

LIMITIED LIABILITY CORPORATION LAW

Notice of Formation of Limited Liability Corporation

§ 1203

(c) (1) A certified copy of the articles of organization and of each amendment thereto and restatement thereof shall be filed by the professional service limited liability company with the licensing authority within thirty days after the filing of such certificate or amendment with the department of state.

(2) Within one hundred twenty days after the filing of the articles of organization, a copy of the same or a notice containing the substance thereof shall be published once in each week for six successive weeks, in two newspapers of the county in which the office of the professional service limited liability company is located, to be designated by the county clerk, one of which newspapers shall be a newspaper published in the city or town in which the office is intended to be located, if a newspaper be published therein; or, if no newspaper is published there- in, in the newspaper nearest thereto, and proof of such publication by the affidavit of the printer or publisher of each of such newspapers must be filed with the department of state.

The notice shall include:

- (i) the name of the professional service limited liability company;
- (ii) the date of filing of the articles of organization with the secretary of state;
- (iii) the county within this state, in which the office of the professional service limited liability company is to be located;
- (iv) a statement that the secretary of state has been designated as agent of the professional service limited liability company upon whom process against it may be served and the post office address within or without this state to which the secretary of state shall mail a copy of any process against it served upon him or her;
- (v) if the professional service limited liability company is to have a registered agent, his or her name and address within this state and a statement that the registered agent is to be the agent of the professional service limited liability company upon whom process against it may be served;
- (vi) if the professional service limited liability company is to have a specific date of dissolution in addition to the events of dissolution set forth in section seven hundred one of this chapter, the latest date upon which the professional service limited liability company is to dissolve; and

(vii) the character or purpose of the business of such professional service limited liability company.

Failure to cause such notice to be published or to file such proof within one hundred twenty days of the filing of the articles shall prohibit the professional service limited liability company from maintaining any action or special proceeding in this state unless and until such professional service limited liability company causes such notice to be published and files such proof of publication. The failure of a professional service limited liability company to cause such notice to be published or to file proof of publication shall not impair the validity of any contract or act of the professional service limited liability company or the right of any other party to the contract to maintain any action or special proceeding thereon, and shall not prevent the professional service limited liability company from defending any action or special proceeding in this state.