

Department of State

One of the oldest and most diverse agencies in state government, the Department of State works to make New York a more welcoming, equitable, and prosperous place to live and work.

What We Do:

- Provide training and financial assistance to local governments to revitalize New York's communities and waterfronts
- Ensure the health and safety of New Yorkers by providing building construction, fire prevention, and energy conservation services
- Foster business growth and oversee the licensure, registration, and regulation of 29 professional disciplines
- Incorporate businesses and authenticate public documents for use in other countries
- Inform and empower consumers on topics including ID theft, scams, and telemarketing
- Oversee establishment and maintenance of not-for-profit cemeteries and crematories
- Keeper of the Great Seal and vital records, including state agency rules and regulations

New York Department of State
Business and Licensing Services

Division of Corporations, State Records and Uniform Commercial Code

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99 Washington Avenue
Albany, NY 12231-0001

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Do you want to know if a firm is incorporated or registered with the Department of State?

You may verify the existence or obtain other information concerning a corporation or business entity by visiting our website at www.dos.ny.gov

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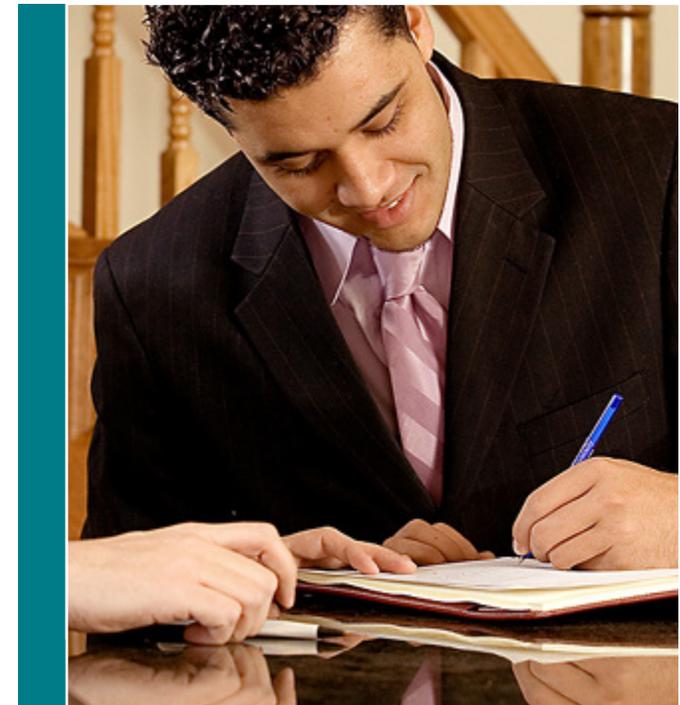
Andrew M. Cuomo
Governor

Rossana Rosado
Secretary of State



Division of Corporations, State Records
and Uniform Commercial Code

Forming a Business in New York: An Overview



Andrew M. Cuomo
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Common Types of Corporations and Other Business Entities that Operate in New York State

If you want to operate a ...	then you must ...	Personal liability is ...	The life-span of the business ...	For purposes of taxation * ...
Business Corporation	file a Certificate of Incorporation with the Department of State.	limited for shareholders.	is perpetual; OR for a designated period stipulated in the Certificate of Incorporation.	a corporation pays state franchise taxes and taxes on income; shareholders pay taxes on income distributed as dividends (a limited exception exists for "Subchapter S" corporations).
Not-for-Profit Corporation	file a Certificate of Incorporation with the Department of State.	limited for members.	is perpetual; OR for a designated period stipulated in the Certificate of Incorporation.	a not-for-profit corporation is not automatically exempt from federal and state taxes. To qualify for tax exemption status under the Internal Revenue Code, contact the Internal Revenue Service. For state tax exemption, contact the NYS Department of Taxation and Finance.
Limited Liability Company	file Articles of Organization and Certificate of Publication with the Department of State.	limited for members.	may be for a designated period stipulated in the Articles of Organization; OR until a dissolution event occurs and the company takes no action to continue.	an LLC can elect its classification for federal tax purposes. An LLC with two or more members can elect to be an association (corporation) or a partnership; an LLC with one member can elect to be an association (corporation) or elect to be disregarded as an entity separate from its owner (in effect, to be treated as a sole proprietorship for federal tax purposes).
General Partnership	file an Assumed Name Certificate (following an agreement of the partners) with the clerk of the county(ies) in which the business is conducted.	joint and individual for the general partners who are responsible for the obligations of the partnership.	is for a designated period stipulated in the partnership agreement; OR until a dissolution event occurs.	a general partnership is not treated as a separate taxable entity; business income is taxed through each general partner's personal tax return.
Limited Partnership	file a Certificate of Limited Partnership (following an agreement of the partners) and Certificate of Publication with the Department of State.	joint and individual for the general partner(s) who is responsible for the obligations of the partnership; limited partner(s) is liable to the extent of the capital contribution to the partnership.	is for a designated period stipulated in the Certificate of Limited Partnership; OR until a dissolution event occurs, subject to any right to continue that may be stated in the partnership agreement.	a limited partnership is not treated as a separate taxable entity; business income is taxed through each partner's personal tax return.
Sole Proprietorship	file an Assumed Name Certificate with the clerk of the county(ies) in which the business is conducted ONLY IF you are operating under a name other than the proprietor's (no formation document is required).	full — a sole proprietor is personally responsible for all debts of his or her business.	is determined by the individual (proprietorships automatically cease on the retirement or death of the sole proprietor).	business income is reported and taxed through the sole proprietor's personal tax return.

* The U.S. Internal Revenue Service classifies organizations as associations (taxable as corporations), partnerships (not limited to common-law partnerships) OR trusts ("ordinary trusts").
[see 26 CFR §§301.7701-2 through 301.7701-4]