this state (and if it has been changed since the filing of the
15 notice, the name under which it filed such notice); (ii) the date a
16 notice was filed with the department of state pursuant to subdivision
17 (a) of this section; (iii) the address of the New York registered
18 foreign limited liability partnership's principal office and the juris-
19 diction in which it is registered as a limited liability partnership;
20 (iv) if the withdrawal of the New York registered foreign limited
21 liability partnership is to be effective on a date later than the time
22 of such filing, the date, not to exceed sixty days from the date of such
23 filing, of such proposed effectiveness; (v) a statement acknowledging
24 that the withdrawal terminates the foreign limited liability part-
25 nership's status as a New York registered foreign limited liability part-
26 nership; and (vi) any other information determined by the New York
27 registered foreign limited liability partnership. A withdrawal notice
28 terminates the status of the foreign limited liability partnership as a
29 New York registered foreign limited liability partnership as of the date
30 of filing of the notice or as of the later date, if any, specified in
31 the notice, not to exceed sixty days from the date of such filing. The
32 termination of status shall not be affected by errors in the information
33 stated in the withdrawal notice. If a New York registered foreign limit-
34 ed liability partnership ceases to be denominated as a registered limit-
35 ed liability partnership or limited liability partnership under the laws
36 of the jurisdiction governing the agreement under which such New York
37 registered foreign limited liability partnership operates, it shall

38 within thirty days after the occurrence of such event file a withdrawal
39 notice pursuant to this subdivision.

40 (f) [(I)] Each New York registered foreign limited liability partner-
41 ship shall, within sixty days prior to the fifth anniversary of the
42 effective date of its notice and every five years thereafter, furnish a
43 statement to the department of state setting forth:

44 (i) the name under which the New York registered foreign limited
45 liability partnership is carrying on or conducting or transacting busi-
46 ness or activities in this state, (ii) the address of the principal
47 office of the New York registered foreign limited liability partnership,
48 (iii) the post office address within or without this state to which the
49 secretary of state shall mail a copy of any process accepted against it
50 served upon him or her, which address shall supersede any previous
51 address on file with the department of state for this purpose, and (iv)
52 a statement that it is a foreign limited liability partnership. The
53 statement shall be executed by one or more partners of the New York
54 registered foreign limited liability partnership. The statement shall be
55 accompanied by a fee of fifty dollars. If a New York registered foreign
56 limited liability partnership shall not timely file the statement
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1 required by this subdivision, the department of state may, upon sixty
2 days' notice mailed to the address of such New York registered foreign
3 limited liability partnership as shown in the last notice or statement
4 or certificate of amendment filed by such New York registered foreign
5 limited liability partnership, make a proclamation declaring the status
6 of such New York registered foreign limited liability partnership to be
7 revoked pursuant to this subdivision. The department of state shall file
8 the original proclamation in its office and shall publish a copy thereof
9 in the state register no later than three months following the date of
10 such proclamation. Upon the publication of such proclamation in the
11 manner aforesaid, the status of each New York registered foreign limited
12 liability partnership named in such proclamation shall be deemed revoked
13 without further legal proceedings. Any New York registered foreign
14 limited liability partnership whose status was so revoked may file in
15 the department of state a certificate of consent certifying that either
16 a statement required by this subdivision has been filed or accompanies
17 the certificate of consent and all fees imposed under this chapter on
18 the New York registered foreign limited liability partnership have been
19 paid. The filing of such certificate of consent shall have the effect of
20 annulling all of the proceedings theretofore taken for the revocation of
21 the status of such New York registered foreign limited liability part-
22 nership under this subdivision and (1) the New York registered foreign
23 limited liability partnership shall thereupon have such powers, rights,
24 duties and obligations as it had on the date of the publication of the
25 proclamation, with the same force and effect as if such proclamation had
26 not been made or published and (2) such publication shall not affect the
27 applicability of the laws of the jurisdiction governing the agreement
28 under which such New York registered foreign limited liability partner-
29 ship is operating (including laws governing the liability of partners)
30 to any debt, obligation or liability incurred, created or assumed from
31 the date of publication of the proclamation through the date of the
32 filing of the certificate of consent. The filing of a certificate of
33 consent shall be accompanied by a fee of fifty dollars and if accompa-
34 nished by a statement, the fee required by this subdivision. If, after the
35 publication of such proclamation, it shall be determined by the depart-
36 ment of state that the name of any New York registered foreign limited
37 liability partnership was erroneously included in such proclamation, the
38 department of state shall make appropriate entry on its records, which

