DRAFT LBDC

A BUDGET BILL submitted by the Governor
in accordance with Article VII of the Constitution

AN ACT to amend the banking law, the business corporation law, the cooperative corporations law, the general associations law, the limited liability company law, the not-for-profit corporation law, the partnership law and the private housing finance law, in relation to facilitating an online corporate filing system, simplifying the filing of corporate documents and reducing costs and regulatory burdens on the state's businesses; and to repeal certain provisions of the business corporation law, the not-for-profit corporation law, the partnership law and the religious corporations law relating thereto

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

Section 1. Section 579 of the banking law, as amended by chapter 629 of the laws of 2002, is amended to read as follows:

§ 579. Doing business without license prohibited. Only a [type B] not-for-profit corporation [as defined in section two hundred one of the not-for-profit corporation law of this state,] or an entity incorporated in another state and having a similar not-for-profit status, shall engage in the business of budget planning as defined in subdivision one of section four hundred fifty-five of the general business law [of this state] except as authorized by this article and without first obtaining a license from the superintendent.

§ 2. Paragraph (d) of section 304 of the business corporation law is amended to read as follows:

(d) Any designated post office address to which the secretary of state shall mail a copy of any process served upon the secretary of state as agent of a domestic corporation or foreign corporation shall be deemed to be the post office address, within or without this state, to which a

person shall mail a copy of process served against the corporation as required by this article. Any designated [post-office] post office address to which the secretary of state or a person shall mail a copy of process served upon [him] the secretary of state as agent of a domestic corporation or a foreign corporation, shall continue until the filing of a certificate under this chapter directing the mailing to a different [post-office] post office address.

§ 2-a. Paragraphs (b), (c) and (d) of section 306 of the business corporation law are REPEALED and six new paragraphs (b), (c), (d), (e), (f) and (g) are added to read as follows:

(b) Service of such process upon the secretary of state as agent of a domestic or authorized foreign corporation, or other business entity that has designated the secretary of state as agent for service of process pursuant to article nine of this chapter, shall be made by personally delivering to and leaving with the secretary of state or a deputy, or with a person authorized by the secretary of state to receive such service, at the office of the department of state in the city of Albany, a copy of such process together with the statutory fee, which fee shall be a taxable disbursement. Such service shall be sufficient if notice of such service on the secretary of state and a copy of the process are:

(1) delivered personally, within or without the state, to such corporation by a person and in the manner authorized to serve process by law of the jurisdiction in which service is made, or

(2) sent by or on behalf of the plaintiff to such corporation by certified mail with return receipt requested, at the post office address specified for the purpose of mailing process, on file in the department of state.

(c) (1) Where service of a copy of process was effected by personal service, proof of service shall be by affidavit of compliance with this section filed, together with the process, within thirty days after such service, with the clerk of the court in which the action or special proceeding is pending. Service of process shall be complete ten days after such papers are filed with the clerk of the court.

(2) Where service of a copy of process was effected by mailing in accordance with this section, proof of service shall be by affidavit of compliance with this section filed, together with the process, within thirty days after receipt of the return receipt signed by the corporation, or other official proof of delivery or of the original envelope mailed. If a copy of the process is mailed in accordance with this section, there shall be filed with the affidavit of compliance either the return receipt signed by such corporation or other official proof of delivery or, if acceptance was refused by it, the original envelope with a notation by the postal authorities that acceptance was refused. If acceptance was refused, a copy of the notice and process together with notice of the mailing by certified mail and refusal to accept shall be promptly sent to such corporation at the same address by ordinary mail and the affidavit of compliance shall so state. Service of process shall be complete ten days after such papers are filed with the clerk of the court. The refusal to accept delivery of the certified mail or to sign the return receipt shall not affect the validity of the service and such corporation refusing to accept such certified mail shall be charged with knowledge of the contents thereof.

(d) Service made as provided in this section shall have the same force as personal service made within this state.

(e) An additional service of the summons may be made pursuant to paragraph four of subdivision (g) of section thirty-two hundred fifteen of the civil practice law and rules.

(f) If an action or special proceeding is instituted in a court of limited jurisdiction, service of process may be made in the manner provided in this section if the office of the domestic or foreign corporation is within the territorial jurisdiction of the court.

(g) Nothing in this section shall affect the right to serve process in any other manner permitted by law.

§ 3. Subparagraphs 2 and 3 of paragraph (a), paragraph (b) and clause (i) of subparagraph 2 of paragraph (e) of section 306-A of the business corporation law, as added by chapter 469 of the laws of 1997, are amended to read as follows:

(2) That the address of the party has been designated by the corporation as the post office address to which [the secretary of state] a person shall mail a copy of any process served on the secretary of state as agent for such corporation, such address and that such party wishes to resign.

(3) That sixty days prior to the filing of the certificate of resignation for receipt of process with the department of state the party has sent a copy of the certificate of resignation for receipt of process by registered or certified mail to the address of the registered agent of the designating corporation, if other than the party filing the certificate of resignation[,] for receipt of process, or if the [resigning] designating corporation has no registered agent, then to the last address of the designating corporation known to the party, specifying the address to which the copy was sent. If there is no registered agent and no known address of the designating corporation, the party shall

attach an affidavit to the certificate stating that a diligent but unsuccessful search was made by the party to locate the corporation, specifying what efforts were made.

(b) Upon the failure of the designating corporation to file a certificate of amendment or change providing for the designation by the corporation of the new address after the filing of a certificate of resignation for receipt of process with the secretary of state, its authority to do business in this state shall be suspended unless the corporation has previously filed a biennial statement [of addresses and directors] under section four hundred eight of this chapter, the address of the principal executive office stated in the last filed biennial statement [of addresses and directors] shall constitute the new address for process of the corporation, and the corporation shall not be deemed suspended.

(i) delivered personally within or without this state to such corporation by a person and in the manner authorized to serve process by law of the jurisdiction in which service is made, or

§ 4. Subparagraph 7 of paragraph (a) of section 402 of the business corporation law is amended to read as follows:

(7) A designation of the secretary of state as agent of the corporation upon whom process against it may be served and the post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state.

§ 5. Subparagraph (c) of paragraph 1 of section 408 of the business corporation law, as added by chapter 55 of the laws of 1992, is amended to read as follows:

(c) The post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against it served upon [him or her] the secretary of state. Such address shall supersede any previous address on file with the department of state for this purpose.

§ 6. Subparagraph 4 of paragraph (b) of section 801 of the business corporation law is amended to read as follows:

(4) To specify or change the post office address to which [the secretary of state] a person shall mail a copy of any process against the corporation served upon [him] the secretary of state.

§ 7. Subparagraph 2 of paragraph (b) of section 803 of the business corporation law, as amended by chapter 803 of the laws of 1965, is amended to read as follows:

(2) To specify or change the post office address to which [the secretary of state] a person shall mail a copy of any process against the corporation served upon [him] the secretary of state.

§ 8. Paragraph (b) of section 805-A of the business corporation law, as added by chapter 725 of the laws of 1964, is amended to read as follows:

(b) A certificate of change which changes only the post office address to which [the secretary of state] a person shall mail a copy of any process against a corporation served upon [him] the secretary of state or the address of the registered agent, provided such address being changed is the address of a person, partnership, limited liability company or other corporation whose address, as agent, is the address to be changed or who has been designated as registered agent for such corporation, may be signed[, verified] and delivered to the department of state by such agent. The certificate of change shall set forth the

statements required under subparagraphs [(a)] (1), (2) and (3) of paragraph (a) of this section; that a notice of the proposed change was mailed to the corporation by the party signing the certificate not less than thirty days prior to the date of delivery to the department and that such corporation has not objected thereto; and that the party signing the certificate is the agent of such corporation to whose address [the secretary of state] a person is required to mail [copies] a copy of process served on the secretary of state or the registered agent, if such be the case. A certificate signed[, verified] and delivered under this paragraph shall not be deemed to effect a change of location of the office of the corporation in whose behalf such certificate is filed.

§ 9. Subparagraph 8 of paragraph (a) of section 904-a of the business corporation law, as amended by chapter 177 of the laws of 2008, is amended to read as follows:

(8) If the surviving or resulting entity is a foreign corporation or other business entity, a designation of the secretary of state as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section three hundred six of this chapter, in any action or special proceeding, and a post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state. Such post office address shall supersede any prior address designated as the address to which process shall be mailed;

§ 10. Clause (G) of subparagraph 2 of paragraph (e) of section 907 of the business corporation law, as amended by chapter 494 of the laws of 1997, is amended to read as follows:

(G) A designation of the secretary of state as its agent upon whom process against it may be served in the manner set forth in paragraph

(b) of section 306 (Service of process), in any action or special proceeding, and a post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

§ 11. Subparagraph 6 of paragraph (a) of section 1304 of the business corporation law, as amended by chapter 684 of the laws of 1963 and as renumbered by chapter 590 of the laws of 1982, is amended to read as follows:

(6) A designation of the secretary of state as its agent upon whom process against it may be served and the post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state.

§ 12. Subparagraph 7 of paragraph (a) of section 1308 of the business corporation law, as amended by chapter 725 of the laws of 1964 and as renumbered by chapter 186 of the laws of 1983, is amended to read as follows:

(7) To specify or change the post office address to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state.

§ 13. Subparagraph 2 of paragraph (a) and paragraph (c) of section 1309-A of the business corporation law, subparagraph 2 of paragraph (a) as added by chapter 725 of the laws of 1964 and paragraph (c) as amended by chapter 172 of the laws of 1999, are amended to read as follows:

(2) To specify or change the post office address to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state.

(c) A certificate of change of application for authority which changes only the post office address to which [the secretary of state] a person shall mail a copy of any process against an authorized foreign corporation served upon [him] the secretary of state or which changes the address of its registered agent, provided such address is the address of a person, partnership, limited liability company or other corporation whose address, as agent, is the address to be changed or who has been designated as registered agent for such authorized foreign corporation, may be signed and delivered to the department of state by such agent. The certificate of change of application for authority shall set forth the statements required under subparagraphs (1), (2), (3) and (4) of paragraph (b) of this section; that a notice of the proposed change was mailed by the party signing the certificate to the authorized foreign corporation not less than thirty days prior to the date of delivery to the department and that such corporation has not objected thereto; and that the party signing the certificate is the agent of such foreign corporation to whose address [the secretary of state] a person is required to mail [copies] a copy of process served on the secretary of state or the registered agent, if such be the case. A certificate signed and delivered under this paragraph shall not be deemed to effect a change of location of the office of the corporation in whose behalf such certificate is filed.

§ 14. Subparagraphs 1 and 6 of paragraph (a) of section 1310 of the business corporation law, subparagraph 1 as amended by chapter 590 of the laws of 1982, are amended to read as follows:

(1) The name of the foreign corporation as it appears on the index of names of existing domestic and authorized foreign corporations of any type or kind in the department of state, division of corporations [or,] and the fictitious name, if any, the corporation has agreed to use in this state pursuant to paragraph (d) of section 1301 (Authorization of foreign corporations) of this [chapter] article.

(6) A post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state.

