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LEGISLATIVE ACTION

Senate

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House

Appropriations Subcommittee on Transportation, Tourism, and
Economic Development (Young) recommended the following:

Senate Amendment (with title amendment)

Delete everything after the enacting clause
and insert:

Section 1. Subsection (1) of section 605.0209, Florida
Statutes, is amended, and subsection (5) is added to that
section, to read:

605.0209 Correcting filed record.—

(1) A person on whose behalf a filed record was delivered
to the department for filing may correct the record if any of



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the following applies:

(a) The record at the time of filing was inaccurate.~~;~~

(b) The record was defectively signed.~~;~~~~or~~

(c) The electronic transmission of the record to the department was defective.

(d) The record contains false, misleading, or fraudulent information.

(5) A statement of correction filed to correct false, misleading, or fraudulent information is not subject to any department fee if the statement of correction is delivered to the department within 15 days after the notification of filing sent pursuant to s. 605.0210.

Section 2. Subsection (2) of section 605.0210, Florida Statutes is amended to read:

605.0210 Duty of department to file; review of refusal to file; transmission of information by department.—

(2) After filing a record, the department shall send notice ~~deliver an acknowledgment~~ of the filing to the e-mail address on file for the entity or its authorized representative or shall ~~send a~~ ~~or certified~~ copy of the document to the mailing address of such entity ~~the company or foreign limited liability company or its~~ authorized representative. If the record changes the entity's e-mail address, the department must send such notice to the new e-mail address and to the most recent prior e-mail address. If the record changes the entity's mailing address, the department must send such notice to the new mailing address and to the most recent prior mailing address.

Section 3. Subsection (1) of section 607.0124, Florida Statutes, is amended, and subsection (4) is added to that



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section, to read:

607.0124 Correcting filed document.—

(1) A domestic or foreign corporation may correct a document filed by the Department of State within 30 days after filing if the document if any of the following applies:

(a) The document contains an inaccuracy.~~†~~

(b) The document contains false, misleading, or fraudulent information.

(c)~~(b)~~ The document was defectively executed, attested, sealed, verified, or acknowledged.~~† or~~

(d)~~(c)~~ The electronic transmission of the document was defective.

(4) Articles of correction filed to correct false, misleading, or fraudulent information are not subject to any Department of State fee if the articles of correction are delivered to the Department of State within 15 days after the notification of filing sent pursuant to s. 607.0125(2).

Section 4. Subsection (2) of section 607.0125, Florida Statutes, is amended to read:

607.0125 Filing duties of Department of State.—

(2) The Department of State files a document by recording it as filed on the date of receipt. After filing a document, the Department of State shall send a notice of the filing to the e-mail address on file for the entity or its representative or a deliver an acknowledgment or certified copy of the document to the mailing address such entity or the domestic or foreign corporation or its representative. If the record changes the entity's e-mail address, the Department of State must send such notice to the new e-mail address and to the most recent prior e-



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mail address. If the record changes the entity's mailing address, the Department of State must send such notice to the new mailing address and to the most recent prior mailing address.

Section 5. Subsection (1) of section 617.0124, Florida Statutes, is amended, and subsection (4) is added to that section, to read:

617.0124 Correcting filed document.—

(1) A domestic or foreign corporation may correct a document filed by the department within 30 days after filing if any of the following applies:

(a) The document contains an incorrect statement.

(b) The document contains false, misleading, or fraudulent information.

(c) ~~(b)~~ The document was defectively executed, attested, sealed, verified, or acknowledged.

(d) ~~(c)~~ The electronic transmission of the document was defective.

(4) Articles of correction filed to correct false, misleading, or fraudulent information are not subject to a department fee if the articles of correction are delivered to the department within 15 days after the notification of filing sent pursuant to s. 617.0125(2).

Section 6. Section 617.0125, Florida Statutes, is amended to read:

617.0125 Filing duties of the department ~~Department of State~~.—

(1) If a document delivered to the department ~~Department of State~~ for filing satisfies the requirements of s. 617.01201, the



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department ~~Department of State~~ shall file it.

(2) The department ~~of State~~ files a document by stamping or otherwise endorsing "filed," together with the Secretary of State's official title and the date and time of receipt. After filing a document, the department ~~of State~~ shall send a notice ~~deliver the acknowledgment~~ of the filing to the e-mail address on file for the domestic or foreign corporation or its representative or send a certified copy of the document to the mailing address of such the domestic or foreign corporation or its representative. If the record changes the domestic or foreign corporation's e-mail address, the department must send such notice to the new e-mail address and to the most recent prior e-mail address. If the record changes the domestic or foreign corporation's mailing address, the department must send such notice to new the mailing address and to the most recent prior mailing address.

(3) If the department ~~of State~~ refuses to file a document, it shall return it to the domestic or foreign corporation or its representative within 15 days after the document was received for filing, together with a brief, written explanation of the reason for refusal.