39 entry shall have the effect of annulling all of the proceedings thereto-
40 fore taken for the revocation of the status of such New York registered
41 foreign limited liability partnership under this subdivision and (1)
42 such New York registered foreign limited liability partnership shall
43 have such powers, rights, duties and obligations as it had on the date
44 of the publication of the proclamation, with the same force and effect
45 as if such proclamation had not been made or published and (2) such
46 publication shall not affect the applicability of the laws of the juris-
47 diction governing the agreement under which such New York registered
48 foreign limited liability partnership is operating (including laws
49 governing the liability of partners) to any debt, obligation or liabil-
50 ity incurred, created or assumed from the date of publication of the
51 proclamation through the date of the making of the entry on the records
52 of the department of state. Whenever a New York registered foreign
53 limited liability partnership shall have filed a certificate of consent
54 pursuant to this subdivision or if the name of a New York registered
55 foreign limited liability partnership was erroneously included in a
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1 proclamation and such proclamation was annulled, the department of state
2 shall publish a notice thereof in the state register.

3 [(II) (A) Within one hundred twenty days after the effective date of
4 the notice filed under subdivision (a) of this section, a copy of the
5 same or a notice containing the substance thereof shall be published
6 once in each week for six successive weeks, in two newspapers of the
7 county within this state in which the principal office of the foreign
8 limited liability partnership is located, one newspaper to be printed
9 weekly and one newspaper to be printed daily, to be designated by the
10 county clerk. When such county is located within a city with a popu-
11 lation of one million or more, such designation shall be as though the
12 copy or notice were a notice or advertisement of judicial proceedings.
13 Proof of the publication required by this subparagraph, consisting of
14 the certificate of publication of the foreign limited liability partner-
15 ship with the affidavits of publication of such newspapers annexed ther-
16 eto, must be filed with the department of state, with a filing fee of
17 fifty dollars. Notwithstanding any other provision of law, if the
18 office of the foreign limited liability partnership is located in a
19 county wherein a weekly or daily newspaper of the county, or both, has
20 not been so designated by the county clerk, then the publication herein
21 required shall be made in a weekly or daily newspaper of any county, or
22 both, as the case may be, which is contiguous to, such county, provided
23 that any such newspaper meets all the other requirements of this subpar-
24 agraph. A copy or notice published in a newspaper other than the newspa-
25 per or newspapers designated by the county clerk shall not be deemed to
26 be one of the publications required by this subparagraph. The notice
27 shall include: (1) the name of the foreign limited liability partner-
28 ship; (2) the date of filing of such notice with the department of
29 state; (3) the jurisdiction and date of its organization; (4) the county
30 within this state, in which the principal office of the foreign limited
31 liability partnership is located; (4-a) the street address of the prin-
32 cipal business location, if any; (5) a statement that the secretary of
33 state has been designated as agent of the foreign limited liability
34 partnership upon whom process against it may be served and the post
35 office address within or without this state to which the secretary of
36 state shall mail a copy of any process against it served upon him or
37 her; (6) if the foreign limited liability partnership is to have a
38 registered agent, his or her name and address within this state and a
39 statement that the registered agent is to be the agent of the foreign
40 limited liability partnership upon whom process against it may be

