

CPLR 503(c): Corporation's Office as Filed with Secretary of State Recognized Proper for Venue Purposes

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ARTICLE 5 — VENUE

CPLR 503(c): Corporation's office as filed with Secretary of State recognized proper for venue purposes.

Under prior law, an authorized foreign corporation was not considered a resident for venue purposes, but was treated as any other nonresident.⁵⁴ CPLR 503(c) dictates that proper venue is to be laid, for domestic corporations or authorized foreign corporations, in the county where its "principal office" is located. In *General Precision, Inc. v. Ametek, Inc.*,⁵⁵ the defendant sought a change of venue, claiming that the "principal office" for venue purposes of the plaintiff-corporation was as designated in the certificate filed with the Secretary of State. Defendant's contention was sustained despite the fact that the actual location of plaintiff's principal office was in a county different from the one designated in the certificate filed with the Secretary.

Most authorities anticipated such a result due to the interplay of CPLR 503(c) and BCL § 102(a)(10).⁵⁶ The latter section defines "office of a corporation" as the office registered with the Secretary of State, notwithstanding the existence of another office which, in reality, is the principal office. Although CPLR 503(c) refers to "principal office" as opposed to "office of the corporation," the court held these terms to be synonymous.⁵⁷

Since this case is consistent with prior treatment of domestic corporations, little confusion is expected to arise.⁵⁸ However, plaintiff's attorneys should bear this ruling in mind in order to maintain control of the setting of venue.

ARTICLE 6 — JOINDER OF CLAIMS, CONSOLIDATION AND SEVERANCE

CPLR 602: Consolidation of actions pending in different inferior courts refused by the supreme court.

It has long been established in New York that a court may order the consolidation of actions pending before it.⁵⁹ In addition,

⁵⁴ *Mills & Gibb, Inc. v. Starin*, 119 App. Div. 336, 104 N.Y. Supp. 230 (1st Dep't 1907); *Remington & Sherman Co. v. Niagara County Nat'l Bank*, 54 App. Div. 358, 66 N.Y. Supp. 560 (1st Dep't 1900).

⁵⁵ 24 App. Div. 2d 757, 263 N.Y.S.2d 470 (2d Dep't 1965).

⁵⁶ 7B MCKINNEY'S CPLR 503, commentary 6 (1963); 2 WEINSTEIN, KORN & MILLER, NEW YORK CIVIL PRACTICE ¶ 503.06 (1965).

⁵⁷ *General Precision, Inc. v. Ametek, Inc.*, 24 App. Div. 2d 757, 757-58, 263 N.Y.S.2d 470, 471-72 (2d Dep't 1965).

⁵⁸ *E.g.*, *Hoffman v. Oxford Developments, Inc.*, 9 App. Div. 2d 937, 195 N.Y.S.2d 484 (2d Dep't 1959); 7B MCKINNEY'S CPLR 503, commentary 6 (1963).

⁵⁹ Under the CPLR, any court may, upon motion, consolidate two or more