

INSTRUCTIONS FOR CORPORATE CHANGE

**SUBMIT ONE ORIGINAL OF APPLICATION AND ALL ACCOMPANYING PAPERS
TO THE APPROPRIATE OFFICE**

S.L.A. ZONE OFFICES:

ZONE 1

State Liquor Authority
317 Lenox Ave.
New York, New York 10027
Telephone: 212-961-8385

ZONE 2

State Liquor Authority
Alfred E. Smith Building
80 So. Swan St. Suite 900
Telephone: 518-474-3114

ZONE 3

State Liquor Authority
Iskalo Electric Tower Building
535 Washington St. Suite 303
Telephone: 716-847-3035

Certified check, bank check, money order, or personal check payable to the New York State Liquor Authority for the amount of fee as shown on Application for Approval of Corporate Change (SLA Form 180-021).

On Application for Corporate Change list all officers, directors and stockholders other than those retiring. **Club licensees** must submit Personal Questionnaire and have Electronic Fingerprinting done for the ABC Officer only.

Personal questionnaire must be submitted for each new person who is to be an officer and/or director, and/or stockholder.

Proof of citizenship.

Photo ID.

Electronic fingerprinting

ALL APPLICANTS WILL BE REQUIRED TO BE FINGERPRINTED ELECTRONICALLY:

PERSONS REQUIRED TO BE FINGERPRINTED:

- All individual applicants.
- All partners in a Partnership and Limited Liability Partnership (LLP).
- For Corporations and Limited Liability Companies (LLC).

NOTE: Persons CURRENTLY licensed by the State Liquor Authority do not have to be fingerprinted.

- Each applicant required to be fingerprinted will be instructed to contact L-1 Enrollment Services after the successful submission of your applications.
- The fee for electronic fingerprinting is \$105.00 and will be paid directly to L-1 Enrollment Services when you are fingerprinted.

Agreement of Purchase & Sale if change in stockholdings. (or gift statement, if applicable)

Statement of Finances (Form 180-021B) if change in stockholding. List assets pertaining to new investment and new Investors.

**STATE OF NEW YORK
LIQUOR AUTHORITY**

**APPLICATION FOR APPROVAL
OF CORPORATE CHANGE**

This form is to be used by a corporate licensee to apply for permission to make a corporate change involving (1) change of officers or directors or, (2) where there are fewer than 10 stockholders, any change in stockholders or stockholdings, or (3) where there are 10 or more stockholders, any change involving 10% or more of the stock or any change in stockholdings which would increase the holdings of any one stockholder to 10% or more of the stock.

Each application must be accompanied by a CERTIFIED CHECK, BANK OFFICERS' CHECK, DRAFT, MONEY ORDER OR PERSONAL CHECK for the required fee, payable to the order of the State Liquor Authority, provided in Section 99-d of the Alcoholic Beverage Control Law as follows:

- \$13 if the change is confined to a change of officers and/or directors;
- Where the change is not confined to a change of officers and/or directors;
- \$128 if the corporation holds any license from the State Liquor Authority for which an annual fee of \$500 or more is prescribed;
- \$13 if the corporation holds no license from the State Liquor Authority for which the annual fee is \$500 or more.

Such change cannot become effective under the Alcoholic Beverage Control Law until permission has been granted by the State Liquor Authority. Therefore, it is recommended that any change be made conditional upon approval by the State Liquor Authority.

The following forms must also be included in the application:

1. PERSONAL QUESTIONNAIRE properly filled out for each of the new officers, directors or stockholders.
2. Signed copy of CONTRACT OF SALE OF STOCK, or statement is signed and verified by the transferee, setting forth full details of the transaction including consideration for such transfer.
3. STATEMENT OF FINANCES on Form 180-021B, signed by the person executing the application.
4. CERTIFICATE OF SERVICES on Form LB-33.