41 served; (7) the address of the office required to be maintained in the
42 jurisdiction of its organization by the laws of that jurisdiction or, if
43 not so required, of the principal office of the foreign limited liabil-
44 ity partnership; (8) the name and address of the authorized officer in
45 its jurisdiction in which it registered as a limited liability partner-
46 ship where a copy of its registration is filed or, if no public filing
47 of its registration is required by the law of its jurisdiction of organ-
48 ization, a statement that the foreign limited liability partnership
49 shall provide, on request, a copy thereof with all amendments thereto
50 (if such documents are in a foreign language, a translation thereof
51 under oath of the translator shall be attached thereto), and the name
52 and post office address of the person responsible for providing such
53 copies; or (9) the character or purpose of the business of such foreign
54 limited liability partnership. Where, at any time after completion of
55 the first of the six weekly publications required by this subparagraph
56 and prior to the completion of the sixth such weekly publication, there
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1 is a change in any of the information contained in the copy or notice as
2 published, the foreign limited liability partnership may complete the
3 remaining publications of the original copy or notice, and the foreign
4 limited liability partnership shall not be required to publish any
5 further or amended copy or notice. Where, at any time after completion
6 of the six weekly publications required by this subparagraph, there is a
7 change to any of the information contained in the copy or notice as
8 published, no further or amended publication or republication shall be
9 required to be made. If within one hundred twenty days after the effec-
10 tive date of the notice required to be filed under subdivision (a) of
11 this section, proof of such publication, consisting of the certificate
12 of publication of the foreign limited liability partnership with the
13 affidavits of publication of the newspapers annexed thereto has not been
14 filed with the department of state, the authority of such foreign limit-
15 ed liability partnership to carry on, conduct or transact any business
16 in this state shall be suspended, effective as of the expiration of such
17 one hundred twenty day period. The failure of a foreign limited liabil-
18 ity partnership to cause such copy or notice to be published and such
19 certificate of publication and affidavits of publication to be filed
20 with the department of state within such one hundred twenty day period
21 or the suspension of such foreign limited liability partnership's
22 authority to carry on, conduct or transact business in this state pursu-
23 ant to this subparagraph shall not limit or impair the validity of any
24 contract or act of such foreign limited liability partnership, or any
25 right or remedy of any other party under or by virtue of any contract,
26 act or omission of such foreign limited liability partnership, or the
27 right of any other party to maintain any action or special proceeding on
28 any such contract, act or omission, or right of such foreign limited
29 liability partnership to defend any action or special proceeding in this
30 state, or result in any partner or agent of such foreign limited liabil-
31 ity partnership becoming liable for the contractual obligations or other
32 liabilities of the foreign limited liability partnership. If, at any
33 time following the suspension of a foreign limited liability partner-
34 ship's authority to carry on, conduct or transact business in this state
35 pursuant to this subparagraph, such foreign limited liability partner-
36 ship shall cause proof of publication in substantial compliance with the
37 provisions (other than the one hundred twenty day period) of this
38 subparagraph, consisting of the certificate of publication of the
39 foreign limited liability partnership with the affidavits of publication
40 of the newspapers annexed thereto, to be filed with the department of
41 state, such suspension of such foreign limited liability partnership's

42 authority to carry on, conduct or transact business shall be annulled.

43 (B)(1) A foreign limited liability partnership which was formed and
44 filed the notice required to be filed under subdivision (a) of this
45 section prior to the effective date of this subparagraph, and which
46 filed a notice and complied with the publication and filing requirements
47 of this paragraph as in effect prior to such effective date shall not be
48 required to make any publication or republication or any filing under
49 subparagraph (A) of this paragraph, and shall not be subject to suspen-
50 sion pursuant to this paragraph.

51 (2) Within twelve months after the effective date of this subpara-
52 graph, a foreign limited liability partnership which was formed and
53 filed the notice required to be filed under subdivision (a) of this
54 section prior to such effective date and which did not comply with the
55 publication and filing requirements of this paragraph as in effect prior
56 to such effective date shall publish a copy of its notice or a notice

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1 containing the substance thereof in the manner required (other than the
2 one hundred twenty day period) by this paragraph as in effect prior to
3 such effective date and file proof of such publication, consisting of
4 the certificate of publication of the foreign limited liability partner-
5 ship with the affidavits of publication of the newspapers annexed there-
6 to, with the department of state.

7 (3) If a foreign limited liability partnership that is subject to the
8 provisions of clause two of this subparagraph fails to file the required
9 proof of publication with the department of state within twelve months
10 after the effective date of this subparagraph, its authority to carry
11 on, conduct or transact any business in this state shall be suspended,
12 effective as of the expiration of such twelve month period.

