

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:

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

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

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

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

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

8 § 2-a. Paragraphs (b), (c) and (d) of section 306 of the business  
9 corporation law are REPEALED and six new paragraphs (b), (c), (d), (e),  
10 (f) and (g) are added to read as follows:

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

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

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

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

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

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

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

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

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

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

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

19     (3) That sixty days prior to the filing of the certificate of resigna-  
20     tion for receipt of process with the department of state the party has  
21     sent a copy of the certificate of resignation for receipt of process by  
22     registered or certified mail to the address of the registered agent of  
23     the designating corporation, if other than the party filing the certif-  
24     icate of resignation[, ] for receipt of process, or if the [resigning]  
25     designating corporation has no registered agent, then to the last  
26     address of the designating corporation known to the party, specifying  
27     the address to which the copy was sent. If there is no registered agent  
28     and no known address of the designating corporation, the party shall

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

4 (b) Upon the failure of the designating corporation to file a certif-  
5 icate of amendment or change providing for the designation by the corpo-  
6 ration of the new address after the filing of a certificate of resigna-  
7 tion for receipt of process with the secretary of state, its authority  
8 to do business in this state shall be suspended unless the corporation  
9 has previously filed a biennial statement [of addresses and directors]  
10 under section four hundred eight of this chapter, the address of the  
11 principal executive office stated in the last filed biennial statement  
12 [of addresses and directors] shall constitute the new address for proc-  
13 ess of the corporation, and the corporation shall not be deemed  
14 suspended.

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

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

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

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

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

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

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

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

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

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

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

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

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

15 (8) If the surviving or resulting entity is a foreign corporation or  
16 other business entity, a designation of the secretary of state as its  
17 agent upon whom process against it may be served in the manner set forth  
18 in paragraph (b) of section three hundred six of this chapter, in any  
19 action or special proceeding, and a post office address, within or with-  
20 out this state, to which [the secretary of state] a person shall mail a  
21 copy of any process against it served upon [him] the secretary of state.  
22 Such post office address shall supersede any prior address designated as  
23 the address to which process shall be mailed;

24 § 10. Clause (G) of subparagraph 2 of paragraph (e) of section 907 of  
25 the business corporation law, as amended by chapter 494 of the laws of  
26 1997, is amended to read as follows:

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

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

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

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

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

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

23 § 13. Subparagraph 2 of paragraph (a) and paragraph (c) of section  
24 1309-A of the business corporation law, subparagraph 2 of paragraph (a)  
25 as added by chapter 725 of the laws of 1964 and paragraph (c) as amended  
26 by chapter 172 of the laws of 1999, are amended to read as follows:

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

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

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

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

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

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

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

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

17 § 1311. Termination of existence.

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

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

18 § 17. The opening paragraph of subdivision 1 of section 5 of the  
19 cooperative corporations law, as amended by chapter 158 of the laws of  
20 1978, is amended to read as follows:

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

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

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

14 § 11. Certificate of incorporation; contents. Five or more persons may  
15 form a corporation, under this chapter, by making[, acknowledging] and  
16 filing a certificate of incorporation entitled "Certificate of incorpo-  
17 ration of ..... (name of corporation) under section 11 of the Cooper-  
18 ative Corporations Law" which shall state:

- 19 1. Its name. The name shall include the word "Cooperative."
- 20 2. Its purposes, as permitted by this chapter.
- 21 3. Its duration.
- 22 4. The city, village or town and the county in which its office is to  
23 be located.
- 24 5. The names and post office addresses of its incorporators.
- 25 6. The number of its directors, or that the number of directors shall  
26 be within a stated minimum and maximum as the by-laws may from time to  
27 time provide. In either case, the number shall be not less than five.