§ 15. Subparagraph 4 of paragraph (d) of section 1310 of the business corporation law is amended to read as follows:

(4) The changed post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state.

§ 16. Section 1311 of the business corporation law, as amended by chapter 375 of the laws of 1998, is amended to read as follows:

§ 1311. Termination of existence.

When an authorized foreign corporation is dissolved or its authority or existence is otherwise terminated or cancelled in the jurisdiction of its incorporation or when such foreign corporation is merged into or consolidated with another foreign corporation, a certificate of the secretary of state, or official performing the equivalent function as to corporate records, of the jurisdiction of incorporation of such foreign corporation attesting to the occurrence of any such event or a certified copy of an order or decree of a court of such jurisdiction directing the dissolution of such foreign corporation, the termination of its existence or the cancellation of its authority shall be delivered to the department of state. The filing of the certificate, order or decree

shall have the same effect as the filing of a certificate of surrender of authority under section 1310 (Surrender of authority). The secretary of state shall continue as agent of the foreign corporation upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 (Service of process), in any action or special proceeding based upon any liability or obligation incurred by the foreign corporation within this state prior to the filing of such certificate, order or decree and [he] the person serving such process shall promptly cause a copy of any such process to be mailed by [registered] certified mail, return receipt requested, to such foreign corporation at the post office address on file in [his] the office of the secretary of state specified for such purpose. The post office address may be changed by signing and delivering to the department of state a certificate of change setting forth the statements required under section 1309-A (Certificate of change; contents) to effect a change in the post office address under subparagraph [(a) (4)] (7) of paragraph (a) of section 1308 (Amendments or changes).

§ 17. The opening paragraph of subdivision 1 of section 5 of the cooperative corporations law, as amended by chapter 158 of the laws of 1978, is amended to read as follows:

The business corporation law applies to every corporation heretofore or hereafter formed under this chapter, or under any other statute or special act of this state, or under laws other than the statutes of this state, which has as its purpose or among its purposes the cooperative rendering of mutual help and service to its members and which, if formed under laws other than the statutes of this state, would, if it were to be formed currently under the laws of this state, be formed under this chapter except a membership cooperative as defined in section three of

this chapter, to which the not-for-profit corporation law shall apply. Any corporation to which the business corporation law is made applicable by this section shall be treated as a "corporation," "domestic corporation," or "foreign corporation," as such terms are used in the business corporation law; provided, however, that neither the purposes for which any such corporation may be formed under this chapter nor its classification as a non-profit corporation shall thereby be extended or affected. [Any corporation to which the not-for-profit corporation law is made applicable by this section shall be a type D not-for-profit corporation.]

§ 18. Section 11 of the cooperative corporations law, subdivision 8 as amended by chapter 664 of the laws of 1966 and subdivisions 10 and 11 as added by chapter 97 of the laws of 1969, is amended to read as follows:

§ 11. Certificate of incorporation; contents. Five or more persons may form a corporation, under this chapter, by making[, acknowledging] and filing a certificate of incorporation entitled "Certificate of incorporation of ..... (name of corporation) under section 11 of the Cooperative Corporations Law" which shall state:

1. Its name. The name shall include the word "Cooperative."

2. Its purposes, as permitted by this chapter.

3. Its duration.

4. The city, village or town and the county in which its office is to be located.

5. The names and post office addresses of its incorporators.

6. The number of its directors, or that the number of directors shall be within a stated minimum and maximum as the by-laws may from time to time provide. In either case, the number shall be not less than five.

7. The names and post office addresses of the directors until the first annual meeting.

8. Whether organized with or without capital stock. If organized with stock, the total amount thereof, the total number, if any, of the shares without par value, and the total number and par value of any shares having a par value. If the shares are to be classified, the number of shares to be included in each class and all of the designations, preferences, privileges, and voting rights or restrictions and qualifications of the shares of each class.

9. That all of the subscribers are of full age; that at least two-thirds of them are citizens of the United States; that at least one of them is a resident of the state of New York; and that of the persons named as directors at least one is a citizen of the United States and a resident of the state of New York.

10. A designation of the secretary of state as agent of the corporation upon whom process against it may be served and the post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state.

11. If the corporation is to have a registered agent, [his] such agent's name and address within this state and a statement that the registered agent is to be the agent of the corporation upon whom process against it may be served.

§ 19. The opening paragraph of subdivision 2 and subdivision 3 of section 18 of the general associations law, as amended by chapter 13 of the laws of 1938, are amended to read as follows:

Every association doing business within this state shall file in the department of state a certificate in its associate name, signed [and

acknowledged] by its president, or a vice-president, or secretary, or treasurer, or managing director, or trustee, designating the secretary of state as an agent upon whom process in any action or proceeding against the association may be served within this state, and setting forth an address to which [the secretary of state] a person shall mail a copy of any process against the association which may be served upon [him] the secretary of state pursuant to law. Annexed to the certificate of designation shall be a statement, executed in the same manner as the certificate is required to be executed under this section, which shall set forth:

3. Any association, from time to time, may change the address to which [the secretary of state] a person is directed to mail [copies] a copy of process served on the secretary of state, by filing a statement to that effect, executed[,] and signed [and acknowledged] in like manner as a certificate of designation as herein provided.

§ 20. Section 18 of the general associations law is amended by adding two new subdivisions 5 and 6 to read as follows:

5. Any designated post office address to which the secretary of state shall mail a copy of any process served upon the secretary of state as agent in any action or proceeding against the association shall be deemed to be the post office address, within or without this state, to which a person shall mail a copy of process served against the association as required by this article. Any designated post office address to which the secretary of state or a person shall mail a copy of any process served upon the secretary of state as agent in any action or proceeding against the association shall continue until the filing of a certificate under this chapter directing the mailing to a different post office address.

6. "Process" means judicial process and all orders, demands, notices or other papers required or permitted by law to be personally served on an association, for the purpose of acquiring jurisdiction of such association in any action or proceeding, civil or criminal, whether judicial, administrative, arbitrative or otherwise, in this state or in the federal courts sitting in or for this state.

§ 21. Section 19 of the general associations law, as amended by chapter 166 of the laws of 1991, is amended to read as follows:

§ 19. Service of process. 1. Service of process against an association upon the secretary of state shall be made by personally delivering to and leaving with [him] the secretary of state or a deputy [secretary of state or an associate attorney, senior attorney or attorney in the corporation division of the department of state, duplicate copies of such process at the office of the department of state in the city of Albany], or with a person authorized by the secretary of state to receive such service at the office of the department of state in the city of Albany, a copy of such process together with the statutory fee of forty dollars, which fee shall be a taxable disbursement. [At the time of such service the plaintiff shall pay a fee of forty dollars to the secretary of state which shall be a taxable disbursement. If the cost of registered mail for transmitting a copy of the process shall exceed two dollars, an additional fee equal to such excess shall be paid at the time of the service of such process. The secretary of state shall forthwith send by registered mail one of such copies to the association at the address fixed for that purpose, as herein provided.]

2. Such service shall be sufficient if notice of such service on the secretary of state and a copy of the process are:

(a) delivered personally, within or without the state, to such association by a person and in the manner authorized to serve process by law of the jurisdiction in which service is made, or

(b) sent by or on behalf of the plaintiff to such association by certified mail with return receipt requested, at the post office address specified for the purpose of mailing process, on file in the department of state.

3. (a) Where service of a copy of process was effected by personal service, proof of service shall be by affidavit of compliance with this section filed, together with the process, within thirty days after such service, with the clerk of the court in which the action or special proceeding is pending. Service of process shall be complete ten days after such papers are filed with the clerk of the court.

(b) Where service of a copy of process was effected by mailing in accordance with this section, proof of service shall be by affidavit of compliance with this section filed, together with the process, within thirty days after receipt of the return receipt signed by the association, or other official proof of delivery or of the original envelope mailed. If a copy of the process is mailed in accordance with this section, there shall be filed with the affidavit of compliance either the return receipt signed by such association or other official proof of delivery or, if acceptance was refused by it, the original envelope with a notation by the postal authorities that acceptance was refused. If acceptance was refused, a copy of the notice and process together with notice of the mailing by certified mail and refusal to accept shall be promptly sent to such association at the same address by ordinary mail and the affidavit of compliance shall so state. Service of process shall be complete ten days after such papers are filed with the clerk of the

court. The refusal to accept delivery of the certified mail or to sign the return receipt shall not affect the validity of the service and such association refusing to accept such certified mail shall be charged with knowledge of the contents thereof.

4. If the action or proceeding is instituted in a court of limited jurisdiction, service of process may be made in the manner provided in this section if the cause of action arose within the territorial jurisdiction of the court and the office of the defendant, as set forth in its statement filed pursuant to section eighteen of this [chapter] article, is within such territorial jurisdiction.

§ 22. Paragraph 4 of subdivision (e) of section 203 of the limited liability company law, as added by chapter 470 of the laws of 1997, is amended to read as follows:

(4) a designation of the secretary of state as agent of the limited liability company upon whom process against it may be served and the post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against the limited liability company served upon [him or her] the secretary of state;

§ 23. Paragraph 6 of subdivision (d) of section 211 of the limited liability company law is amended to read as follows:

(6) a change in the post office address to which [the secretary of state] a person shall mail a copy of any process against the limited liability company served upon [him or her] the secretary of state if such change is made other than pursuant to section three hundred one of this chapter;

§ 24. Subdivisions (a) and (b) of section 211-A of the limited liability company law, as added by chapter 448 of the laws of 1998, are amended to read as follows:

(a) A limited liability company may amend its articles of organization from time to time to (i) specify or change the location of the limited liability company's office; (ii) specify or change the post office address to which [the secretary of state] a person shall mail a copy of any process against the limited liability company served upon [him] the secretary of state; and (iii) make, revoke or change the designation of a registered agent, or specify or change the address of the registered agent. Any one or more such changes may be accomplished by filing a certificate of change which shall be entitled "Certificate of Change of ..... (name of limited liability company) under section 211-A of the Limited Liability Company Law" and shall be signed and delivered to the department of state. It shall set forth:

(1) the name of the limited liability company, and if it has been changed, the name under which it was formed;

(2) the date the articles of organization were filed by the department of state; and

(3) each change effected thereby.

(b) A certificate of change which changes only the post office address to which [the secretary of state] a person shall mail a copy of any process against a limited liability company served upon [him] the secretary of state or the address of the registered agent, provided such address being changed is the address of a person, partnership, limited liability company or corporation whose address, as agent, is the address to be changed or who has been designated as registered agent for such limited liability company may be signed and delivered to the department

of state by such agent. The certificate of change shall set forth the statements required under subdivision (a) of this section; that a notice of the proposed change was mailed to the domestic limited liability company by the party signing the certificate not less than thirty days prior to the date of delivery to the department of state and that such domestic limited liability company has not objected thereto; and that the party signing the certificate is the agent of such limited liability company to whose address [the secretary of state] a person is required to mail [copies] a copy of process served on the secretary of state or the registered agent, if such be the case. A certificate signed and delivered under this subdivision shall not be deemed to effect a change of location of the office of the limited liability company in whose behalf such certificate is filed.