13 (4) The failure of a foreign limited liability partnership that is
14 subject to the provisions of clause two of this subparagraph to fully
15 comply with the provisions of said clause two or the suspension of such
16 foreign limited liability partnership's authority to carry on, conduct
17 or transact any business in this state pursuant to clause three of this
18 subparagraph shall not impair or limit the validity of any contract or
19 act of such foreign limited liability partnership, or any right or reme-
20 dy of any other party under or by virtue of any contract, act or omis-
21 sion of such foreign limited liability partnership, or the right of any
22 other party to maintain any action or special proceeding on any such
23 contract, act or omission, or right of such foreign limited liability
24 partnership to defend any action or special proceeding in this state, or
25 result in any partner or agent of such foreign limited liability part-
26 nership becoming liable for the contractual obligations or other liabil-
27 ities of the foreign limited liability partnership.

28 (5) If, at any time following the suspension of a foreign limited
29 liability partnership's authority to carry on, conduct or transact busi-
30 ness in this state, pursuant to clause three of this subparagraph, such
31 foreign limited liability partnership shall cause proof of publication
32 in substantial compliance with the provisions (other than the one
33 hundred twenty day period) of subparagraph (A) of this paragraph,
34 consisting of the certificate of publication of the foreign limited
35 liability partnership with the affidavits of publication of the newspa-
36 pers annexed thereto, to be filed with the department of state, such
37 suspension of such foreign limited liability partnership's authority to
38 carry on, conduct or transact business shall be annulled.

39 (6) For the purposes of this subparagraph, a foreign limited liability
40 partnership which was formed and filed the notice required to be filed
41 under subdivision (a) of this section prior to the effective date of
42 this subparagraph shall be deemed to have complied with the publication

43 and filing requirements of this paragraph as in effect prior to such
44 effective date if (A) the foreign limited liability partnership was
45 formed and filed the notice required to be filed under subdivision (a)
46 of this section on or after January first, nineteen hundred ninety-nine
47 and prior to such effective date and the foreign limited liability part-
48 nership filed at least one affidavit of the printer or publisher of a
49 newspaper with the department of state at any time prior to such effec-
50 tive date, or (B) the foreign limited liability partnership was formed
51 and filed the notice required to be filed under subdivision (a) of this
52 section prior to January first, nineteen hundred ninety-nine, without
53 regard to whether the foreign limited liability partnership did or did
54 not file any affidavit of the printer or publisher of a newspaper with
55 the secretary of state.

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1 (C) The information in a notice published pursuant to this paragraph
2 shall be presumed to be in compliance with and satisfaction of the
3 requirements of this paragraph.]

4 (g) The filing of a withdrawal notice by a New York registered foreign
5 limited liability partnership pursuant to subdivision (e) of this
6 section, a revocation of status pursuant to subdivision (f) of this
7 section and the filing of a notice of amendment pursuant to subdivision
8 (i) of this section shall not affect the applicability of the laws of
9 the jurisdiction governing the agreement under which such foreign limit-
10 ed liability partnership is operating (including laws governing the
11 liability of partners) to any debt, obligation or liability incurred,
12 created or assumed while the foreign limited liability partnership was a
13 New York registered foreign limited liability partnership. After a with-
14 drawal or revocation of registration, the foreign limited liability
15 partnership shall for all purposes continue to be a foreign partnership
16 without limited partners under the laws of this state.

17 (h) The department of state shall remove from its active records the
18 notice of any New York registered foreign limited liability partnership
19 whose notice has been withdrawn or revoked.

20 (i) A notice or statement filed with the department of state under
21 this section may be amended or corrected by filing with the department
22 of state a notice of amendment executed in accordance with subdivision
23 (c) of this section. No later than ninety days after (i) a change in the
24 name of the New York registered foreign limited liability partnership or
25 (ii) a partner of the New York registered foreign limited liability
26 partnership becomes aware that any statement in a notice or statement
27 was false in any material respect when made or that an event has
28 occurred which makes the notice or statement inaccurate in any material
29 respect, the New York registered foreign limited liability partnership
30 shall file a notice of amendment. The filing of a notice of amendment
31 shall be accompanied by a fee of sixty dollars. The certificate of
32 amendment shall set forth: (i) the name of the limited liability part-
33 nership and, if it has been changed, the name under which it originally
34 filed a notice under this section and (ii) the date of filing its
35 initial registration or statement.