(4) The department's ~~Department of State's~~ duty to file documents under this section is ministerial. The filing or refusing to file a document does not:

(a) Affect the validity or invalidity of the document in whole or part;

(b) Relate to the correctness or incorrectness of information contained in the document; or

(c) Create a presumption that the document is valid or



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invalid or that information contained in the document is correct or incorrect.

(5) If not otherwise provided by law and the provisions of this act, the department ~~of State~~ shall determine, by rule, the appropriate format for, number of copies of, manner of execution of, method of electronic transmission of, and amount of and method of payment of fees for, any document placed under its jurisdiction.

Section 7. Present subsections (2) and (3) of section 620.1206, Florida Statutes, are redesignated as subsections (3) and (4), respectively, and a new subsection (2) is added to that section, to read:

620.1206 Delivery to and filing of records by Department of State; effective time and date; notice.—

(1) A record authorized or required to be delivered to the Department of State for filing under this act must be captioned to describe the record's purpose, be in a medium permitted by the Department of State, and be delivered to the Department of State. Unless the Department of State determines that a record does not comply with the filing requirements of this act, and if all filing fees have been paid, the Department of State shall file the record.

(2) After filing a record, the Department of State shall send a notice to the email address on file for the limited partnership or foreign limited partnership or the registered agent of such partnership or send a copy of the document to the mailing address of such partnership or registered agent. If the record changes the limited partnership's or foreign limited partnership's e-mail address, the Department of State must send



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such notice to the new e-mail address and to the most recent prior e-mail address. If the record changes the limited partnership or foreign limited partnership's mailing address, the Department of State must send such notice to the new mailing address and to the most recent prior mailing address.

Section 8. Subsection (1) of section 620.1207, Florida Statutes, is amended, and subsection (4) is added to that section, to read:

620.1207 Correcting filed record.—

(1) A limited partnership or foreign limited partnership may deliver to the Department of State for filing a statement of correction to correct a record previously delivered by the limited partnership or foreign limited partnership to the Department of State and filed by the Department of State, if at the time of filing the record contained false, misleading, fraudulent, or erroneous information or was defectively signed.

(4) A statement of correction filed under subsection (1) to correct a record that contains false, misleading, or fraudulent information is not subject to any Department of State fee if delivered to the Department of State within 15 days after the notification of filing sent pursuant to s. 620.1206.

Section 9. Subsection (11) is added to section 620.8105, Florida Statutes, to read:

620.8105 Execution, filing, and recording of partnership registration and other statements.—

(11) After filing a document, the Department of State shall send a notice of the filing to all e-mail address on file for the partnership or limited liability partnership, or the agent of such partnership, or send a copy of the document to the



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mailing address of such partnership or agent. If the record changes the partnership's or limited liability partnership's e-mail address, the Department of State must send such notice to the new e-mail address and to the most recent prior e-mail address. If the record changes the partnership or limited liability partnership's mailing address, the Department of State must send such notice to the new mailing address in and to the most recent mailing address.

Section 10. Section 620.81054, Florida Statutes, is created to read:

620.81054 Correcting a filed record.—

(1) A partnership or limited liability partnership may correct a document filed by the Department of State within 30 days after filing if any of the following applies:

(a) The document contains an inaccuracy.

(b) The document contains false, misleading, or fraudulent information.

(c) The document was defectively executed, attested, sealed, verified, or acknowledged.

(d) The electronic transmission of the document was defective.

(2) A document must be corrected by doing both of the following:

(a) Preparing articles of correction that describe the document, including its filing date; specify the inaccuracy or defect to be corrected; and correct the inaccuracy or defect.

(b) Delivering the articles of correction to the Department of State for filing, executed in accordance with s. 620.8105.

(3) Articles of correction are effective as of the



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effective date of the document they correct except as to persons
relying on the uncorrected document who are adversely affected
by the correction. As to those persons, articles of correction
are effective when filed.

(4) Articles of correction filed to correct false,
misleading, or fraudulent information are not subject to any
Department of State fee if delivered to the Department of State
within 15 days after the notification of filing sent pursuant to
s. 620.8105.

Section 11. Subsection (3) of section 620.1201, Florida
Statutes, is amended to read:

620.1201 Formation of limited partnership; certificate of
limited partnership.—

(3) If there has been substantial compliance with
subsection (1), then subject to s. 620.1206(4) ~~s. 620.1206(3)~~, a
limited partnership is formed when the Department of State files
the certificate of limited partnership.

Section 12. Subsections (5) and (8) of section 620.1202,
Florida Statutes, are amended to read:

620.1202 Amendment or restatement of certificate.—

(5) Subject to s. 620.1206(4) ~~s. 620.1206(3)~~, an amendment
or restated certificate is effective when filed by the
Department of State.