§ 24-a. Paragraph 2 of subdivision (b) of section 213 of the limited liability company law is amended to read as follows:

(2) to change the post office address to which [the secretary of state] a person shall mail a copy of any process against the limited liability company served upon [him or her] the secretary of state; and

§ 25. Subdivisions (c) and (e) of section 301 of the limited liability company law, subdivision (e) as amended by chapter 643 of the laws of 1995, are amended to read as follows:

(c) Any designated post office address to which the secretary of state shall mail a copy of any process served upon the secretary of state as agent of a domestic limited liability company or foreign limited liability company shall be deemed to be the post office address, within or without this state, to which a person shall mail a copy of process served against the limited liability company as required by this article. Any designated post office address to which the secretary of state

or a person shall mail a copy of process served upon [him or her] the secretary of state as agent of a domestic limited liability company or a foreign limited liability company shall continue until the filing of a certificate under this chapter directing the mailing to a different post office address.

[(e)] (d) Every limited liability company to which this chapter applies, shall biennially in the calendar month during which its articles of organization or application for authority were filed, or effective date thereof if stated, file on forms prescribed by the secretary of state, a statement setting forth the post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process accepted against it served upon [him or her] the secretary of state. Such address shall supersede any previous address on file with the department of state for this purpose.

§ 26. Paragraphs 2 and 3 of subdivision (a), subdivision (c), subparagraph (ii) of paragraph 2 and subparagraph (ii) of paragraph 3 of subdivision (e) of section 301-A of the limited liability company law, as added by chapter 448 of the laws of 1998, are amended to read as follows:

(2) that the address of the party has been designated by the limited liability company as the post office address to which [the secretary of state] a person shall mail a copy of any process served on the secretary of state as agent for such limited liability company, such address and that such party wishes to resign.

(3) that sixty days prior to the filing of the certificate of resignation for receipt of process with the department of state the party has sent a copy of the certificate of resignation for receipt of process by registered or certified mail to the address of the registered agent of

the [designated] designating limited liability company, if other than the party filing the certificate of resignation[,] for receipt of process, or if the [resigning] designating limited liability company has no registered agent, then to the last address of the [designated] designating limited liability company known to the party, specifying the address to which the copy was sent. If there is no registered agent and no known address of the designating limited liability company, the party shall attach an affidavit to the certificate stating that a diligent but unsuccessful search was made by the party to locate the limited liability company, specifying what efforts were made.

(c) The filing by the department of state of a certificate of amendment [or], certificate of change or biennial statement providing for a new address by a designating limited liability company shall annul the suspension and its authority to do business in this state shall be restored and continued as if no suspension had occurred.

(ii) sent by or on behalf of the plaintiff to such limited liability company by registered or certified mail with return receipt requested to the last address of such limited liability company known to the plaintiff.

(ii) Where service of a copy of process was effected by mailing in accordance with this section, proof of service shall be by affidavit of compliance with this section filed, together with the process, within thirty days after receipt of the return receipt signed by the limited liability company or other official proof of delivery or of the original envelope mailed. If a copy of the process is mailed in accordance with this section, there shall be filed with the affidavit of compliance either the return receipt signed by such limited liability company or other official proof of delivery, if acceptance was refused by it, the

original envelope with a notation by the postal authorities that acceptance was refused. If acceptance was refused a copy of the notice and process together with notice of the mailing by registered or certified mail and refusal to accept shall be promptly sent to such limited liability company at the same address by ordinary mail and the affidavit of compliance shall so state. Service of process shall be complete ten days after such papers are filed with the clerk of the court. The refusal to accept delivery of the registered or certified mail or to sign the return receipt shall not affect the validity of the service and such limited liability company refusing to accept such registered or certified mail shall be charged with knowledge of the contents thereof.

§ 27. Section 303 of the limited liability company law, subdivisions (a) and (b) as relettered by chapter 341 of the laws of 1999, is amended to read as follows:

§ 303. Service of process on limited liability companies. (a) Service of process on the secretary of state as agent of a domestic limited liability company [or], authorized foreign limited liability company, or other business entity that has designated the secretary of state as agent for service of process pursuant to article ten of this chapter shall be made by personally delivering to and leaving with the secretary of state or [his or her] a deputy, or with any person authorized by the secretary of state to receive such service, at the office of the department of state in the city of Albany, [duplicate copies] a copy of such process together with the statutory fee, which fee shall be a taxable disbursement. [Service of process on such limited liability company shall be complete when the secretary of state is so served. The secretary of state shall promptly send one of such copies by certified mail, return receipt requested, to such limited liability company at the post

office address on file in the department of state specified for that purpose.]

(b) Such service shall be sufficient if notice of such service on the secretary of state and a copy of the process are:

(1) delivered personally, within or without the state, to such limited liability company by a person and in the manner authorized to serve process by law of the jurisdiction in which service is made, or

(2) sent by or on behalf of the plaintiff to such limited liability company by certified mail with return receipt requested at the post office address specified for the purpose of mailing process on file in the department of state.

(c) Where service of a copy of process was effected by personal service, proof of service shall be by affidavit of compliance with this section filed, together with the process, within thirty days after such service with the clerk of the court in which the action or special proceeding is pending. Service of process shall be complete ten days after such papers are filed with the clerk of the court.

(d) Where service of a copy of process was effected by mailing in accordance with this section, proof of service shall be by affidavit of compliance with this section filed, together with the process, within thirty days after receipt of the return receipt signed by the limited liability company, or other official proof of delivery or of the original envelope mailed. If a copy of the process is mailed in accordance with this section, there shall be filed with the affidavit of compliance either the return receipt signed by such limited liability company or other proof of delivery or, if acceptance was refused by it, the original envelope with a notation by the postal authorities that acceptance was refused. If acceptance was refused, a copy of the notice

and process together with notice of the mailing by certified mail and refusal to accept shall be promptly sent to such limited liability company at the same address by ordinary mail and the affidavit of compliance shall so state. Service of process shall be complete ten days after such papers are filed with the clerk of the court. The refusal to accept delivery of the certified mail or to sign the return receipt shall not affect the validity of the service and such limited liability company refusing to accept such certified mail shall be charged with knowledge of the contents thereof. Nothing in this section shall limit or affect the right to serve any process required or permitted by law to be served upon a limited liability company in any other manner now or hereafter permitted by law or applicable rules of procedure.

§ 28. Paragraphs 1 and 4 of subdivision (a) of section 802 of the limited liability company law, paragraph 1 as amended by chapter 643 of the laws of 1995 and paragraph 4 as amended by chapter 470 of the laws of 1997, are amended to read as follows:

(1) the name of the foreign limited liability company and, if a foreign limited liability company's name is not acceptable for authorization pursuant to section two hundred four of this chapter, the fictitious name under which it proposes to apply for authority and do business in this state, which name shall be in compliance with section two hundred four of this chapter and shall be used by the foreign limited liability company in all its dealings with the department of state and in the conduct of its business in this state. The provisions of section one hundred thirty of the general business law shall not apply to any fictitious name filed by a foreign limited liability company pursuant to this section, and a filing under section one hundred thirty of the

general business law shall not constitute the adoption of a fictitious name;

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

§ 29. Section 804-A of the limited liability company law, as added by chapter 448 of the laws of 1998, is amended to read as follows:

§ 804-A. Certificate of change. (a) A foreign limited liability company may amend its application for authority from time to time to (i) specify or change the location of the limited liability company's office; (ii) specify or change the post office address to which [the secretary of state] a person shall mail a copy of any process against the limited liability company served upon [him] the secretary of state; and (iii) to make, revoke or change the designation of a registered agent, or to specify or change the address of a registered agent. Any one or more such changes may be accomplished by filing a certificate of change which shall be entitled "Certificate of Change of ..... (name of limited liability company) under section 804-A of the Limited Liability Company Law" and shall be signed and delivered to the department of state. It shall set forth:

(1) the name of the foreign limited liability company and, if applicable, the fictitious name the limited liability company has agreed to use in this state pursuant to section eight hundred two of this article or section thirteen hundred six of this chapter;

(2) the date its application for authority was filed by the department of state; and

(3) each change effected thereby[,]_.

(b) A certificate of change which changes only the post office address to which [the secretary of state] a person shall mail a copy of any process against a foreign limited liability company served upon [him] the secretary of state or the address of the registered agent, provided such address being changed is the address of a person, partnership [or], corporation or other limited liability company whose address, as agent, is the address to be changed or who has been designated as registered agent for such limited liability company may be signed and delivered to the department of state by such agent. The certificate of change shall set forth the statements required under subdivision (a) of this section; that a notice of the proposed change was mailed to the foreign limited liability company by the party signing the certificate not less than thirty days prior to the date of delivery to the department of state and that such foreign limited liability company has not objected thereto; and that the party signing the certificate is the agent of such foreign limited liability company to whose address [the secretary of state] a person is required to mail [copies] a copy of process served on the secretary of state or the registered agent, if such be the case. A certificate signed and delivered under this subdivision shall not be deemed to effect a change of location of the office of the foreign limited liability company in whose behalf such certificate is filed.

§ 30. Paragraph 6 of subdivision (b) of section 806 of the limited liability company law is amended to read as follows:

(6) a post office address within or without this state to which [the secretary of state] a person shall mail a copy of any process against it served upon [him or her] the secretary of state.

§ 31. Paragraph 11 of subdivision (a) of section 1003 of the limited liability company law, as amended by chapter 374 of the laws of 1998, is amended to read as follows:

(11) a designation of the secretary of state as its agent upon whom process against it may be served in the manner set forth in article three of this chapter in any action or special proceeding, and a post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process served upon [him or her] the secretary of state. Such post office address shall supersede any prior address designated as the address to which process shall be mailed;

§ 32. Subdivisions (b) and (c) of section 1101 of the limited liability company law are amended to read as follows:

(b) For the change of address of the post office address to which [the secretary of state] a person shall mail a copy of any process against the limited liability company served upon [him or her] the secretary of state pursuant to section three hundred one of this chapter, twenty dollars.

(c) For the statement of address of the post office address to which [the secretary of state] a person shall mail a copy of any process against the limited liability company served upon [him or her] the secretary of state pursuant to section three hundred one of this chapter, nine dollars.