36 (i-1) A certificate of change which changes only the post office
37 address to which the secretary of state shall mail a copy of any process
38 against a New York registered foreign limited liability partnership
39 served upon him or the address of the registered agent, provided such
40 address being changed is the address of a person, partnership or corpo-
41 ration whose address, as agent, is the address to be changed or who has
42 been designated as registered agent of such registered foreign limited
43 liability partnership shall be signed and delivered to the department of
44 state by such agent. The certificate of change shall set forth: (i) the

45 name of the New York registered foreign limited liability partnership;
46 (ii) the date of filing of its initial registration or notice statement;
47 (iii) each change effected thereby; (iv) that a notice of the proposed
48 change was mailed to the limited liability partnership by the party
49 signing the certificate not less than thirty days prior to the date of
50 delivery to the department of state and that such limited liability
51 partnership has not objected thereto; and (v) that the party signing the
52 certificate is the agent of such limited liability partnership to whose
53 address the secretary of state is required to mail copies of process or
54 the registered agent, if such be the case. A certificate signed and
55 delivered under this subdivision shall not be deemed to effect a change
56 of location of the office of the limited liability partnership in whose
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1 behalf such certificate is filed. The certificate of change shall be
2 accompanied by a fee of five dollars.

3 (j) The filing of a notice of amendment pursuant to subdivision (i) of
4 this section with the department of state shall not alter the effective
5 date of the notice being amended or corrected.

6 (k) Each foreign limited liability partnership carrying on or conduct-
7 ing or transacting business or activities in this state shall use a name
8 which contains without abbreviation the words "Registered Limited
9 Liability Partnership" or "Limited Liability Partnership" or the abbrevi-
10 ations "R.L.L.P.", "RLLP", "P.L.L.", "PLL", "L.L.P." or "LLP";
11 provided, however, the partnership may use any such words or abbrevi-
12 ation, without limitation, in addition to its registered name.

13 (l) Subject to the constitution of this state, the laws of the juris-
14 diction that govern a foreign limited liability partnership shall deter-
15 mine its internal affairs and the liability of partners for debts, obli-
16 gations and liabilities of, or chargeable to, the foreign limited
17 liability partnership; provided that (i) each partner, employee or agent
18 of a foreign limited liability partnership who performs professional
19 services in this state on behalf of such foreign limited liability part-
20 nership shall be personally and fully liable and accountable for any
21 negligent or wrongful act or misconduct committed by him or her or by
22 any person under his or her direct supervision and control while render-
23 ing such professional services in this state and shall bear professional
24 responsibility for compliance by such foreign limited liability partner-
25 ship with all laws, rules and regulations governing the practice of a
26 profession in this state and (ii) each shareholder, director, officer,
27 member, manager, partner, employee or agent of a professional service
28 corporation, foreign professional service corporation, professional
29 service limited liability company, foreign professional service limited
30 liability company, registered limited liability partnership, foreign
31 limited liability partnership or professional partnership that is a
32 partner, employee or agent of a foreign limited liability partnership
33 who performs professional services in this state on behalf of such
34 foreign limited liability partnership shall be personally and fully
35 liable and accountable for any negligent or wrongful act or misconduct
36 committed by him or her or by any person under his or her direct super-
37 vision and control while rendering professional services in this state
38 in his or her capacity as a partner, employee or agent of such foreign
39 limited liability partnership and shall bear professional responsibility
40 for compliance by such foreign limited liability partnership with all
41 laws, rules and regulations governing the practice of a profession in
42 this state. The relationship of a professional to a foreign limited
43 liability partnership with which such professional is associated, wheth-
44 er as a partner, employee or agent, shall not modify or diminish the
45 jurisdiction over such professional of the licensing authority and, in