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

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

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

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

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

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

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

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

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

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

18 5. Any designated post office address to which the secretary of state  
19 shall mail a copy of any process served upon the secretary of state as  
20 agent in any action or proceeding against the association shall be  
21 deemed to be the post office address, within or without this state, to  
22 which a person shall mail a copy of process served against the associ-  
23 ation as required by this article. Any designated post office address to  
24 which the secretary of state or a person shall mail a copy of any proc-  
25 ess served upon the secretary of state as agent in any action or  
26 proceeding against the association shall continue until the filing of a  
27 certificate under this chapter directing the mailing to a different post  
28 office address.

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

7     § 21. Section 19 of the general associations law, as amended by chap-  
8     ter 166 of the laws of 1991, is amended to read as follows:

9     § 19. Service of process. 1. Service of process against an association  
10    upon the secretary of state shall be made by personally delivering to  
11    and leaving with [him] the secretary of state or a deputy [secretary of  
12    state or an associate attorney, senior attorney or attorney in the  
13    corporation division of the department of state, duplicate copies of  
14    such process at the office of the department of state in the city of  
15    Albany], or with a person authorized by the secretary of state to  
16    receive such service at the office of the department of state in the  
17    city of Albany, a copy of such process together with the statutory fee  
18    of forty dollars, which fee shall be a taxable disbursement. [At the  
19    time of such service the plaintiff shall pay a fee of forty dollars to  
20    the secretary of state which shall be a taxable disbursement. If the  
21    cost of registered mail for transmitting a copy of the process shall  
22    exceed two dollars, an additional fee equal to such excess shall be paid  
23    at the time of the service of such process. The secretary of state shall  
24    forthwith send by registered mail one of such copies to the association  
25    at the address fixed for that purpose, as herein provided.]  
26    2. Such service shall be sufficient if notice of such service on the  
27    secretary of state and a copy of the process are:

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

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

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

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

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

5 4. If the action or proceeding is instituted in a court of limited  
6 jurisdiction, service of process may be made in the manner provided in  
7 this section if the cause of action arose within the territorial juris-  
8 diction of the court and the office of the defendant, as set forth in  
9 its statement filed pursuant to section eighteen of this [chapter] arti-  
10 cle, is within such territorial jurisdiction.

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

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

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

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

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

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

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

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

20    (3) each change effected thereby.

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

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

14 § 24-a. Paragraph 2 of subdivision (b) of section 213 of the limited  
15 liability company law is amended to read as follows:

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

19 § 25. Subdivisions (c) and (e) of section 301 of the limited liability  
20 company law, subdivision (e) as amended by chapter 643 of the laws of  
21 1995, are amended to read as follows:

22 (c) Any designated post office address to which the secretary of state  
23 shall mail a copy of any process served upon the secretary of state as  
24 agent of a domestic limited liability company or foreign limited liabil-  
25 ity company shall be deemed to be the post office address, within or  
26 without this state, to which a person shall mail a copy of process  
27 served against the limited liability company as required by this arti-  
28 cle. Any designated post office address to which the secretary of state

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

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

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

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

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

1 the [designated] designating limited liability company, if other than  
2 the party filing the certificate of resignation[,] for receipt of proc-  
3 ess, or if the [resigning] designating limited liability company has no  
4 registered agent, then to the last address of the [designated] designat-  
5 ing limited liability company known to the party, specifying the address  
6 to which the copy was sent. If there is no registered agent and no known  
7 address of the designating limited liability company, the party shall  
8 attach an affidavit to the certificate stating that a diligent but  
9 unsuccessful search was made by the party to locate the limited liabil-  
10 ity company, specifying what efforts were made.

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

16 (ii) sent by or on behalf of the plaintiff to such limited liability  
17 company by registered or certified mail with return receipt requested to  
18 the last address of such limited liability company known to the plain-  
19 tiff.