§ 33. Paragraphs 1, 5 and 6 of subdivision (a) of section 1306 of the limited liability company law are amended to read as follows:

(1) the name of the foreign professional service limited liability company. A foreign professional service limited liability company whose limited liability company name is not acceptable for authorization

pursuant to section two hundred four of this chapter, may submit in its application for authority a fictitious name under which it shall do business in this state. A fictitious name submitted pursuant to this section shall be subject to the provisions of section two hundred four of this chapter. A foreign professional service limited liability company authorized to do business in this state under a fictitious name pursuant to this section shall use such fictitious name in all of its dealings with the secretary of state and in the conduct of its business in this state. The provisions of section one hundred thirty of the general business law shall not apply to any fictitious name filed by a foreign professional service limited liability company pursuant to this section and a filing under section one hundred thirty of the general business law shall not constitute the adoption of a fictitious name. If the name does not end with the words "Professional Limited Liability Company" or "Limited Liability Company" or the abbreviation "P.L.L.C.", "PLLC", "L.L.C." or "LLC", it shall in addition to the foregoing set forth the name to be used in this state, ending with the words "Professional Limited Liability Company" or "Limited Liability Company" or the abbreviation "P.L.L.C.", "PLLC", "L.L.C." or "LLC";

(5) the [city, incorporated village or town and the] county within this state in which its office is to be located, or if it shall maintain more than one office in this state, the county within the state in which the principal office of the foreign professional service limited liability company is to be located;

(6) a designation of the secretary of state as its agent upon whom process against it may be served and the post office address within or without this state to which [the secretary of state] a person shall mail

a copy of any process against it served upon [him or her] the secretary of state; and

§ 33-a. Paragraphs (a) and (c) of section 103 of the not-for-profit corporation law, paragraph (a) as amended by chapter 807 of the laws of 1973 and paragraph (c) as amended by chapter 961 of the laws of 1972, are amended to read as follows:

(a) Except as otherwise provided in this section, this chapter applies to every domestic corporation as herein defined, and to every foreign corporation as herein defined which is authorized to conduct or which conducts any activities in this state. This chapter also applies to any other domestic corporation or foreign corporation of any type or kind to the extent, if any, provided under this chapter or any law governing such corporation and, if no such provision for application is made, to the extent, if any, that the membership corporations law applied to such corporation as of the effective date of this chapter. A corporation formed by a special act of this state which has as its principal purpose an education purpose and which is a member of the university of the state of New York, is an "education corporation" under section two hundred sixteen-a of the education law.

To the extent that the membership corporations law or the general corporation law applied to it as of the effective date of this chapter, the corresponding provisions of this chapter apply to a corporation heretofore formed by or pursuant to a special act of this state other than a religious corporation or an "education corporation" under clause (b) of subdivision one of section two hundred sixteen-a of the education law, if (1) its principal purpose is a religious, charitable or education purpose, and (2) it is operated, supervised or controlled by or in connection with a religious organization. Any such corporation may

elect hereunder at any time after the effective date of this chapter to file a restated certificate of [type] incorporation under section [one] eight hundred [thirteen (Certificate of type of not-for-profit corporation)] five (Restated certificate of incorporation). Such restated certificate of incorporation shall include:

(1) a statement that such corporation is permitted pursuant to this section to elect to become and be a not-for-profit corporation;

(2) a statement that such corporation has elected to become and be a not-for-profit corporation operated under this chapter;

(3) the chapter and year of the special act of the legislature creating such corporation;

(4) the certificate of incorporation in the same manner as if newly incorporated pursuant to section four hundred two (Certificate of incorporation; contents), however such certificate need not include statements as to the incorporator or incorporators, or the initial directors of such corporation.

Upon the filing of such certificate by the department of state, this chapter shall apply in all respects to such corporation.

This chapter also applies to any other corporation of any type or kind, formed not for profit under any other chapter of the laws of this state except a chapter of the consolidated laws, to the extent that provisions of this chapter do not conflict with the provisions of such unconsolidated law. If an applicable provision of such unconsolidated law relates to a matter embraced in this chapter but is not in conflict therewith, both provisions shall apply. Any corporation to which this chapter is made applicable by this paragraph shall be treated as a "corporation" or "domestic corporation" as such terms are used in this chapter, except that the purposes of any such corporation formed or

formable under such unconsolidated law shall not thereby be extended. For the purpose of this paragraph, the effective date of this chapter as to corporations to which this chapter is made applicable by this paragraph shall be September one, nineteen hundred seventy-three.

(c) If any provision in articles one to thirteen inclusive of this chapter conflicts with a provision of any subsequent articles or of any special act under which a corporation to which this chapter applies is formed, the provision in such subsequent article or special act prevails. A provision of any such subsequent article or special act relating to a matter referred to in articles one to thirteen inclusive and not in conflict therewith is supplemental and both shall apply. Whenever the board of a [Type B] corporation, formed under a special act, reasonably makes an interpretation as to whether a provision of the special act or this chapter prevails, or both apply, such interpretation shall govern unless and until a court determines otherwise, if such board has acted in good faith for a purpose which it reasonably believes to be in the best interests of the corporation, provided however, that such interpretation shall not bind any governmental body or officer.

§ 34. Subparagraphs 7 and 8 of paragraph (a) of section 112 of the not-for-profit corporation law, subparagraph 7 as amended by chapter 1058 of the laws of 1971, are amended to read as follows:

(7) To enforce any right given under this chapter to members, a director or an officer of a [Type B or Type C] corporation. The attorney-general shall have the same status as such members, director or officer.

(8) To compel the directors and officers, or any of them, of a [Type B or Type C] corporation which has been dissolved [under section 1011 (Dissolution for failure to file certificate of type of Not-for-Profit

Corporation Law under section 113)] to account for the assets of the dissolved corporation.

§ 35. Section 113 of the not-for-profit corporation law is REPEALED.

§ 36. Section 114 of the not-for-profit corporation law, as added by chapter 847 of the laws of 1970, is amended to read as follows:

§ 114. Visitation of supreme court.

[Type B and Type C corporations] Corporations, whether formed under general or special laws, with their books and vouchers, shall be subject to the visitation and inspection of a justice of the supreme court, or of any person appointed by the court for that purpose. If it appears by the verified petition of a member or creditor of any such corporation, that it, or its directors, officers or agents, have misappropriated any of the funds or property of the corporation, or diverted them from the purpose of its incorporation, or that the corporation has acquired property in excess of the amount which it is authorized by law to hold, or has engaged in any business other than that stated in its certificate of incorporation, the court may order that notice of at least eight days, with a copy of the petition, be served on the corporation and the persons charged with misconduct, requiring them to show cause at a time and place specified, why they should not be required to make and file an inventory and account of the property, effects and liabilities of such corporation with a detailed statement of its transactions during the twelve months next preceding the granting of such order. On the hearing of such application, the court may make an order requiring such inventory, account and statement to be filed, and proceed to take and state an account of the property and liabilities of the corporation, or may appoint a referee for that purpose. When such account is taken and stated, after hearing all the parties to the application, the court may

enter a final order determining the amount of property so held by the corporation, its annual income, whether any of the property or funds of the corporation have been misappropriated or diverted to any other purpose than that for which such corporation was incorporated, and whether such corporation has been engaged in any activity not covered by its certificate of incorporation. An appeal may be taken from the order by any party aggrieved to the appellate division of the supreme court, and to the court of appeals, as in a civil action. No corporation shall be required to make and file more than one inventory and account in any one year, nor to make a second account and inventory, while proceedings are pending for the statement of an account under this section.

§ 37. Section 201 of the not-for-profit corporation law, paragraph (b) as amended by chapter 847 of the laws of 1970 and paragraph (c) as amended by chapter 1058 of the laws of 1971, is amended to read as follows:

§ 201. Purposes.

(a) A corporation, as defined in subparagraph (5)[,] of paragraph (a) of [§] section 102 of this chapter (Definitions), may be formed under this chapter as provided in paragraph (b) of this section unless it may be formed under any other corporate law of this state in which event it may not be formed under this chapter unless such other corporate law expressly so provides.

(b) A corporation, [of a type and] for a purpose or purposes as follows, may be formed under this chapter, provided consents required under any other statute of this state have been obtained:

[Type A -] (1) A not-for-profit corporation [of this type] may be formed for any lawful non-business purpose or purposes including, but not limited to, any one or more of the following non-pecuniary purposes:

civic, patriotic, political, social, fraternal, athletic, agricultural, horticultural, animal husbandry, and for a professional, commercial, industrial, trade or service association[.

Type B - A not-for-profit corporation of this type may be formed for any one or more of the following non-business purposes:], charitable, educational, religious, scientific, literary, cultural or for the prevention of cruelty to children or animals.

[Type C -] (2) A not-for-profit corporation [of this type] may be formed for any lawful business purpose to achieve a lawful public or quasi-public objective.

[Type D -] (3) A not-for-profit corporation [of this type] may be formed under this chapter when such formation is authorized by any other corporate law of this state for any business or non-business, or pecuniary or non-pecuniary, purpose or purposes specified by such other law[, whether such purpose or purposes are also within types A, B, C above or otherwise.

(c) If a corporation is formed for purposes which are within both type A and type B above, it is a type B corporation. If a corporation has among its purposes any purpose which is within type C, such corporation is a type C corporation. A type D corporation is subject to all provisions of this chapter which are applicable to a type B corporation under this chapter unless provided to the contrary in, and subject to the contrary provisions of, the other corporate law authorizing formation under this chapter of the type D corporation].

§ 38. Paragraph (d) of section 304 of the not-for-profit corporation law, as amended by chapter 168 of the laws of 1982, is amended to read as follows:

(d) Any designated post office address to which the secretary of state shall mail a copy of any process served upon the secretary of state as agent of a domestic corporation or foreign corporation shall be deemed to be the post office address, within or without this state, to which a person shall mail a copy of process served against the corporation as required by this article. Any designated [post-office] post office address to which the secretary of state or a person shall mail a copy of process served upon [him] the secretary of state as agent of a domestic corporation formed under article four of this chapter or foreign corporation, shall continue until the filing of a certificate under this chapter directing the mailing to a different [post-office] post office address.

§ 39. Paragraph (b) of section 306 of the not-for-profit corporation law is REPEALED.

§ 40. Paragraphs (c) and (d) of section 306 of the not-for-profit corporation law are relettered paragraphs (d) and (e) and two new paragraphs (b) and (c) are added to read as follows:

(b) Service of such process upon the secretary of state as agent of a domestic or authorized foreign corporation, or other business entity that has designated the secretary of state as agent for service of process pursuant to article nine of this chapter, shall be made by personally delivering to and leaving with the secretary of state or a deputy, or with a person authorized by the secretary of state to receive such service, at the office of the department of state in the city of Albany, a copy of such process together with the statutory fee, which fee shall be a taxable disbursement. Such service shall be sufficient if notice of such service on the secretary of state and a copy of the process are:

(1) delivered personally, within or without the state, to such corporation by a person and in a manner authorized to serve process by law of the jurisdiction in which service is made; or

(2) sent by or on behalf of the plaintiff to such corporation by certified mail with return receipt requested at the post office address specified for the purpose of mailing process on file in the department of state.

(c) 1. Where service of a copy of process was effected by personal service, proof of service shall be by affidavit of compliance with this section, filed together with the process, within thirty days after such service, with the clerk of the court in which the action or special proceeding is pending. Service of process shall be complete ten days after such papers are filed with the clerk of the court.

2. Where service of a copy of process was effected by mailing in accordance with this section, proof of service shall be by affidavit of compliance with this section, filed together with the process, within thirty days after receipt of the return receipt signed by the corporation, or other official proof of delivery or of the original envelope mailed. If a copy of the process is mailed in accordance with this section, there shall be filed with the affidavit of compliance either the return receipt signed by such corporation or other official proof of delivery or, if acceptance was refused by it, the original envelope with a notation by the postal authorities that acceptance was refused. If acceptance was refused, a copy of the notice and process together with notice of the mailing by certified mail and refusal to accept shall be promptly sent to such corporation at the same address by ordinary mail and the affidavit of compliance shall so state. Service of process shall be complete ten days after such papers are filed with the clerk of the

court. The refusal to accept delivery of the certified mail or to sign the return receipt shall not affect the validity of the service and such corporation refusing to accept such certified mail shall be charged with knowledge of the contents thereof.