ALL QUESTIONS MUST BE ANSWERED IN BOXES BELOW. (If more space is needed, attach rider).
Any false answer or statements made by the applicant constitutes perjury and will subject any license issued hereunder to revocation.

The licensee named below hereby notifies the State Liquor Authority of a proposed change in its corporation, for which it requests the Authority's approval, and for which purpose it makes the following statements.

Full name of licensee		Trade name or other designation		License number	
Street address of licensed premises			Post office address of premises (if different)		
City, town or village-Zip Code		County	City, town or village - Zip Code (if different)		Telephone Number

1. STOCKHOLDERS and STOCKHOLDINGS under the proposed change will be as follows: (Do not include retiring stockholders> If more than 10 stockholders, include only those who will hold 10% or more of the stock. Enter asterisk (*) to indicate changes.)

Change *	Name of Stockholder	Residence Address of Stockholder	Citizenship (Name of Country)	Shares of Stock	
				Common	Preferred

2. OFFICERS and DIRECTORS under the proposed change will be as follows: (Do not include retiring officers and directors. Enter an asterisk (*) to indicate changes.)

Change *	Names of Officers And Directors	Residence Addresses	Title (also specify if director)	Citizenship (Name of Country)	Age

1. (a) Is any officer, director or stockholder interested directly or indirectly in any premises or business where any alcoholic beverage is manufactured or sold at wholesale or retail by stock ownership, interlocking directors, mortgage or lien on any personal or real property or by other means including loans? (b) If so, state name of each such person, address of the premises, nature of interest and date acquired.	Yes or No	Name
	3. (a)	(b)
	Address	Date Acquired
Nature of Interest		Date Acquired

4. (a) Has any of the new officers, directors or stockholders ever previously filed application for any license or permit under the Alcoholic Beverage Control Law of this state or country or of any other state or country, either as an individual, co-partner or officer, or officer, director or stockholder of a corporation? (b) If so, state name in which application was filed, address of the premises, the date thereof and the disposition. Give license number if license or permit was issued. (c) Has such license or permit ever been revoked, cancelled, suspended or otherwise involuntarily terminated or has any other penalty been imposed in connection therewith at any time? (d) If so, state what action was taken, and date thereof.	Yes or No	
	Name of applicant	
	Address of premises (Street, City, Town or Village, State or County)	
	Date filed, Disposition, and License Number, if any	
	Yes or No	
5. (a) Has any of the new officers, directors or stockholders ever been CONVICTED (including pleas of guilty or suspended sentences) of of any felony or of any other crime or offense of any kind except traffic infractions? (b) If so, state date of conviction and crime or offense involved. In each case a CERTIFICATE OF DISPOSITION or a CERTIFICATE OF CONVICTION by the Court Clerk must be attached.	Yes or No	
	Crime or Offense	Date
	Name of person convicted	
6. (a) Are there any arrests, indictments or summonses (except for traffic infractions) PENDING against any of the new officers, directors or stockholders? (b) If so, state thereof, crime or offense involved and name of each defendant.	Yes or No	
	Crime or offense	Date
	Name of defendant	
7. (a) Is any officer, director or stockholder a police commissioner or other police official or subordinate of any police department, sheriff, deputy or under sheriff, or any other police officer? (b) If so, state name and title of such person.	Yes or No	
	Name and Title	
8. (a) State whether any person other than those mentioned has any interest, financial proprietary or other, direct or indirect, in the premises or in the business to be licensed, or has made any loan to the applicant for said business or has any lien or mortgage on the fixtures in the business or shares or will share, on a percentage basis or in any way, in the receipts, losses or deficiencies of the business, to any extent whatsoever other than by fixed salary. <i>(The interests relinquished by retiring officers, directors or stockholders need not be set forth in answer to this question. Any interests retained by them, however, should be reported).</i> (b) If so, set forth the names and addresses of such persons, the nature or percent or description of interest or share.	Yes or No	
	Name	
	Address	
	Nature of Interest	Date acquired
9 (a) Does licensee corporation now hold any license form the Liquor Authority for which the annual fee is \$500 or more? (b) State total number of licensed premises now operated by licensee in New York State. <i>(If more than one, attach list of such premises showing for each the license number, name, address and county.)</i> (c) Is any stock transfer contemplated?	Yes or No	Number of licensed premises
	9. (a)	(b)
	Yes or No	
(c)		

