

By Senator Young

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1 A bill to be entitled
2 An act relating to business filings; amending ss.
3 605.0210 and 607.0125, F.S.; requiring that the
4 Department of State develop and offer an optional
5 secure business filing service designed to discourage
6 fraudulent filings; requiring that the service notify
7 an entity via e-mail whenever a document relating to
8 the entity is delivered for filing; requiring that the
9 entity have the opportunity to review the file;
10 requiring the department to give the entity an
11 opportunity to reject further processing of the
12 filing; authorizing the department to keep any fees
13 associated with a rejected filing; requiring that the
14 department file the document within 15 days after
15 receipt if the entity does not reject further
16 processing; providing an exception; requiring the
17 department to deliver a notification of the filing
18 through e-mail or deliver a certified copy of the
19 document to the mailing address and physical address
20 of the entity or its authorized representative;
21 amending s. 617.0125, F.S.; requiring that the
22 department develop and offer an optional secure
23 business filing service designed to discourage
24 fraudulent filings; requiring that the service notify
25 a corporation via e-mail whenever a document relating
26 to the corporation is delivered for filing; requiring
27 that the corporation have the opportunity to review
28 the file; requiring the department to give the
29 corporation an opportunity to reject further

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30 processing of the filing; authorizing the department
31 to keep any fees associated with a rejected filing;
32 requiring that the department file the document within
33 15 days after receipt if the corporation does not
34 reject further processing; providing exceptions;
35 requiring the department to deliver a notification of
36 the filing through e-mail or deliver a certified copy
37 of the document to the mailing address and physical
38 address of the corporation or its representative;
39 amending s. 620.8105, F.S.; requiring that the
40 department develop and offer an optional secure
41 business filing service designed to discourage
42 fraudulent filings; requiring that the service notify
43 a partnership whenever a document relating to the
44 partnership is delivered for filing; requiring that
45 the partnership have the opportunity to review the
46 file; requiring the department to give the partnership
47 an opportunity to reject further processing of the
48 filing; authorizing the department to keep any fees
49 associated with a rejected filing; requiring that the
50 department file the document within 15 days after
51 receipt if the partnership does not reject further
52 processing; requiring the department to deliver a
53 notification of the filing through e-mail or deliver a
54 certified copy of the document to the mailing address
55 and physical address of the partnership or its agent;
56 amending s. 605.0206, F.S.; conforming provisions;
57 amending ss. 605.0103, 605.0123, 617.0123, 620.8303,
58 620.8304, 620.8704, 620.8914, 620.8918, 620.9001, and

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59 620.9102, F.S.; conforming cross-references; providing
60 an effective date.

61
62 Be It Enacted by the Legislature of the State of Florida:

63
64 Section 1. Present subsections (1) through (8) of section
65 605.0210, Florida Statutes, are redesignated as subsections (2)
66 through (9), respectively, a new subsection (1) is added to that
67 section, and present subsection (2) of that section is amended,
68 to read:

69 605.0210 Duty of department to file; review of refusal to
70 file; transmission of information by department.—

71 (1) By December 31, 2018, the department shall develop and
72 offer an optional secure business filing service designed to
73 discourage fraudulent business filings. The service must notify
74 an entity via e-mail whenever a document relating to that entity
75 is delivered for filing. The entity must have the opportunity to
76 review the filing and reject further processing of the filing by
77 the department. If an entity rejects further processing of the
78 filing, the department may keep any fees associated with the
79 rejected filing. The document must be filed within 15 days after
80 receipt if the entity does not reject further processing.

81 (3)~~(2)~~ After filing a record, the department shall deliver
82 a notification ~~an acknowledgment~~ of the filing to all e-mail
83 addresses on file for, or a certified copy of the document to
84 the mailing address and the physical address of, the entity ~~the~~
85 ~~company or foreign limited liability company~~ or its authorized
86 representative.