§ 41. Subparagraphs 2, 4 and 6 of paragraph (a) of section 402 of the not-for-profit corporation law, subparagraph 2 as amended by chapter 847 of the laws of 1970, subparagraph 4 as amended by chapter 679 of the laws of 1985, and subparagraph 6 as added by chapter 564 of the laws of 1981 and as renumbered by chapter 132 of the laws of 1985, are amended to read as follows:

(2) That the corporation is a corporation as defined in subparagraph (5) of paragraph (a) [(5)] of section 102 (Definitions); the purpose or purposes for which it is formed [and the type of corporation it shall be under section 201 (Purposes)]; and in the case of a [Type C] corporation formed for any lawful business purpose or purposes, the lawful public or quasi-public objective which each business purpose will achieve.

(4) [In the case of a Type A, Type B, or Type C corporation, the] The names and addresses of the initial directors. [In the case of a Type D corporation, the names and addresses of the initial directors, if any, may but need not be set forth.]

(6) A designation of the secretary of state as agent of the corporation upon whom process against it may be served and the post office address, within or without [this] the state, to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state.

§ 42. Paragraph (d) of section 502 of the not-for-profit corporation law is amended to read as follows:

(d) A member's capital contribution shall be evidenced by a capital certificate [which shall be non-transferable, except that the certificate of incorporation of a Type A corporation may provide that its capital certificates, or some of them, may be transferable to other members with the consent of the corporation upon specified terms and conditions]. A capital certificate shall be non-transferable except as otherwise provided in the certificate of incorporation of a corporation that is not organized for charitable purposes.

§ 43. Subparagraph 1 of paragraph (b) of section 503 of the not-for-profit corporation law is REPEALED.

§ 44. Subparagraph 1 of paragraph (b) of section 505 of the not-for-profit corporation law is REPEALED.

§ 45. Subparagraph 3 of paragraph (a) of section 510 of the not-for-profit corporation law, as amended by chapter 847 of the laws of 1970, is amended to read as follows:

(3) [If the corporation is, or would be if formed under this chapter, classified as a Type B or Type C corporation under section 201, (Purposes) such] A sale, lease, exchange or other disposition shall in addition require leave of the supreme court in the judicial district or of the county court of the county in which the corporation has its office or principal place of carrying out the purposes for which it was formed.

§ 46. Paragraph (a) of section 513 of the not-for-profit corporation law, as amended by chapter 690 of the laws of 1978, is amended to read as follows:

(a) A corporation [which is, or would be if formed under this chapter, classified as a Type B corporation] shall hold full ownership rights in any assets consisting of funds or other real or personal property of any

kind, that may be given, granted, bequeathed or devised to or otherwise vested in such corporation in trust for, or with a direction to apply the same to, any purpose specified in its certificate of incorporation, and shall not be deemed a trustee of an express trust of such assets. Any other corporation subject to this chapter may similarly hold assets so received, unless otherwise provided by law or in the certificate of incorporation.

§ 47. Paragraph (a) of section 601 of the not-for-profit corporation law, as amended by chapter 1058 of the laws of 1971, is amended to read as follows:

(a) A corporation [shall] may have one or more classes of members, or, [in the case of a Type B corporation,] may have no members[, in which case any such provision for classes of members or for no members]. A corporation which has one or more classes of members shall [be] set forth in the certificate of incorporation or the by-laws such provisions for classes of members. Corporations, joint-stock associations, unincorporated associations and partnerships, as well as any other person without limitation, may be members.

§ 48. Subparagraph 7 of paragraph (b) of section 801 of the not-for-profit corporation law, as amended by chapter 438 of the laws of 1984, is amended to read as follows:

(7) To specify or change the post office address to which [the secretary of state] a person shall mail a copy of any process against the corporation served upon [him] the secretary of state.

§ 49. Subparagraph 2 of paragraph (c) of section 802 of the not-for-profit corporation law, as amended by chapter 186 of the laws of 1983, is amended to read as follows:

(2) To specify or change the post office address to which [the secretary of state] a person shall mail a copy of any process against the corporation served upon [him] the secretary of state.

§ 50. Subparagraphs 3 and 6 of paragraph (a) of section 803 of the not-for-profit corporation law, paragraphs 3 and 6 as amended by chapter 168 of the laws of 1982 and paragraph 6 as renumbered by chapter 145 of the laws of 1983, are amended to read as follows:

(3) That the corporation is a corporation as defined in subparagraph (5) of paragraph (a) [(5)] of section 102 (Definitions)[; the type of corporation it is under section 201 (Purposes); and if the corporate purposes are enlarged, limited or otherwise changed, the type of corporation it shall thereafter be under section 201].

(6) A designation of the secretary of state as agent of the corporation upon whom process against it may be served and the post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state.

§ 51. Paragraph (b) of section 803-A of the not-for-profit corporation law, as amended by chapter 172 of the laws of 1999, is amended to read as follows:

(b) A certificate of change which changes only the post office address to which [the secretary of state] a person shall mail a copy of any process against the corporation served upon [him] the secretary of state or the address of the registered agent, provided such address being changed is the address of a person, partnership, limited liability company or other corporation whose address, as agent, is the address to be changed or who has been designated as registered agent for such corporation, may be signed and delivered to the department of state by

such agent. The certificate of change shall set forth the statements required under subparagraphs (1), (2) and (3) of paragraph (a) of this section; that a notice of the proposed change was mailed to the corporation by the party signing the certificate not less than thirty days prior to the date of delivery to the department and that such corporation has not objected thereto; and that the party signing the certificate is the agent of such corporation to whose address [the secretary of state] a person is required to mail [copies] a copy of any process against the corporation served upon [him] the secretary of state or the registered agent, if such be the case. A certificate signed and delivered under this paragraph shall not be deemed to effect a change of location of the office of the corporation in whose behalf such certificate is filed.

§ 52. Subparagraph (ii) of paragraph (a) of section 804 of the not-for-profit corporation law, as amended by chapter 139 of the laws of 1993, is amended to read as follows:

[(ii)] Every certificate of amendment of a corporation [classified as type B or type C under section 201 (Purposes)] which seeks to change or eliminate a purpose or power enumerated in the corporation's certificate of incorporation, or to add a power or purpose not enumerated therein, shall have endorsed thereon or annexed thereto the approval of a justice of the supreme court of the judicial district in which the office of the corporation is located. Ten days' written notice of the application for such approval shall be given to the attorney-general.

§ 53. Clause (E) of subparagraph 2 of paragraph (d) of section 906 of the not-for-profit corporation law, as amended by chapter 1058 of the laws of 1971, is amended to read as follows:

(E) A designation of the secretary of state as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 (Service of process), in any action or special proceeding described in [subparagraph] clause (D) of this subparagraph and a post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of the process in such action or special proceeding served upon the secretary of state.

§ 54. Paragraphs (a) and (c) of section 907 of the not-for-profit corporation law are amended to read as follows:

(a) [Where any constituent corporation or the consolidated corporation is, or would be if formed under this chapter, a Type B or a Type C corporation under section 201 (Purposes) of this chapter, no] No certificate shall be filed pursuant to section 904 (Certificate of merger or consolidation; contents) or section 906 (Merger or consolidation of domestic and foreign corporations) until an order approving the plan of merger or consolidation and authorizing the filing of the certificate has been made by the supreme court, as provided in this section. A certified copy of such order shall be annexed to the certificate of merger or consolidation. Application for the order may be made in the judicial district in which the principal office of the surviving or consolidated corporation is to be located, or in which the office of one of the domestic constituent corporations is located. The application shall be made by all the constituent corporations jointly and shall set forth by affidavit (1) the plan of merger or consolidation, (2) the approval required by section 903 (Approval of plan) or paragraph (b) of section 906 (Merger or consolidation of domestic and foreign corporations) for each constituent corporation, (3) the objects and purposes of each such corporation to be promoted by the consolidation, (4) a

statement of all property, and the manner in which it is held, and of all liabilities and of the amount and sources of the annual income of each such corporation, (5) whether any votes against adoption of the resolution approving the plan of merger or consolidation were cast at the meeting at which the resolution as adopted by each constituent corporation, and (6) facts showing that the consolidation is authorized by the laws of the jurisdictions under which each of the constituent corporations is incorporated.

(c) If the court shall find that any of the assets of any of the constituent corporations are held for [a] any purpose specified [as Type B] in paragraph (b) of section 201 or are legally required to be used for a particular purpose, but not upon a condition requiring return, transfer or conveyance by reason of the merger or consolidation, the court may, in its discretion, direct that such assets be transferred or conveyed to the surviving or consolidated corporation subject to such purpose or use, or that such assets be transferred or conveyed to the surviving or consolidated corporation or to one or more other domestic or foreign corporations or organizations engaged in substantially similar activities, upon an express trust the terms of which shall be approved by the court.

§ 55. Paragraph (a), clause (F) of subparagraph 2 of paragraph (d) and paragraph (f) of section 908 of the not-for-profit corporation law are amended to read as follows:

(a) One or more domestic or foreign corporations [which is, or would be if formed under this chapter, a type A or type C corporation under section 201 (Purposes)] may be merged or consolidated into a domestic or foreign corporation which is, or would be if formed under the laws of this state, a corporation formed under the business corporation law of

this state if such merger or consolidation is not contrary to the law of the state of incorporation of any constituent corporation. With respect to such merger or consolidation, any reference in paragraph (b) of section 901 [of this article] (Power of merger or consolidation) or paragraph (b) of section 901 of the business corporation law to a corporation shall, unless the context otherwise requires, include both domestic and foreign corporations.

(F) A designation of the secretary of state as his or her agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 (Service of process), in any action or special proceeding described in [subparagraph] clause (D) of this subparagraph and a post office address, within or without the state, to which [the secretary of state] a person shall mail a copy of the process in such action or special proceeding served upon the secretary of state.

(f) [Where any constituent corporation is, or would be if formed under this chapter, a Type C corporation under section 201 (Purposes), no] No certificate shall be filed pursuant to this section until an order approving the plan of merger or consolidation and authorizing the filing of the certificate has been made by the supreme court, as provided in section 907 (Approval by the supreme court).

§ 56. Paragraphs (b) and (c) and subparagraph 3 of paragraph (d) of section 1001 of the not-for-profit corporation law, as amended by chapter 434 of the laws of 2006, are amended to read as follows:

(b) If the corporation [is a Type B, C or D corporation and] has no assets to distribute and no liabilities at the time of dissolution, the plan of dissolution shall include a statement to that effect.

(c) If the corporation [is a Type B, C or D corporation and] has no assets to distribute, other than a reserve not to exceed twenty-five

thousand dollars for the purpose of paying ordinary and necessary expenses of winding up its affairs including attorney and accountant fees, and liabilities not in excess of ten thousand dollars at the time of adoption of the plan of dissolution, the plan of dissolution shall include a statement to that effect.