46 the case of an attorney and counsellor-at-law or a professional service
47 corporation, foreign professional service corporation, professional
48 service limited liability company, foreign professional service limited
49 liability company, registered limited liability partnership, foreign
50 limited liability partnership or professional partnership engaged in the
51 practice of law, the courts of this state. A limited partnership formed
52 under the laws of any jurisdiction, other than this state, which is
53 denominated as a registered limited liability partnership or limited
54 liability partnership under such laws shall be recognized in this state
55 as a foreign limited partnership but not as a foreign limited liability
56 partnership or a New York registered foreign limited liability partner-
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1 ship. Except to the extent provided in article eight of the limited
2 liability company law, a partnership without limited partners operating
3 under an agreement governed by the laws of any jurisdiction, other than
4 this state, which is denominated as a registered limited liability part-
5 nership or a limited liability partnership under such laws, but is not a
6 foreign limited liability partnership, shall be recognized in this state
7 as a foreign partnership without limited partners, but not as a foreign
8 limited liability partnership or a New York registered foreign limited
9 liability partnership.

10 (m) A foreign limited liability partnership carrying on or conducting
11 or transacting business or activities in this state without having filed
12 a notice pursuant to subdivision (a) of this section may not maintain
13 any action, suit or special proceeding in any court of this state unless
14 and until such foreign limited liability partnership shall have filed
15 such notice and paid all fees that it would have been required to pay
16 had it filed a notice pursuant to subdivision (a) of this section before
17 carrying on or conducting or transacting business or activities as a New
18 York registered foreign limited liability partnership in this state and
19 shall have filed proof of publication pursuant to subdivision (f) of
20 this section. The failure of a foreign limited liability partnership
21 that is carrying on or conducting or transacting business or activities
22 in this state to comply with the provisions of this section does not
23 impair the validity of any contract or act of the foreign limited
24 liability partnership or prevent the foreign limited liability partner-
25 ship from defending any action or special proceeding in any court of
26 this state.

27 (n) A foreign limited liability partnership, other than a foreign
28 limited liability partnership authorized to practice law, shall be under
29 the supervision of the regents of the university of the state of New
30 York and be subject to disciplinary proceedings and penalties in the
31 same manner and to the same extent as is provided with respect to indi-
32 viduals and their licenses, certificates and registrations in title
33 eight of the education law relating to the applicable profession.
34 Notwithstanding the provisions of this subdivision, a foreign limited
35 liability partnership authorized to practice medicine shall be subject
36 to the pre-hearing procedures and hearing procedures as are provided
37 with respect to individual physicians and their licenses in title two-A
38 of article two of the public health law. No foreign limited liability
39 partnership shall engage in any profession or carry on, or conduct or
40 transact any other business or activities in this state other than the
41 rendering of the professional services or the carrying on, or conducting
42 or transacting of any other business or activities for which it is
43 formed and is authorized to do business in this state; provided that
44 such foreign limited liability partnership may invest its funds in real
45 estate, mortgages, stocks, bonds or any other type of investments;
46 provided, further, that a foreign limited liability partnership (i)

47 authorized to practice law may only engage in another profession or
48 other business or activities in this state or (ii) which is engaged in a
49 profession or other business or activities other than law may only
50 engage in the practice of law in this state, to the extent not prohibit-
51 ed by any other law of this state or any rule adopted by the appropriate
52 appellate division of the supreme court or the court of appeals.

53 (o) No foreign limited liability partnership may render a professional
54 service in this state except through individuals authorized by law to
55 render such professional service as individuals in this state.

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1 (p) This section shall not repeal, modify or restrict any provision of
2 the education law or the judiciary law or any rules or regulations
3 adopted thereunder regulating the professions referred to in the educa-
4 tion law or the judiciary law except to the extent in conflict herewith.

