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## **Doing Business in New York as a Foreign Corporation or LLC**

If your business is organized outside of New York—whether as a corporation or limited liability company (LLC)—and you are conducting business within the state, there are important legal requirements and implications you should be aware of.

### **What is a Foreign Entity?**

In New York, a “foreign” entity refers to any corporation or LLC that is organized under the laws of another state or country. While your business may be validly formed elsewhere, conducting business in New York triggers compliance obligations under the New York Business Corporation Law and Limited Liability Company Law.

### **When Must a Foreign Entity Register?**

A foreign corporation or LLC must apply for authority to do business in New York with the Department of State before engaging in most business activities within the state. Examples of activities that typically require authorization include:

- Operating an office or facility in New York
- Employing personnel in the state
- Entering into contracts executed or performed substantially in New York
- Owning or leasing real property in New York (with some exceptions)

### **How to Register**

To lawfully do business in New York, a foreign entity must:

1. File an Application for Authority with the New York Department of State.
2. Provide a Certificate of Good Standing or Existence from its home jurisdiction (usually dated within one year of the filing).
3. Designate a registered agent or the Secretary of State for service of process.
4. Pay the required state filing fees.

For LLCs, additional publication requirements may apply depending on the type of activities and physical presence in the state.

### **Consequences of Failing to Register**

A foreign entity that transacts business in New York without being authorized may face significant consequences:

- It may not maintain a lawsuit in New York courts until it becomes authorized and pays all applicable fees and penalties.
- It may be subject to fines and penalties.
- Contracts entered into while the entity was unauthorized are generally

still valid and enforceable by the other party—however, the foreign entity’s ability to enforce its own rights may be limited until compliance is achieved.

## Key Takeaway

If your out-of-state company or LLC is doing business in New York—even occasionally—it’s essential to assess whether state registration is required. Taking the appropriate steps to comply with New York’s foreign entity laws protects your legal rights, avoids penalties, and preserves your ability to enforce contracts and access the courts.

Our firm can assist you with evaluating whether your activities trigger registration requirements and handle the filing process from start to finish.

Should you have any questions about doing business in New York as a foreign entity, or wish to bring your business into compliance, please contact our office at (914) 240-8270 or email us at [jdibbini@dibbinilaw.com](mailto:jdibbini@dibbinilaw.com).

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