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

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

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

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

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

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

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

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

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

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

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

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

17 (1) the name of the foreign limited liability company and, if a  
18 foreign limited liability company's name is not acceptable for authori-  
19 zation pursuant to section two hundred four of this chapter, the ficti-  
20 tious name under which it proposes to apply for authority and do busi-  
21 ness in this state, which name shall be in compliance with section two  
22 hundred four of this chapter and shall be used by the foreign limited  
23 liability company in all its dealings with the department of state and  
24 in the conduct of its business in this state. The provisions of section  
25 one hundred thirty of the general business law shall not apply to any  
26 fictitious name filed by a foreign limited liability company pursuant to  
27 this section, and a filing under section one hundred thirty of the

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

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

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

10 § 804-A. Certificate of change. (a) A foreign limited liability compa-  
11 ny may amend its application for authority from time to time to (i)  
12 specify or change the location of the limited liability company's  
13 office; (ii) specify or change the post office address to which [the  
14 secretary of state] a person shall mail a copy of any process against  
15 the limited liability company served upon [him] the secretary of state;  
16 and (iii) to make, revoke or change the designation of a registered  
17 agent, or to specify or change the address of a registered agent. Any  
18 one or more such changes may be accomplished by filing a certificate of  
19 change which shall be entitled "Certificate of Change of ..... (name  
20 of limited liability company) under section 804-A of the Limited Liabil-  
21 ity Company Law" and shall be signed and delivered to the department of  
22 state. It shall set forth:

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

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

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

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

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

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

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

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

12     § 32. Subdivisions (b) and (c) of section 1101 of the limited liabil-  
13 ity company law are amended to read as follows:

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

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

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

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

1 pursuant to section two hundred four of this chapter, may submit in its  
2 application for authority a fictitious name under which it shall do  
3 business in this state. A fictitious name submitted pursuant to this  
4 section shall be subject to the provisions of section two hundred four  
5 of this chapter. A foreign professional service limited liability compa-  
6 ny authorized to do business in this state under a fictitious name  
7 pursuant to this section shall use such fictitious name in all of its  
8 dealings with the secretary of state and in the conduct of its business  
9 in this state. The provisions of section one hundred thirty of the  
10 general business law shall not apply to any fictitious name filed by a  
11 foreign professional service limited liability company pursuant to this  
12 section and a filing under section one hundred thirty of the general  
13 business law shall not constitute the adoption of a fictitious name. If  
14 the name does not end with the words "Professional Limited Liability  
15 Company" or "Limited Liability Company" or the abbreviation "P.L.L.C.",  
16 "PLLC", "L.L.C." or "LLC", it shall in addition to the foregoing set  
17 forth the name to be used in this state, ending with the words "Profes-  
18 sional Limited Liability Company" or "Limited Liability Company" or the  
19 abbreviation "P.L.L.C.", "PLLC", "L.L.C." or "LLC";

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

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

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

3 § 33-a. Paragraphs (a) and (c) of section 103 of the not-for-profit  
4 corporation law, paragraph (a) as amended by chapter 807 of the laws of  
5 1973 and paragraph (c) as amended by chapter 961 of the laws of 1972,  
6 are amended to read as follows:

7 (a) Except as otherwise provided in this section, this chapter  
8 applies to every domestic corporation as herein defined, and to every  
9 foreign corporation as herein defined which is authorized to conduct or  
10 which conducts any activities in this state. This chapter also applies  
11 to any other domestic corporation or foreign corporation of any type or  
12 kind to the extent, if any, provided under this chapter or any law  
13 governing such corporation and, if no such provision for application is  
14 made, to the extent, if any, that the membership corporations law  
15 applied to such corporation as of the effective date of this chapter. A  
16 corporation formed by a special act of this state which has as its prin-  
17 cipal purpose an education purpose and which is a member of the univer-  
18 sity of the state of New York, is an "education corporation" under  
19 section two hundred sixteen-a of the education law.