The licensee represents that there have been no changes other than those set forth herein, in any of the facts required to be set forth in the application for license, and agrees that any application filed by it or by any of its officers, directors or stockholders, for any license or permit under the Alcoholic Beverage Control Law, and the occupation record submitted herewith, shall be deemed and made a part hereof and considered by the Authority in acting upon this Request for Approval of Corporate Change.

_____ certifies that he is _____
(TITLE)
of the above named licensee corporation; that he knows the contents of the above application and the statements and answers therein; that the same are true of his own knowledge that he has been authorized by order of the Board of Directors of said corporation to make the statements and answers therein in behalf of said corporation with the same force and effort as if said corporation made such statements and answers itself.

Dated _____
(Signature of Currently Authorized Officer)

_____ certifies that he is to be _____
(TITLE)
of the above named licensee corporation; that he knows the contents of the above application and the statements and answers therein; that the same are true of his own knowledge.

Dated _____
(Signature of a Proposed Authorized Officer)

CERTIFICATE OF SERVICES

1. The undersigned is an applicant for: Removal of License from
 License for _____ premises located at _____
 Corporate change for _____ (Number) _____ (Street)

city
in the: town of _____, State of New York
 village

2. The undersigned certifies that in connection with the preparation, filing and subsequent handling of the said application, the undersigned has engaged the services of the following attorney(s) representative(s) or agent(s) to represent or assist him and that no one else has been engaged to represent or assist him. (The employment of photographers, surveyors or draftsmen need not be set forth.)

<u>NAME</u>	<u>ADDRESS</u>	<u>PROFESSION OR BUSINESS</u>	<u>FEE BASIS</u>
			YES () NO ()

TELEPHONE NO.-----

(If the applicant has not been represented or assisted by any person it should be so stated)

3. The undersigned has made (no) (the following) arrangements for such representation or assistance upon a basis contingent upon the approval by the State Liquor Authority of this application. (List any compensation made or to be made pursuant to contingent arrangement.)

It is further certified that no money, property or other thing of value has been paid, given or promised by the undersigned or by any one else on behalf of the undersigned to (my) (our) (its) knowledge or at the request of the undersigned to any attorney, representative or agent, other than those enumerated in paragraph "2" hereof, for representing or assisting the undersigned in any capacity (other than photographer, surveyor or draftsman) in connection with the said application except as follows:

(IF NONE, SO STATE)

The undersigned further certifies that it is understood that this certificate is to be attached and made part of the said application and that in action thereon the Liquor Authority will rely upon the representations herein contained.

The undersigned understands that if there is any change with respect to any of the facts herein set forth, during the pendency of the application, such change must be reported to the Authority IMMEDIATELY by the undersigned and that if any change occurs after the issuance of the license applied for such change must be reported the Liquor Authority within ten (10) days of the date of such change. It is further understood that failure to give the requisite notice will constitute a violation of the Alcoholic Beverage Control Law and will result in proceedings to revoke, cancel or suspend such license.

If an Individual or Partnership, Sign here

If a Corporation, Sign here

(Applicant's Signature)

(Corporation Name)
By _____
(Authorized Person)

THE FOLLOWING CERTIFICATION MUST BE SIGNED AND DATED BY INDIVIDUAL OR PARTNERSHIP

The undersigned, each for himself, certifies that he is the applicant herein; that he has read the foregoing certification and knows the contents thereof; that the same is true of his own knowledge.