(3) if there are assets received and held by the corporation [either] for a purpose specified [as Type B] in paragraph (b) of section 201 (Purposes) or which are legally required to be used for a particular purpose, a statement that the assets owned by the corporation, subject to any unpaid liabilities of the corporation, shall be distributed as required by any gift instrument or to a charitable organization or organizations exempt from taxation pursuant to federal and state laws and engaged in activities substantially similar to those of the dissolved corporation. Each such recipient organization shall be identified and the governing instrument and amendments thereto of each of the proposed recipient organizations shall be annexed to such statement, along with the financial reports of each recipient organization for the last three years and a sworn affidavit from a director and officer of each recipient organization stating the purposes of the organization, and that it is currently exempt from federal income taxation.

§ 57. Section 1002 of the not-for-profit corporation law, as amended by chapter 434 of the laws of 2006, is amended to read as follows:

§ 1002. Authorization of plan.

(a) Upon adopting a plan of dissolution and distribution of assets, the board shall submit it to a vote of the members, if any, and such plan shall be approved at a meeting of members by two-thirds vote as provided in paragraph (c) of section 613 (Vote of members); provided, however, that if the corporation [is a Type B, C or D corporation],

other than a corporation incorporated pursuant to article 15 (Public cemetery corporations), [and] has no assets to distribute, other than a reserve not to exceed twenty-five thousand dollars for the purpose of paying ordinary and necessary expenses of winding up its affairs including attorney and accountant fees, and liabilities not in excess of ten thousand dollars at the time of adoption of the plan of dissolution, the vote required by the corporation's board of directors for adoption of the plan of dissolution of such a corporation or by the corporation's members for the authorization thereof shall be:

(1) In the case of a vote by the board of directors: (i) the number of directors required under the certificate of incorporation, by-laws, this chapter and any other applicable law; or

(ii) if the number of directors actually holding office as such at the time of the vote to adopt the plan is less than the number required to constitute a quorum of directors under the certificate of incorporation, the by-laws, this chapter or any other applicable law, the remaining directors unanimously;

(2) In the case of a vote by the members, (i) the number of members required under the certificate of incorporation, by-laws, this chapter and any other applicable law; or (ii) by the vote of members authorized by an order of the supreme court pursuant to section 608 [of this chapter] (Quorum at meeting of members) permitting the corporation to dispense with the applicable quorum requirement.

Notice of a special or regular meeting of the board of directors or of the members entitled to vote on adoption and authorization or approval of the plan of dissolution shall be sent to all the directors and members of record entitled to vote. Unless otherwise directed by order of the supreme court pursuant to section 608 [of this chapter] (Quorum

at meeting of members), the notice shall be sent by certified mail, return receipt requested, to the last known address of record of each director and member not fewer than thirty, and not more than sixty days before the date of each meeting provided, however, that if the last known address of record of any director or member is not within the United States, the notice to such director shall be sent by any other reasonable means.

(b) If there are no members entitled to vote on the dissolution of the corporation, the plan of dissolution and distribution of assets shall be deemed authorized upon its adoption by the board.

(c) Whenever a statute creating, or authorizing the formation of, a corporation requires approval by a governmental body or officer for the formation of such corporation, dissolution shall not be authorized without the approval of such body or officer.

(d) The plan of dissolution and distribution of assets shall have annexed thereto the approval of a justice of the supreme court in the judicial district in which the office of the corporation is located [in the case of a Type B, C or D corporation, and in the case of any other corporation which holds assets at the time of dissolution legally required to be used for a particular purpose,] except that no such approval shall be required with respect to the plan of dissolution of a corporation, other than a corporation incorporated pursuant to article 15 (Public cemetery corporations), which has no assets to distribute at the time of dissolution, other than a reserve not to exceed twenty-five thousand dollars for the purpose of paying ordinary and necessary expenses of winding up its affairs including attorney and accountant fees, and liabilities not in excess of ten thousand dollars, and which has complied with the requirements of section 1001 (Plan of dissolution

and distribution of assets) and this section applicable to such a corporation. Application to the supreme court for an order for such approval shall be by verified petition, with the plan of dissolution and distribution of assets and certified copies of the consents prescribed by this section annexed thereto, and upon ten days written notice to the attorney general accompanied by copies of such petition, plan and consents. In such case where approval of a justice of the supreme court is not required [for a Type B, C or D corporation,] a copy of such plan certified under penalties of perjury shall be filed with the attorney general within ten days after its authorization.

§ 58. Subparagraph 1 of paragraph (c) of section 1002-a of the not-for-profit corporation law, as amended by chapter 434 of the laws of 2006, is amended to read as follows:

(1) assets received and held by the corporation [either for a purpose specified as Type B in paragraph (b) of section 201 (Purposes) or which are legally required to be used for a particular purpose,] shall be distributed to one or more domestic or foreign corporations or other organizations engaged in activities substantially similar to those of the dissolved corporation pursuant to the plan of dissolution and distribution or, if applicable, as ordered by the court to which such plan is submitted for approval under section 1002 (Authorization of plan). Any disposition of assets contained in a will or other instrument, in trust or otherwise, made before or after the dissolution, to or for the benefit of any corporation so dissolved shall inure to or for the benefit of the corporation or organization acquiring such assets of the dissolved corporation as provided in this section, and so far as is necessary for that purpose the corporation or organization acquiring such disposition shall be deemed a successor to the dissolved corpo-

ration with respect to such assets; provided, however, that such disposition shall be devoted by the acquiring corporation or organization to the purposes intended by the testator, donor or grantor.

§ 59. Subparagraph 4 of paragraph (a) of section 1003 of the not-for-profit corporation law is REPEALED.

§ 60. Subparagraph 2 of paragraph (b) of section 1003 of the not-for-profit corporation law, as amended by chapter 434 of the laws of 2006, is amended to read as follows:

(2) By the attorney general [in the case of a Type B, C or D corporation, or any other corporation that holds assets at the time of dissolution legally required to be used for a particular purpose].

§ 61. Subparagraph 15 of paragraph (a) of section 1008 of the not-for-profit corporation law, as amended by chapter 434 of the laws of 2006, is amended to read as follows:

(15) Where assets were received and held by the corporation either for a purpose specified [as Type B] in paragraph (b) of section 201 (Purposes), or were legally required to be used for a particular purpose, the distribution of such assets to one or more domestic or foreign corporations or other organizations engaged in activities substantially similar to those of the dissolved corporation, on notice to the attorney general and to such other persons, and in such manner, as the court may deem proper.

§ 62. Subparagraph 6 of paragraph (a) and paragraph (h) of section 1012 of the not-for-profit corporation law are REPEALED.

§ 63. Section 1302 of the not-for-profit corporation law, as amended by chapter 847 of the laws of 1970, is amended to read as follows:

§ 1302. Application to existing authorized foreign corporations.

Every foreign corporation which on the effective date of this chapter is authorized to conduct activities in this state under a certificate of authority heretofore issued to it by the secretary of state shall continue to have such authority. Such foreign corporation, its members, directors, and officers shall have the same rights, franchises, and privileges and shall be subject to the same limitations, restrictions, liabilities, and penalties as a foreign corporation authorized under this chapter, its members, directors, and officers respectively. [A foreign corporation may by amendment to its certificate of authority set forth the type of corporation it is under section 201 (Purposes); and in the absence of such amendment an authorized foreign corporation shall be a Type B corporation.] Reference in this chapter to an application for authority shall, unless the context otherwise requires, include the statement and designation and any amendment thereof required to be filed by the secretary of state under prior statutes to obtain a certificate of authority.

§ 64. Intentionally omitted.

§ 65. Subparagraphs 4 and 6 of paragraph (a) of section 1304 of the not-for-profit corporation law, subparagraph 4 as amended by chapter 847 of the laws of 1970 and such subparagraphs as renumbered by chapter 590 of the laws of 1982, are amended to read as follows:

(4) That the corporation is a foreign corporation as defined in subparagraph [(a)] (7) <u>of paragraph (a)</u> of section 102 (Definitions); [the type of corporation it shall be under section 201 (Purposes);] a statement of its purposes to be pursued in this state and of the activities which it proposes to conduct in this state; a statement that it is authorized to conduct those activities in the jurisdiction of its incorporation; and in the case of a [Type C] corporation <u>that will pursue any</u>

lawful business purpose or purposes in this state, the lawful public or quasi-public objective which each business purpose will achieve.

(6) A designation of the secretary of state as its agent upon whom process against it may be served and the post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state.

§ 66. Subparagraph 7 of paragraph (a) of section 1308 of the not-for-profit corporation law, as renumbered by chapter 186 of the laws of 1983, is amended to read as follows:

(7) To specify or change the post office address to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state.

§ 67. Subparagraph 2 of paragraph (a) and paragraph (c) of section 1310 of the not-for-profit corporation law, paragraph (c) as amended by chapter 172 of the laws of 1999, are amended to read as follows:

(2) To specify or change the post office address to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state.

(c) A certificate of change of application for authority which changes only the post office address to which [the secretary of state] a person shall mail a copy of any process against an authorized foreign corporation served upon [him] the secretary of state or which changes the address of its registered agent, provided such address is the address of a person, partnership, limited liability company or other corporation whose address, as agent, is the address to be changed or who has been designated as registered agent for such authorized foreign corporation, may be signed and delivered to the department of state by such agent.

The certificate of change of application for authority shall set forth the statements required under subparagraphs (1), (2), (3) and (4) of paragraph (b) of this section; that a notice of the proposed change was mailed by the party signing the certificate to the authorized foreign corporation not less than thirty days prior to the date of delivery to the department and that such corporation has not objected thereto; and that the party signing the certificate is the agent of such foreign corporation to whose address [the secretary of state] a person is required to mail copies of process served on the secretary of state or the registered agent, if such be the case. A certificate signed and delivered under this paragraph shall not be deemed to effect a change of location of the office of the corporation in whose behalf such certificate is filed.

§ 68. Subparagraph 6 of paragraph (a) and subparagraph 4 of paragraph (d) of section 1311 of the not-for-profit corporation law are amended to read as follows:

(6) A post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state.

(4) The changed post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state.

§ 69. Section 1312 of the not-for-profit corporation law, as amended by chapter 375 of the laws of 1998, is amended to read as follows:

§ 1312. Termination of existence.

When an authorized foreign corporation is dissolved or its authority or existence is otherwise terminated or cancelled in the jurisdiction of its incorporation or when such foreign corporation is merged into or

consolidated with another foreign corporation, a certificate of the secretary of state, or official performing the equivalent function as to corporate records, of the jurisdiction of incorporation of such foreign corporation attesting to the occurrence of any such event or a certified copy of an order or decree of a court of such jurisdiction directing the dissolution of such foreign corporation, the termination of its existence or the cancellation of its authority shall be delivered to the department of state. The filing of the certificate, order or decree shall have the same effect as the filing of a certificate of surrender of authority under section 1311 (Surrender of authority). The secretary of state shall continue as agent of the foreign corporation upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 (Service of process), in any action or special proceeding based upon any liability or obligation incurred by the foreign corporation within this state prior to the filing of such certificate, order or decree and [he] the person serving such process shall promptly cause a copy of any such process to be mailed by [registered] certified mail, return receipt requested, to such foreign corporation at the post office address on file in [his] the office of the secretary of state specified for such purpose. The post office address may be changed by signing and delivering to the department of state a certificate of change setting forth the statements required under section 1310 (Certificate of change, contents) to effect a change in the post office address under subparagraph [(a)] (4) of paragraph (a) of section 1308 (Amendments or changes).