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

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

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

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

10 (3) the chapter and year of the special act of the legislature creat-  
11 ing such corporation;

12 (4) the certificate of incorporation in the same manner as if newly  
13 incorporated pursuant to section four hundred two (Certificate of incor-  
14 poration; contents), however such certificate need not include state-  
15 ments as to the incorporator or incorporators, or the initial directors  
16 of such corporation.

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

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

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

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

19 § 34. Subparagraphs 7 and 8 of paragraph (a) of section 112 of the  
20 not-for-profit corporation law, subparagraph 7 as amended by chapter  
21 1058 of the laws of 1971, are amended to read as follows:

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

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

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

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

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

6 § 114. Visitation of supreme court.

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

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

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

16 § 201. Purposes.

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

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

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

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

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

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

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

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

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

1     (d) Any designated post office address to which the secretary of state  
2 shall mail a copy of any process served upon the secretary of state as  
3 agent of a domestic corporation or foreign corporation shall be deemed  
4 to be the post office address, within or without this state, to which a  
5 person shall mail a copy of process served against the corporation as  
6 required by this article. Any designated [post-office] post office  
7 address to which the secretary of state or a person shall mail a copy of  
8 process served upon [him] the secretary of state as agent of a domestic  
9 corporation formed under article four of this chapter or foreign corpo-  
10 ration, shall continue until the filing of a certificate under this  
11 chapter directing the mailing to a different [post-office] post office  
12 address.

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

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

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

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

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

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

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

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

5 § 41. Subparagraphs 2, 4 and 6 of paragraph (a) of section 402 of the  
6 not-for-profit corporation law, subparagraph 2 as amended by chapter 847  
7 of the laws of 1970, subparagraph 4 as amended by chapter 679 of the  
8 laws of 1985, and subparagraph 6 as added by chapter 564 of the laws of  
9 1981 and as renumbered by chapter 132 of the laws of 1985, are amended  
10 to read as follows:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

14 § 52. Subparagraph (ii) of paragraph (a) of section 804 of the not-  
15 for-profit corporation law, as amended by chapter 139 of the laws of  
16 1993, is amended to read as follows:

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

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

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

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

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

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

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

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

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

1 this state if such merger or consolidation is not contrary to the law of  
2 the state of incorporation of any constituent corporation. With respect  
3 to such merger or consolidation, any reference in paragraph (b) of  
4 section 901 [of this article] (Power of merger or consolidation) or  
5 paragraph (b) of section 901 of the business corporation law to a corpo-  
6 ration shall, unless the context otherwise requires, include both domes-  
7 tic and foreign corporations.

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

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

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

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

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

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

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

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

23 § 1002. Authorization of plan.

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

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

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

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

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

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

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

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

11 (c) Whenever a statute creating, or authorizing the formation of, a  
12 corporation requires approval by a governmental body or officer for the  
13 formation of such corporation, dissolution shall not be authorized with-  
14 out the approval of such body or officer.

15 (d) The plan of dissolution and distribution of assets shall have  
16 annexed thereto the approval of a justice of the supreme court in the  
17 judicial district in which the office of the corporation is located [in  
18 the case of a Type B, C or D corporation, and in the case of any other  
19 corporation which holds assets at the time of dissolution legally  
20 required to be used for a particular purpose,] except that no such  
21 approval shall be required with respect to the plan of dissolution of a  
22 corporation, other than a corporation incorporated pursuant to article  
23 15 (Public cemetery corporations), which has no assets to distribute at  
24 the time of dissolution, other than a reserve not to exceed twenty-five  
25 thousand dollars for the purpose of paying ordinary and necessary  
26 expenses of winding up its affairs including attorney and accountant  
27 fees, and liabilities not in excess of ten thousand dollars, and which  
28 has complied with the requirements of section 1001 (Plan of dissolution

1 and distribution of assets) and this section applicable to such a corpo-  
2 ration. Application to the supreme court for an order for such approval  
3 shall be by verified petition, with the plan of dissolution and distrib-  
4 ution of assets and certified copies of the consents prescribed by this  
5 section annexed thereto, and upon ten days written notice to the attor-  
6 ney general accompanied by copies of such petition, plan and consents.  
7 In such case where approval of a justice of the supreme court is not  
8 required [for a Type B, C or D corporation,] a copy of such plan certi-  
9 fied under penalties of perjury shall be filed with the attorney general  
10 within ten days after its authorization.