5 (q) Each partner of a foreign limited liability partnership which
6 provides medical services in this state must be licensed pursuant to
7 article 131 of the education law to practice medicine in the state and
8 each partner of a foreign limited liability partnership which provides
9 dental services in the state must be licensed pursuant to article 133 of
10 the education law to practice dentistry in this state. Each partner of a
11 foreign limited liability partnership which provides veterinary service
12 in the state shall be licensed pursuant to article 135 of the education
13 law to practice veterinary medicine in this state. Each partner of a
14 foreign limited liability partnership which provides professional engi-
15 neering, land surveying, architectural and/or landscape architectural
16 services in this state must be licensed pursuant to article 145, article
17 147 and/or article 148 of the education law to practice one or more of
18 such professions. Each partner of a foreign limited liability partner-
19 ship which provides licensed clinical social work services in this state
20 must be licensed pursuant to article 154 of the education law to prac-
21 tice licensed clinical social work in this state. Each partner of a
22 foreign limited liability partnership which provides creative arts ther-
23 apy services in this state must be licensed pursuant to article 163 of
24 the education law to practice creative arts therapy in this state. Each
25 partner of a foreign limited liability partnership which provides
26 marriage and family therapy services in this state must be licensed
27 pursuant to article 163 of the education law to practice marriage and
28 family therapy in this state. Each partner of a foreign limited liabil-
29 ity partnership which provides mental health counseling services in this
30 state must be licensed pursuant to article 163 of the education law to
31 practice mental health counseling in this state. Each partner of a
32 foreign limited liability partnership which provides psychoanalysis
33 services in this state must be licensed pursuant to article 163 of the
34 education law to practice psychoanalysis in this state.

35 S 15. Section 121-1507 of the partnership law, as amended by chapter
36 44 of the laws of 2006, is amended to read as follows:

37 S 121-1507. Definitions. For purposes of this article:

38 [(a)] "Partnership interest" means:

39 [(i)] (A) a partner's share of the profits and losses of a registered
40 limited liability partnership; and

41 [(ii)] (B) the partner's right to receive distributions of a regis-
42 tered limited liability partnership.

43 [(b)] "Affidavit of publication" means the affidavit of the printer or
44 publisher of a newspaper in which a publication required to be filed
45 pursuant to sections 121-1500 and 121-1502 of this article has been
46 made. The affidavit of publication shall be in a form substantially as
47 follows:

48 "Affidavit of Publication Under Section (specify applicable section)

49 of the Partnership Law State of New York, County of _____, ss.:

50 The undersigned is the printer (or publisher) of _____ (name
51 of newspaper), a _____ (daily or weekly) newspaper published in
52 _____, New York. A notice regarding _____ (name of
53 limited liability partnership) was published in said newspaper once in
54 each week for six successive weeks, commencing on _____ and ending
55 on _____. The text of the notice as published in said newspaper is as
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1 set forth below, or in the annexed exhibit. This newspaper has been
2 designated by the Clerk of _____ County for this purpose.

3 _____(signature)
4 _____(printed name),
5 (jurat)"

6 The text of the notice set forth in or annexed to each affidavit of
7 publication shall: (i) include only the text of the published notice,
8 (ii) be free of extraneous marks, and (iii) if submitted in paper form,
9 be printed on paper of such size, weight and color, and in ink of such
10 color, and in such fonts, and be in such other qualities and form not
11 inconsistent with any other provision of law as, in the judgment of the
12 secretary of state, will not impair the ability of the department of
13 state to include a legible and permanent copy thereof in its official
14 records. Nothing in this subdivision shall be construed as requiring the
15 department of state to accept for filing a document submitted in elec-
16 tronic form.

17 (c) "Certificate of publication" means a certificate presented on
18 behalf of the applicable limited liability partnership to the department
19 of state together with the affidavits of publication pursuant to section
20 121-1500 or 121-1502 of this article. The certificate of publication
21 shall be in a form substantially as follows:

22 "Certificate of Publication of _____ (name of limited partnership)
23 Under Section (specify applicable section) of the Partnership Law
24 The undersigned is the _____ (title) of _____ (name of
25 limited liability partnership). The published notices described in the
26 annexed affidavits of publication contain all of the information
27 required by the above-mentioned section of the partnership law. The
28 newspapers described in such affidavits of publication satisfy the
29 requirements set forth in the partnership law and the designation made
30 by the county clerk. I certify the foregoing statements to be true under
31 penalties of perjury.

32 Date
33 Signature
34 Printed Name"]

35 S 16. Subdivision 4 of section 23.03 of the arts and cultural affairs
36 law is REPEALED.

37 S 17. This act shall take effect immediately and shall apply to any
38 limited liability company, limited partnership or limited liability
39 partnership which is formed on or after such effective date and to any
40 foreign limited liability company, foreign limited partnership or
41 foreign limited liability partnership that files with the secretary of
42 state an application to qualify to transact business in this state on or
43 after the date sixty days prior to such effective date.

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