§ 70. Subparagraphs 1, 2 and 3 of paragraph (a) of section 1321 of the not-for-profit corporation law, as amended by chapter 847 of the laws of 1970, are amended to read as follows:

[(1)] The [corporation is a Type A corporation under this chapter; its] corporation's principal activities are conducted outside this state; [the greater part of its property is located outside this state;] and (1) less than one third of its members are residents of this state; or

(2) [The corporation is a Type B corporation under this chapter; its principal activities are conducted outside this state; the greater part of its property is located outside this state; and] less than ten per cent of its annual revenues is derived from solicitation of funds within this state; or

(3) [The corporation is a Type C corporation under this chapter; its principal activities are conducted outside this state; the greater part of its property is located outside this state; and] less than one half of its revenues for the preceding three fiscal years, or such portion thereof as the foreign corporation was in existence, was derived from sources within this state.

§ 71. Paragraph (d) of section 1401 of the not-for-profit corporation law is REPEALED.

§ 72. Paragraph (b) of section 1402 of the not-for-profit corporation law is REPEALED.

§ 73. Paragraph (c) of section 1403 of the not-for-profit corporation law is REPEALED.

§ 74. Paragraph (b) of section 1404 of the not-for-profit corporation law is REPEALED.

§ 75. Paragraph (b) of section 1405 of the not-for-profit corporation law is REPEALED.

§ 76. Paragraph (b) of section 1406 of the not-for-profit corporation law is REPEALED.

§ 77. Paragraph (b) of section 1407 of the not-for-profit corporation law is REPEALED.

§ 78. Paragraph (b) of section 1408 of the not-for-profit corporation law is REPEALED.

§ 79. Paragraph (b) of section 1409 of the not-for-profit corporation law is REPEALED.

§ 80. Paragraph (b) of section 1410 of the not-for-profit corporation law is REPEALED.

§ 81. Paragraph (b) of section 1411 of the not-for-profit corporation law is REPEALED.

§ 82. Paragraph (d) of section 1412 of the not-for-profit corporation law is REPEALED.

§ 83. Paragraph (c) of section 1505 of the not-for-profit corporation law is REPEALED.

§ 84. Subdivision (c) of section 121-104 of the partnership law, as added by chapter 950 of the laws of 1990, is amended to read as follows:

(c) Any designated post office address to which the secretary of state shall mail a copy of any process served upon the secretary of state as agent of a domestic limited partnership or foreign limited partnership shall be deemed to be the post office address, within or without this state, to which a person shall mail a copy of process served against the limited partnership as required by this article. Any designated post office address to which the secretary of state or a person shall mail a copy of process served upon [him] the secretary of state as agent of a domestic limited partnership or foreign limited partnership shall continue until the filing of a certificate under this article directing the mailing to a different post office address.

§ 85. Paragraphs 1, 2 and 3 of subdivision (a) of section 121-104-A of the partnership law, as added by chapter 448 of the laws of 1998, are amended to read as follows:

(1) the name of the limited partnership and the date that its [articles of organization] certificate of limited partnership or application for authority was filed by the department of state.

(2) that the address of the party has been designated by the limited partnership as the post office address to which [the secretary of state] a person shall mail a copy of any process served on the secretary of state as agent for such limited partnership, and that such party wishes to resign.

(3) that sixty days prior to the filing of the certificate of resignation for receipt of process with the department of state the party has sent a copy of the certificate of resignation for receipt of process by registered or certified mail to the address of the registered agent of the [designated] designating limited partnership, if other than the party filing the certificate of resignation[,] for receipt of process, or if the [resigning] designating limited partnership has no registered agent, then to the last address of the [designated] designating limited partnership, known to the party, specifying the address to which the copy was sent. If there is no registered agent and no known address of the designating limited partnership the party shall attach an affidavit to the certificate stating that a diligent but unsuccessful search was made by the party to locate the limited partnership, specifying what efforts were made.

§ 86. Subdivision (a) of section 121-109 of the partnership law is REPEALED and a new subdivision (a) is added to read as follows:

(a) (1) Service of such process upon the secretary of state as agent of a domestic or authorized foreign limited partnership, or other business entity that has designated the secretary of state as agent for service of process pursuant to this chapter, shall be made by personally delivering to and leaving with the secretary of state or a deputy, or with a person authorized by the secretary of state to receive such service, at the office of the department of state in the city of Albany, a copy of such process together with the statutory fee, which fee shall be a taxable disbursement. Such service shall be sufficient if notice of such service on the secretary of state and a copy of the process are:

(i) delivered personally, within or without the state, to such limited partnership by a person and in the manner authorized to serve process by law of the jurisdiction in which service is made, or

(ii) sent by or on behalf of the plaintiff to such limited partnership by certified mail with return receipt requested, at the post office address specified for the purpose of mailing process, on file in the department of state.

(2) Where service of a copy of process was effected by personal service, proof of service shall be by affidavit of compliance with this section filed, together with the process, within thirty days after such service, with the clerk of the court in which the action or special proceeding is pending. Service of process shall be complete ten days after such papers are filed with the clerk of the court.

(3) Where service of a copy of process was effected by mailing in accordance with this section, proof of service shall be by affidavit of compliance with this section filed, together with the process, within thirty days after receipt of the return receipt signed by the limited partnership, or other official proof of delivery or of the original

envelope mailed. If a copy of the process is mailed in accordance with this section, there shall be filed with the affidavit of compliance either the return receipt signed by such limited partnership or other official proof of delivery or, if acceptance was refused by it, the original envelope with a notation by the postal authorities that acceptance was refused. If acceptance was refused, a copy of the notice and process together with notice of the mailing by certified mail and refusal to accept shall be promptly sent to such limited partnership at the same address by ordinary mail and the affidavit of compliance shall so state. Service of process shall be complete ten days after such papers are filed with the clerk of the court. The refusal to accept delivery of the certified mail or to sign the return receipt shall not affect the validity of the service and such limited partnership refusing to accept such certified mail shall be charged with knowledge of the contents thereof.

§ 87. Paragraph 3 of subdivision (a) of section 121-201 of the partnership law, as amended by chapter 264 of the laws of 1991, is amended to read as follows:

(3) a designation of the secretary of state as agent of the limited partnership upon whom process against it may be served and the post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state;

§ 88. Paragraph 4 of subdivision (b) of section 121-202 of the partnership law, as amended by chapter 576 of the laws of 1994, is amended to read as follows:

(4) a change in the name of the limited partnership, or a change in the post office address to which [the secretary of state] a person shall

mail a copy of any process against the limited partnership served on [him] the secretary of state, or a change in the name or address of the registered agent, if such change is made other than pursuant to section 121-104 or 121-105 of this article.

§ 89. Section 121-202-A of the partnership law, as added by chapter 448 of the laws of 1998, paragraph 2 of subdivision (a) as amended by chapter 172 of the laws of 1999, is amended to read as follows:

§ 121-202-A. Certificate of change. (a) A certificate of limited partnership may be changed by filing with the department of state a certificate of change entitled "Certificate of Change of ..... (name of limited partnership) under Section 121-202-A of the Revised Limited Partnership Act" and shall be signed and delivered to the department of state. A certificate of change may (i) specify or change the location of the limited partnership's office; (ii) specify or change the post office address to which [the secretary of state] a person shall mail a copy of process against the limited partnership served upon [him] the secretary of state; and (iii) make, revoke or change the designation of a registered agent, or to specify or change the address of its registered agent. It shall set forth:

(1) the name of the limited partnership, and if it has been changed, the name under which it was formed;

(2) the date its certificate of limited partnership was filed by the department of state; and

(3) each change effected thereby.

(b) A certificate of change which changes only the post office address to which [the secretary of state] a person shall mail a copy of any process against a limited partnership served upon [him] the secretary of state or the address of the registered agent, provided such address

being changed is the address of a person, partnership, limited liability company or corporation whose address, as agent, is the address to be changed or who has been designated as registered agent for such limited partnership shall be signed and delivered to the department of state by such agent. The certificate of change shall set forth the statements required under subdivision (a) of this section; that a notice of the proposed change was mailed to the domestic limited partnership by the party signing the certificate not less than thirty days prior to the date of delivery to the department of state and that such domestic limited partnership has not objected thereto; and that the party signing the certificate is the agent of such limited partnership to whose address [the secretary of state] a person is required to mail [copies] a copy of process served on the secretary of state or the registered agent, if such be the case. A certificate signed and delivered under this subdivision shall not be deemed to effect a change of location of the office of the limited partnership in whose behalf such certificate is filed.

§ 90. Paragraph 4 of subdivision (a) of section 121-902 of the partnership law, as amended by chapter 172 of the laws of 1999, is amended to read as follows:

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

§ 91. Section 121-903-A of the partnership law, as added by chapter 448 of the laws of 1998, is amended to read as follows:

§ 121-903-A. Certificate of change. (a) A foreign limited partnership may change its application for authority by filing with the department of state a certificate of change entitled "Certificate of Change of ..... (name of limited partnership) under Section 121-903-A of the Revised Limited Partnership Act" and shall be signed and delivered to the department of state. A certificate of change may (i) change the location of the limited partnership's office; (ii) change the post office address to which [the secretary of state] a person shall mail a copy of process against the limited partnership served upon [him] the secretary of state; and (iii) make, revoke or change the designation of a registered agent, or to specify or change the address of its registered agent. It shall set forth:

(1) the name of the foreign limited partnership and, if applicable, the fictitious name the foreign limited partnership has agreed to use in this state pursuant to section 121-902 of this article;

(2) the date its application for authority was filed by the department of state; and

(3) each change effected thereby.

(b) A certificate of change which changes only the post office address to which [the secretary of state] a person shall mail a copy of any process against a foreign limited partnership served upon [him] the secretary of state or the address of the registered agent, provided such address being changed is the address of a person, partnership, limited liability company or corporation whose address, as agent, is the address to be changed or who has been designated as registered agent for such foreign limited partnership shall be signed and delivered to the department of state by such agent. The certificate of change shall set forth the statements required under subdivision (a) of this section; that a

notice of the proposed change was mailed to the foreign limited partnership by the party signing the certificate not less than thirty days prior to the date of delivery to the department of state and that such foreign limited partnership has not objected thereto; and that the party signing the certificate is the agent of such foreign limited partnership to whose address [the secretary of state] a person is required to mail [copies] a copy of process served on the secretary of state or the registered agent, if such be the case. A certificate signed and delivered under this subdivision shall not be deemed to effect a change of location of the office of the limited partnership in whose behalf such certificate is filed.

§ 92. Paragraph 6 of subdivision (b) of section 121-905 of the partnership law, as added by chapter 950 of the laws of 1990, is amended to read as follows:

(6) a post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state.