11 § 58. Subparagraph 1 of paragraph (c) of section 1002-a of the not-  
12 for-profit corporation law, as amended by chapter 434 of the laws of  
13 2006, is amended to read as follows:

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

1 ration with respect to such assets; provided, however, that such dispo-  
2 sition shall be devoted by the acquiring corporation or organization to  
3 the purposes intended by the testator, donor or grantor.

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

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

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

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

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

23 § 62. Subparagraph 6 of paragraph (a) and paragraph (h) of section  
24 1012 of the not-for-profit corporation law are REPEALED.

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

27 § 1302. Application to existing authorized foreign corporations.

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

17 § 64. Intentionally omitted.

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

22 (4) That the corporation is a foreign corporation as defined in  
23 subparagraph [(a)] (7) of paragraph (a) of section 102 (Definitions);  
24 [the type of corporation it shall be under section 201 (Purposes);] a  
25 statement of its purposes to be pursued in this state and of the activ-  
26 ities which it proposes to conduct in this state; a statement that it is  
27 authorized to conduct those activities in the jurisdiction of its incor-  
28 poration; and in the case of a [Type C] corporation that will pursue any

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

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

8 § 66. Subparagraph 7 of paragraph (a) of section 1308 of the not-for-  
9 profit corporation law, as renumbered by chapter 186 of the laws of  
10 1983, is amended to read as follows:

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

14 § 67. Subparagraph 2 of paragraph (a) and paragraph (c) of section  
15 1310 of the not-for-profit corporation law, paragraph (c) as amended by  
16 chapter 172 of the laws of 1999, are amended to read as follows:

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

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

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

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

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

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

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

25 § 1312. Termination of existence.

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

1 consolidated with another foreign corporation, a certificate of the  
2 secretary of state, or official performing the equivalent function as to  
3 corporate records, of the jurisdiction of incorporation of such foreign  
4 corporation attesting to the occurrence of any such event or a certified  
5 copy of an order or decree of a court of such jurisdiction directing the  
6 dissolution of such foreign corporation, the termination of its exist-  
7 ence or the cancellation of its authority shall be delivered to the  
8 department of state. The filing of the certificate, order or decree  
9 shall have the same effect as the filing of a certificate of surrender  
10 of authority under section 1311 (Surrender of authority). The secretary  
11 of state shall continue as agent of the foreign corporation upon whom  
12 process against it may be served in the manner set forth in paragraph  
13 (b) of section 306 (Service of process), in any action or special  
14 proceeding based upon any liability or obligation incurred by the  
15 foreign corporation within this state prior to the filing of such  
16 certificate, order or decree and [he] the person serving such process  
17 shall promptly cause a copy of any such process to be mailed by [regis-  
18 tered] certified mail, return receipt requested, to such foreign corpo-  
19 ration at the post office address on file in [his] the office of the  
20 secretary of state specified for such purpose. The post office address  
21 may be changed by signing and delivering to the department of state a  
22 certificate of change setting forth the statements required under  
23 section 1310 (Certificate of change, contents) to effect a change in the  
24 post office address under subparagraph [(a)] (4) of paragraph (a) of  
25 section 1308 (Amendments or changes).

26 § 70. Subparagraphs 1, 2 and 3 of paragraph (a) of section 1321 of the  
27 not-for-profit corporation law, as amended by chapter 847 of the laws of  
28 1970, are amended to read as follows:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

4     (1) the name of the limited partnership and the date that its [arti-  
5     cles of organization] certificate of limited partnership or application  
6     for authority was filed by the department of state.