87 Section 2. Present subsections (1) through (5) of section

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88 607.0125, Florida Statutes, are redesignated as subsections (2)
89 through (6), respectively, a new subsection (1) is added to that
90 section, and present subsections (1) and (2) are amended, to
91 read:

92 607.0125 Filing duties of Department of State.—

93 (1) By December 31, 2018, the Department of State shall
94 develop and offer an optional secure business filing service
95 designed to discourage fraudulent business filings. The service
96 must notify an entity via e-mail whenever a document relating to
97 the entity is delivered for filing. The entity must have the
98 opportunity to review the filing and reject further processing
99 by the Department of State. If an entity rejects further
100 processing of the filing, the Department of State may keep any
101 fees associated with the rejected filing. The document must be
102 filed within 15 days after receipt if the entity does not reject
103 further processing.

104 (2)~~(1)~~ Except as provided in subsection (1), if a document
105 delivered to the Department of State for filing satisfies the
106 requirements of s. 607.0120, the Department of State shall file
107 it.

108 (3)~~(2)~~ The Department of State files a document by
109 recording it as filed on the date of receipt. After filing a
110 document, the Department of State shall deliver an notification
111 of the filing to all e-mail addresses on file for,
112 ~~acknowledgment~~ or a certified copy to the mailing address and
113 the physical address of, the entity ~~the domestic or foreign~~
114 ~~corporation~~ or its representative.

115 Section 3. Section 617.0125, Florida Statutes, is amended
116 to read:

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117 617.0125 Filing duties of Department of State.—

118 (1) By December 31, 2018, the department shall develop and
119 offer an optional secure business filing service designed to
120 discourage fraudulent business filings. The service must notify
121 a corporation via e-mail whenever a document relating to the
122 corporation is delivered for filing. The corporation must have
123 the opportunity to review the filing and reject further
124 processing by the department. If a corporation rejects further
125 processing, the department may keep any fees associated with the
126 rejected filing. The document must be filed within 15 days after
127 receipt if the entity does not reject further processing.

128 (2)~~(1)~~ Except as provided in subsection (1), if a document
129 delivered to the department ~~of State~~ for filing satisfies the
130 requirements of s. 617.01201, the department ~~of State~~ shall file
131 it.

132 (3)~~(2)~~ The department ~~of State~~ files a document by stamping
133 or otherwise endorsing "filed," together with the Secretary of
134 State's official title and the date and time of receipt. After
135 filing a document, the department ~~of State~~ shall deliver a
136 notification of the filing to all e-mail addresses on file for,
137 ~~the acknowledgment of filing~~ or a certified copy to the mailing
138 address and the physical address of, the domestic or foreign
139 corporation or its representative.

140 (4)~~(3)~~ If the department ~~of State~~ refuses to file a
141 document, it shall return it to the domestic or foreign
142 corporation or its representative within 15 days after the
143 document was received for filing, together with a brief, written
144 explanation of the reason for refusal.

145 (5)~~(4)~~ The department's ~~of State's~~ duty to file documents

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146 under this section is ministerial. The filing or refusing to
147 file a document does not:

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

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

152 (c) Create a presumption that the document is valid or
153 invalid or that information contained in the document is correct
154 or incorrect.

155 ~~(6)-(5)~~ If not otherwise provided by law and the provisions
156 of this act, the department ~~of State~~ shall determine, by rule,
157 the appropriate format for, number of copies of, manner of
158 execution of, method of electronic transmission of, and amount
159 of and method of payment of fees for, any document placed under
160 its jurisdiction.

161 Section 4. Present subsections (1) through (10) of section
162 620.8105, Florida Statutes, are redesignated as subsections (2)
163 through (11), respectively, a new subsection (1) is added to
164 that section, present subsections (2), (3), and (4) are amended,
165 and subsection (12) is added to that section, to read:

166 620.8105 Execution, filing, and recording of partnership
167 registration and other statements.—

168 (1) By December 31, 2018, the Department of State shall
169 develop and offer an optional secure business filing service
170 designed to discourage fraudulent business filings. The service
171 must notify a partnership via e-mail whenever a document
172 relating to the partnership is delivered for filing. The
173 partnership must have the opportunity to review the filing and
174 reject further processing by the Department of State. If a

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175 partnership rejects further processing, the Department of State
176 may keep any fees associated with the rejected filing. The
177 document must be filed within 15 days after receipt if the
178 entity does not reject further processing.