Dated _____

(Applicant's Signature)

THE FOLLOWING CERTIFICATION TO BE SIGNED AND DATED IF A CORPORATION

_____ certifies that he is the _____ of the above named applicant corporation; that he has read the foregoing certification and knows the contents thereof; that the same is true of his own knowledge; that he has been authorized by the Board of Directors of said applicant corporation to make the statements and answers in this certification in behalf of said corporation with the same force and effect as if said corporation made such statements and answers itself.

Dated _____

(Signature of Authorized Officer)

**STATEMENT OF FINANCES
FOR STOCK CORPORATE CHANGE**

State the total amount of money you are investing in the Purchase of the Stock.

TOTAL DOLLAR AMOUNT FOR STOCK PURCHASE: \$ _____

MISCELLEANOUS EXPENSES: \$ _____

TOTAL INVESTMENT: \$ _____

BREAKDOWN OF TOTAL FOR PURCHASE OF STOCK

Total Cash:	\$ _____
Total Deferred:	\$ _____

Explain Cash: _____

Explain Deferred: _____

REAL PROPERTY PURCHASE IF APPLICABLE

Total Cash:	\$ _____
Total Deferred:	\$ _____

Explain Cash: _____

Explain Deferred: _____

NOTE: For the purpose of this form, CASH is defined as money that you have in your possession, you don't have to pay back, and is verifiable (example: stocks, bonds, CD's, savings accounts, etc.).

For the purpose of this form, DEFERRED is defined as money that you have to pay back at some point in time (example: loan, mortgage, line of credit, credit card, note, etc.).

1. Set forth the source of funds for this investment (accounts, loans, gifts, asset sales, etc.) and enter account numbers. (Provide documentation)
2. Set forth all repayment terms for any deferred monies. (Provide documentation)
3. Lease agreement if required.

ATTORNEYS OR REPRESENTATIVE'S NOTICE
OF RETAINER AND APPEARANCE

(Where another attorney or representative was previously retained in the instant proceeding, use Notice of Substitution on reverse side.)

RE: Serial Number _____

Name of Applicant or Licensee _____

Address of Premises _____

TO THE DIVISION OF ALCOHOLIC BEVERAGE CONTROL:

PLEASE TAKE NOTICE that I have been retained and appear as attorney or representative for the party named above in the following proceeding before the Division of Alcoholic Beverage Control

CHECK (X)

Application for license or permit Revocation proceeding

Other (specify) _____

No other attorney or representative has previously been retained in connection with this proceeding.

I am a member of the Bar of the State of New York in good standing.

I am not a member of the Bar of the State of New York.

Please send a copy of all notices and communications in the above proceeding to me at the address given below:

Name _____

(Please Print)

Address _____

Telephone No. _____

A fee has or will be received for my services

No fee or consideration will be received for my services

Date _____

Signed _____, Attorney

(over)

ATTORNEY'S OR REPRESENTATIVE'S NOTICE
OF SUBSTITUTION AND APPEARANCE

RE: Serial Number _____

TO THE DIVISION OF ALCOHOLIC BEVERAGE CONTROL:

PLEASE TAKE NOTICE that in place and stead of _____ I have retained
_____, to represent me in the within proceeding.

CHECK (X)

- Application for license or permit Revocation proceeding
- Other (specify) _____

Date _____

Signature of Applicant or Licensee

Address

I am a member of the Bar of the State of New York in good standing
and have been retained to represent and appear for the party above named.

I am not a member of the Bar of the State of New York.

A copy of this Notice has been served on the former attorney or representative named above, or if not, will be served by regular mail or otherwise within 24 hours from the filing of this Notice.

Please send a copy of all notices and communications in the above proceeding to me at the address given below:

Name _____
(Please print)

Address _____

Telephone No. _____

- A fee has or will be received for my services.
- No fee or consideration will be received for my services.

Date _____

Signed _____, Attorney

(over)