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

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

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

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

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

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

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

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

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

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

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

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

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

1 mail a copy of any process against the limited partnership served on  
2 [him] the secretary of state, or a change in the name or address of the  
3 registered agent, if such change is made other than pursuant to section  
4 121-104 or 121-105 of this article.

5 § 89. Section 121-202-A of the partnership law, as added by chapter  
6 448 of the laws of 1998, paragraph 2 of subdivision (a) as amended by  
7 chapter 172 of the laws of 1999, is amended to read as follows:

8 § 121-202-A. Certificate of change. (a) A certificate of limited part-  
9 nership may be changed by filing with the department of state a certif-  
10 icate of change entitled "Certificate of Change of ..... (name of limit-  
11 ed partnership) under Section 121-202-A of the Revised Limited  
12 Partnership Act" and shall be signed and delivered to the department of  
13 state. A certificate of change may (i) specify or change the location of  
14 the limited partnership's office; (ii) specify or change the post office  
15 address to which [the secretary of state] a person shall mail a copy of  
16 process against the limited partnership served upon [him] the secretary  
17 of state; and (iii) make, revoke or change the designation of a regis-  
18 tered agent, or to specify or change the address of its registered  
19 agent. It shall set forth:

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

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

24 (3) each change effected thereby.

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

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

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

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

26 § 91. Section 121-903-A of the partnership law, as added by chapter  
27 448 of the laws of 1998, is amended to read as follows:

1     § 121-903-A. Certificate of change. (a) A foreign limited partnership  
2 may change its application for authority by filing with the department  
3 of state a certificate of change entitled "Certificate of Change  
4 of ..... (name of limited partnership) under Section 121-903-A of the  
5 Revised Limited Partnership Act" and shall be signed and delivered to  
6 the department of state. A certificate of change may (i) change the  
7 location of the limited partnership's office; (ii) change the post  
8 office address to which [the secretary of state] a person shall mail a  
9 copy of process against the limited partnership served upon [him] the  
10 secretary of state; and (iii) make, revoke or change the designation of  
11 a registered agent, or to specify or change the address of its regis-  
12 tered agent. It shall set forth:

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

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

18     (3) each change effected thereby.

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

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

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

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

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

21 (7) A designation of the secretary of state as its agent upon whom  
22 process against it may be served in the manner set forth in section  
23 121-109 of this article in any action or special proceeding, and a post  
24 office address, within or without this state, to which [the secretary of  
25 state] a person shall mail a copy of any process served upon [him] the  
26 secretary of state. Such post office address shall supersede any prior  
27 address designated as the address to which process shall be mailed.

1     § 94. Subparagraphs 2 and 4 of paragraph (I) of subdivision (a) of  
2     section 121-1500 of the partnership law, subparagraph 2 as added by  
3     chapter 576 of the laws of 1994 and subparagraph 4 as amended by chapter  
4     643 of the laws of 1995 and such paragraph as redesignated by chapter  
5     767 of the laws of 2005, are amended to read as follows:

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

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

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

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

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

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

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

1 secretary of state as agent of the foreign limited liability partnership  
2 upon whom process against it may be served and the post office address,  
3 within or without this state, to which [the secretary of state] a person  
4 shall mail a copy of any process against it [or] served upon [it] the  
5 secretary of state; (vi) if the foreign limited liability partnership is  
6 to have a registered agent, its name and address in this state and a  
7 statement that the registered agent is to be the agent of the foreign  
8 limited liability partnership upon whom process against it may be  
9 served; (vii) a statement that its registration as a limited liability  
10 partnership is effective in the jurisdiction in which it registered as a  
11 limited liability partnership at the time of the filing of such notice;  
12 (viii) a statement that the foreign limited liability partnership is  
13 filing a notice in order to obtain status as a New York registered  
14 foreign limited liability partnership; (ix) if the registration of the  
15 foreign limited liability partnership is to be effective on a date later  
16 than the time of filing, the date, not to exceed sixty days from the  
17 date of filing, of such proposed effectiveness; and (x) any other  
18 matters the foreign limited liability partnership determines to include  
19 in the notice. Such notice shall be accompanied by either (1) a copy of  
20 the last registration or renewal registration (or similar filing), if  
21 any, filed by the foreign limited liability partnership with the juris-  
22 diction where it registered as a limited liability partnership or (2) a  
23 certificate, issued by the jurisdiction where it registered as a limited  
24 liability partnership, substantially to the effect that such foreign  
25 limited liability partnership has filed a registration as a limited  
26 liability partnership which is effective on the date of the certificate  
27 (if such registration, renewal registration or certificate is in a  
28 foreign language, a translation thereof under oath of the translator

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

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

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

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

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

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

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

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

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

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

3 (3) Where service of a copy of process was effected by mailing in  
4 accordance with this section, proof of service shall be by affidavit of  
5 compliance with this section filed, together with the process, within  
6 thirty days after receipt of the return receipt signed by the registered  
7 limited liability partnership or New York registered foreign limited  
8 liability partnership, or other official proof of delivery or of the  
9 original envelope mailed. If a copy of the process is mailed in accord-  
10 ance with this section, there shall be filed with the affidavit of  
11 compliance either the return receipt signed by such registered limited  
12 liability partnership or New York registered foreign limited liability  
13 partnership or other official proof of delivery or, if acceptance was  
14 refused by it, the original envelope with a notation by the postal  
15 authorities that acceptance was refused. If acceptance was refused, a  
16 copy of the notice and process together with notice of the mailing by  
17 certified mail and refusal to accept shall be promptly sent to such  
18 registered limited liability partnership or New York registered foreign  
19 limited liability partnership at the same address by ordinary mail and  
20 the affidavit of compliance shall so state. Service of process shall be  
21 complete ten days after such papers are filed with the clerk of the  
22 court. The refusal to accept delivery of the certified mail or to sign  
23 the return receipt shall not affect the validity of the service and such  
24 registered limited liability partnership or New York registered foreign  
25 limited liability partnership refusing to accept such certified mail  
26 shall be charged with knowledge of the contents thereof.

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

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

7 (e) Any designated post office address to which the secretary of state  
8 shall mail a copy of any process served upon the secretary of state as  
9 agent of a registered limited liability partnership or New York regis-  
10 tered foreign limited liability partnership shall be deemed to be the  
11 post office address, within or without the state, to which a person  
12 shall mail a copy of process served against the registered limited  
13 liability partnership or New York registered foreign limited liability  
14 partnership as required by this article. Any designated post office  
15 address to which the secretary of state or a person shall mail a copy of  
16 any process served upon the secretary of state as agent of a registered  
17 limited liability partnership or New York registered foreign limited  
18 liability partnership shall continue until the filing of a certificate  
19 under this chapter directing the mailing to a different post office  
20 address.

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

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

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

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

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

10 (3) That sixty days prior to the filing of the certificate of resigna-  
11 tion with the department of state the party has sent a copy of the  
12 certificate of resignation for receipt of process by registered or  
13 certified mail to the address of the registered agent of the [desig-  
14 nated] designating limited liability partnership, if other than the  
15 party filing the certificate of resignation[, ] for receipt of process,  
16 or if the [resigning] designating limited liability partnership has no  
17 registered agent, then to the last address of the [designated] designat-  
18 ing limited liability partnership, known to the party, specifying the  
19 address to which the copy was sent. If there is no registered agent and  
20 no known address of the designating limited liability partnership the  
21 party shall attach an affidavit to the certificate stating that a dili-  
22 gent but unsuccessful search was made by the party to locate the limited  
23 liability partnership, specifying what efforts were made.

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

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

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

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

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