§ 93. Paragraph 7 of subdivision (a) of section 121-1103 of the partnership law, as added by chapter 950 of the laws of 1990, is amended to read as follows:

(7) A designation of the secretary of state as its agent upon whom process against it may be served in the manner set forth in section 121-109 of this article in any action or special proceeding, and a post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process served upon [him] the secretary of state. Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

§ 94. Subparagraphs 2 and 4 of paragraph (I) of subdivision (a) of section 121-1500 of the partnership law, subparagraph 2 as added by chapter 576 of the laws of 1994 and subparagraph 4 as amended by chapter 643 of the laws of 1995 and such paragraph as redesignated by chapter 767 of the laws of 2005, are amended to read as follows:

(2) the address, within this state, of the principal office of the partnership without limited partners;

(4) a designation of the secretary of state as agent of the partnership without limited partners upon whom process against it may be served and the post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against it [or] served [upon it] on the secretary of state;

§ 95. Subdivision (j-1) of section 121-1500 of the partnership law, as added by chapter 448 of the laws of 1998, is amended to read as follows:

(j-1) A certificate of change which changes only the post office address to which [the secretary of state] a person shall mail a copy of any process against a registered limited liability partnership served upon [him] the secretary of state or the address of the registered agent, provided such address being changed is the address of a person, partnership, limited liability company, or corporation whose address, as agent, is the address to be changed or who has been designated as registered agent for such registered limited liability partnership shall be signed and delivered to the department of state by such agent. The certificate of change shall set forth: (i) the name of the registered limited liability partnership and, if it has been changed, the name under which it was originally filed with the department of state; (ii) the date of filing of its initial registration or notice statement; (iii) each change effected thereby; (iv) that a notice of the proposed

change was mailed to the limited liability partnership by the party signing the certificate not less than thirty days prior to the date of delivery to the department of state and that such limited liability partnership has not objected thereto; and (v) that the party signing the certificate is the agent of such limited liability partnership to whose address [the secretary of state] a person is required to mail [copies] a copy of process served on the secretary of state or the registered agent, if such be the case. A certificate signed and delivered under this subdivision shall not be deemed to effect a change of location of the office of the limited liability partnership in whose behalf such certificate is filed. The certificate of change shall be accompanied by a fee of five dollars.

§ 96. Subdivision (a) of section 121-1502 of the partnership law, as amended by chapter 643 of the laws of 1995, paragraph (v) as amended by chapter 470 of the laws of 1997, is amended to read as follows:

(a) In order for a foreign limited liability partnership to carry on or conduct or transact business or activities as a New York registered foreign limited liability partnership in this state, such foreign limited liability partnership shall file with the department of state a notice which shall set forth: (i) the name under which the foreign limited liability partnership intends to carry on or conduct or transact business or activities in this state; (ii) the date on which and the jurisdiction in which it registered as a limited liability partnership; (iii) the address, within this state, of the principal office of the foreign limited liability partnership; (iv) the profession or professions to be practiced by such foreign limited liability partnership and a statement that it is a foreign limited liability partnership eligible to file a notice under this chapter; (v) a designation of the

secretary of state as agent of the foreign limited liability partnership upon whom process against it may be served and the post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against it [or] served upon [it] the secretary of state; (vi) if the foreign limited liability partnership is to have a registered agent, its name and address in this state and a statement that the registered agent is to be the agent of the foreign limited liability partnership upon whom process against it may be served; (vii) a statement that its registration as a limited liability partnership is effective in the jurisdiction in which it registered as a limited liability partnership at the time of the filing of such notice; (viii) a statement that the foreign limited liability partnership is filing a notice in order to obtain status as a New York registered foreign limited liability partnership; (ix) if the registration of the foreign limited liability partnership is to be effective on a date later than the time of filing, the date, not to exceed sixty days from the date of filing, of such proposed effectiveness; and (x) any other matters the foreign limited liability partnership determines to include in the notice. Such notice shall be accompanied by either (1) a copy of the last registration or renewal registration (or similar filing), if any, filed by the foreign limited liability partnership with the jurisdiction where it registered as a limited liability partnership or (2) a certificate, issued by the jurisdiction where it registered as a limited liability partnership, substantially to the effect that such foreign limited liability partnership has filed a registration as a limited liability partnership which is effective on the date of the certificate (if such registration, renewal registration or certificate is in a foreign language, a translation thereof under oath of the translator

shall be attached thereto). Such notice shall also be accompanied by a fee of two hundred fifty dollars.

§ 97. Subdivision (i-1) of section 121-1502 of the partnership law, as added by chapter 448 of the laws of 1998, is amended to read as follows:

(i-1) A certificate of change which changes only the post office address to which the secretary of state shall mail a copy of any process against a New York registered foreign limited liability partnership served upon him or the address of the registered agent, provided such address being changed is the address of a person, partnership, limited liability company or corporation whose address, as agent, is the address to be changed or who has been designated as registered agent of such registered foreign limited liability partnership shall be signed and delivered to the department of state by such agent. The certificate of change shall set forth: (i) the name of the New York registered foreign limited liability partnership; (ii) the date of filing of its initial registration or notice statement; (iii) each change effected thereby; (iv) that a notice of the proposed change was mailed to the limited liability partnership by the party signing the certificate not less than thirty days prior to the date of delivery to the department of state and that such limited liability partnership has not objected thereto; and (v) that the party signing the certificate is the agent of such limited liability partnership to whose address [the secretary of state] a person is required to mail [copies] a copy of process served on the secretary of state or the registered agent, if such be the case. A certificate signed and delivered under this subdivision shall not be deemed to effect a change of location of the office of the limited liability part-

nership in whose behalf such certificate is filed. The certificate of change shall be accompanied by a fee of five dollars.

§ 98. Subdivision (a) of section 121-1505 of the partnership law is REPEALED and three new subdivisions (a), (d) and (e) are added to read as follows:

(a) (1) Service of process on the secretary of state as agent of a registered limited liability partnership or New York registered foreign limited liability partnership under this article shall be made by personally delivering to and leaving with the secretary of state or a deputy, or with a person authorized by the secretary of state to receive such service, at the office of the department of state in the city of Albany, a copy of such process together with the statutory fee, which fee shall be a taxable disbursement. Such service shall be sufficient if notice of such service on the secretary of state and a copy of the process are:

(i) delivered personally, within or without the state, to such registered limited liability partnership or New York registered foreign limited liability partnership by a person and in the manner authorized to serve process by law of the jurisdiction in which service is made, or

(ii) sent by or on behalf of the plaintiff to such registered limited liability partnership or New York registered foreign limited liability partnership by certified mail with return receipt requested, at the post office address specified for the purpose of mailing process, on file in the department of state.

(2) Where service of a copy of process was effected by personal service, proof of service shall be by affidavit of compliance with this section filed, together with the process, within thirty days after such service, with the clerk of the court in which the action or special

proceeding is pending. Service of process shall be complete ten days after such papers are filed with the clerk of the court.

(3) Where service of a copy of process was effected by mailing in accordance with this section, proof of service shall be by affidavit of compliance with this section filed, together with the process, within thirty days after receipt of the return receipt signed by the registered limited liability partnership or New York registered foreign limited liability partnership, or other official proof of delivery or of the original envelope mailed. If a copy of the process is mailed in accordance with this section, there shall be filed with the affidavit of compliance either the return receipt signed by such registered limited liability partnership or New York registered foreign limited liability partnership or other official proof of delivery or, if acceptance was refused by it, the original envelope with a notation by the postal authorities that acceptance was refused. If acceptance was refused, a copy of the notice and process together with notice of the mailing by certified mail and refusal to accept shall be promptly sent to such registered limited liability partnership or New York registered foreign limited liability partnership at the same address by ordinary mail and the affidavit of compliance shall so state. Service of process shall be complete ten days after such papers are filed with the clerk of the court. The refusal to accept delivery of the certified mail or to sign the return receipt shall not affect the validity of the service and such registered limited liability partnership or New York registered foreign limited liability partnership refusing to accept such certified mail shall be charged with knowledge of the contents thereof.

(d) The department of state shall keep a record of each process served upon the secretary of state under this chapter, including the date of

such service. It shall, upon request made within ten years of such service, issue a certificate under its seal certifying as to the receipt of the process by an authorized person, the date and place of such service and the receipt of the statutory fee. Process served upon the secretary of state under this chapter shall be destroyed by the secretary of state after a period of ten years from such service.

(e) Any designated post office address to which the secretary of state shall mail a copy of any process served upon the secretary of state as agent of a registered limited liability partnership or New York registered foreign limited liability partnership shall be deemed to be the post office address, within or without the state, to which a person shall mail a copy of process served against the registered limited liability partnership or New York registered foreign limited liability partnership as required by this article. Any designated post office address to which the secretary of state or a person shall mail a copy of any process served upon the secretary of state as agent of a registered limited liability partnership or New York registered foreign limited liability partnership shall continue until the filing of a certificate under this chapter directing the mailing to a different post office address.

§ 99. Subdivision (b) of section 121-1506 of the partnership law, as added by chapter 448 of the laws of 1998, paragraph 4 as amended by chapter 172 of the laws of 1999, is amended to read as follows:

(b) The party (or the party's legal representative) whose post office address has been supplied by a limited liability partnership as its address for process may resign. A certificate entitled "Certificate of Resignation for Receipt of Process under Section 121-1506(b) of the

Partnership Law" shall be signed by such party and delivered to the department of state. It shall set forth:

(1) The name of the limited liability partnership and the date that its certificate of registration was filed by the department of state.

(2) That the address of the party has been designated by the limited liability partnership as the post office address to which [the secretary of state] a person shall mail a copy of any process served on the secretary of state as agent for such limited liability partnership and that such party wishes to resign.

(3) That sixty days prior to the filing of the certificate of resignation with the department of state the party has sent a copy of the certificate of resignation for receipt of process by registered or certified mail to the address of the registered agent of the [designated] designating limited liability partnership, if other than the party filing the certificate of resignation[,] for receipt of process, or if the [resigning] designating limited liability partnership has no registered agent, then to the last address of the [designated] designating limited liability partnership, known to the party, specifying the address to which the copy was sent. If there is no registered agent and no known address of the designating limited liability partnership the party shall attach an affidavit to the certificate stating that a diligent but unsuccessful search was made by the party to locate the limited liability partnership, specifying what efforts were made.

(4) That the [designated] designating limited liability partnership is required to deliver to the department of state a certificate of amendment providing for the designation by the limited liability partnership of a new address and that upon its failure to file such certificate, its authority to do business in this state shall be suspended.

§ 100. Paragraph 16 of subdivision 1 of section 103 of the private housing finance law, as added by chapter 22 of the laws of 1970, is amended to read as follows:

(16) A designation of the secretary of state as agent of the corporation upon whom process against it may be served and the post office address, within or without this state, to which [the secretary of state] a person shall mail a copy of any process against it served upon [him] the secretary of state.

§ 101. Subdivision 2 of section 2-b of the religious corporations law is REPEALED.

§ 102. This act shall take effect on the ninetieth day after it shall have become a law.