(8) A restated certificate of limited partnership shall
state, either in its heading or in an introductory paragraph,
the limited partnership's present name, and, if it has been
changed, the name under which it was originally filed; the date
of filing of its original certificate of limited partnership
with the Department of State; and, subject to s. 620.1206(4) ~~s.~~



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~~620.1206(3)~~, the delayed effective date or time, which shall be a date or time certain, of the restated certificate if it is not to be effective upon the filing of the restated certificate. A restated certificate shall also state that it was duly executed and is being filed in accordance with this section. If the restated certificate only restates and integrates and does not further amend the limited partnership's certificate of limited partnership as theretofore amended or supplemented and there is no discrepancy between those provisions and the restated certificate, it shall state that fact as well.

Section 13. Subsection (2) of section 620.1203, Florida Statutes, is amended to read:

620.1203 Certificate of dissolution; statement of termination.—

(2) If there has been substantial compliance with subsection (1), then subject to s. 620.1206(4) ~~s. 620.1206(3)~~ the dissolution of the limited partnership shall be effective when the Department of State files the certificate of dissolution.

Section 14. Subsection (4) of section 620.1812, Florida Statutes, is amended to read:

620.1812 Revocation of dissolution.—

(4) If there has been substantial compliance with subsection (3), subject to s. 620.1206(4) ~~s. 620.1206(3)~~ the revocation of dissolution is effective when the Department of State files the certificate of revocation of dissolution.

Section 15. Subsection (4) of section 620.2108, Florida Statutes, is amended to read:

620.2108 Filings required for merger; effective date.—



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(4) A merger becomes effective under this act:

(a) If the surviving organization is a limited partnership,
upon the later of:

1. Compliance with subsection (3); or

2. Subject to s. 620.1206(4) ~~s. 620.1206(3)~~, as specified
in the certificate of merger; or

(b) If the surviving organization is not a limited
partnership, as provided by the governing law of the surviving
organization.

Section 16. This act shall take effect July 1, 2018.

===== T I T L E A M E N D M E N T =====
And the title is amended as follows:

Delete everything before the enacting clause
and insert:

A bill to be entitled
An act relating to business filings; amending s.
605.0209, F.S.; authorizing certain persons to correct
filed records that contain certain information;
providing that a statement of correction filed for
certain reasons is not subject to a Department of
State fee if delivered within a certain timeframe;
amending s. 605.0210, F.S.; requiring the department
to send a notice of the filing of a record through e-
mail or send a copy of the document to the mailing
address of the entity or its representative; providing
notice requirements for the department if the record
changes an entity's e-mail or mailing address;
amending s. 607.0124; authorizing a domestic or



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foreign corporation to correct certain documents if they contain false, misleading, or fraudulent information; providing that articles of correction filed for certain reasons are not subject to any department fee if delivered within a certain timeframe; amending s. 607.0125, F.S.; requiring the department to send a notice of the filing of a record through e-mail or send a copy of the document to the mailing address of the entity or its representative; providing notice requirements for the department if the record changes the entity's e-mail or mailing address; amending s. 617.0124, F.S.; authorizing a domestic or foreign corporation to correct certain documents if they contain false, misleading, or fraudulent information; providing that articles of correction filed for certain reasons are not subject to any department fee if delivered within a certain timeframe; amending s. 617.0125, F.S.; requiring the department to send a notice of the filing of a record through e-mail or send a copy of the document to the mailing address of the domestic or foreign corporation or its representative; providing notice requirements for the department if the record changes the domestic or foreign corporation's e-mail or mailing address; amending s. 620.1206, F.S.; requiring the department to send a notice of the filing of a record through e-mail or send a copy of the document to the mailing address of the limited partnership, foreign limited partnership, or its registered agent; providing notice



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requirements for the department if the record changes the limited partnership's or foreign limited partnership's e-mail or mailing address; amending s. 620.1207, F.S.; authorizing a limited partnership or foreign limited partnership to correct certain documents if they contain misleading or fraudulent information; providing that a statement of correction filed for certain reasons is not subject to any department fee if delivered within a certain timeframe; amending s. 620.8105, F.S.; requiring the department to send a notice of the filing of a document through e-mail or send a copy of the document to the mailing address of the partnership, limited liability partnership, or its agent; providing notice requirements for the department if the record changes the partnership's or limited liability partnership's e-mail or mailing address; creating s. 620.81054, F.S.; authorizing a partnership or limited liability partnership to correct a document filed by the department within a certain timeframe and under certain circumstances; providing guidelines for correcting a document; providing construction; providing that articles of correction filed for certain reasons are not subject to a department fee if delivered within a certain timeframe; amending ss. 620.1201, 620.1202, 620.1203, 620.1812, and 620.2108, F.S.; conforming provisions to changes made by the act; providing an effective date.