179 (3)~~(2)~~ The Department of State shall file a partnership
180 registration statement under subsection (2) ~~(1)~~ without regard
181 to the use of the same or a similar name by another partnership
182 registered or other entity organized or qualified in this state.
183 The use of a partnership name in a registration statement filed
184 with the Department of State is for the purpose of public notice
185 only and does not create a presumption of ownership of the name
186 used beyond that acquired under the common law.

187 (4)~~(3)~~ Each partner of a registered partnership, and any
188 agent named pursuant to subparagraph (2) (c) 2. ~~(1) (e) 2.~~ that is a
189 legal or other commercial entity, and not an individual, must:

190 (a) Be organized or otherwise registered with the
191 Department of State as required by law.

192 (b) Maintain an active status with the Department of State.

193 (c) Not be dissolved, revoked, canceled, or withdrawn.

194 (5)~~(4)~~ Except as provided in s. 620.8304 or s. 620.8704, a
195 statement or a certificate of conversion or certificate of
196 merger may be filed with the Department of State only if the
197 partnership has filed a registration statement pursuant to
198 subsection (2) ~~(1)~~. If otherwise sufficient, a certified copy of
199 a statement that is filed in a jurisdiction other than this
200 state may be filed with the Department of State in lieu of an
201 original statement. Any such filing has the effect provided in
202 this act with respect to partnership property located in, or
203 transactions that occur in, this state.

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204 (12) After filing a document, the Department of State shall
205 deliver an electronic notification of the filing to all e-mail
206 addresses on file for, or a certified copy to the mailing
207 address and the physical address of, the partnership or its
208 agent.

209 Section 5. Subsection (1) of section 605.0206, Florida
210 Statutes, is amended to read:

211 605.0206 Filing requirements.—

212 (1) A record authorized or required to be delivered to the
213 department for filing under this chapter must be captioned to
214 describe the record's purpose, be in a medium authorized by the
215 department, and be delivered to the department. If all filing
216 fees are paid, the department shall file the record unless the
217 department determines that the record does not comply with the
218 filing requirements or an entity rejects further processing
219 under s. 605.0210.

220 Section 6. Subsection (3) of section 605.0103, Florida
221 Statutes, is amended to read:

222 605.0103 Knowledge; notice.—

223 (3) Subject to s. 605.0210(9) ~~s. 605.0210(8)~~, a person
224 notifies another person of a fact by taking steps reasonably
225 required to inform the other person in the ordinary course of
226 events, regardless of whether those steps actually cause the
227 other person to know of the fact.

228 Section 7. Subsection (3) of section 607.0123, Florida
229 Statutes, is amended to read:

230 607.0123 Effective time and date of document.—

231 (3) If a document is determined by the Department of State
232 to be incomplete and inappropriate for filing, the Department of

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233 State may return the document to the person or corporation
234 filing it, together with a brief written explanation of the
235 reason for the refusal to file, in accordance with s.
236 607.0125(4) ~~s. 607.0125(3)~~. If the applicant returns the
237 document with corrections in accordance with the rules of the
238 department within 60 days after it was mailed to the applicant
239 by the department and if at the time of return the applicant so
240 requests in writing, the filing date of the document will be the
241 filing date that would have been applied had the original
242 document not been deficient, except as to persons who relied on
243 the record before correction and were adversely affected
244 thereby.

245 Section 8. Subsection (3) of section 617.0123, Florida
246 Statutes, is amended to read:

247 617.0123 Effective date of document.—

248 (3) If a document is determined by the department ~~of State~~
249 to be incomplete and inappropriate for filing, the Department of
250 State may return the document to the person or corporation
251 filing it, together with a brief written explanation of the
252 reason for the refusal to file, in accordance with s.
253 617.0125(4) ~~s. 617.0125(3)~~. If the applicant returns the
254 document with corrections in accordance with the rules of the
255 department within 60 days after it was mailed to the applicant
256 by the department, and if at the time of return the applicant so
257 requests in writing, the filing date of the document will be the
258 filing date that would have been applied had the original
259 document not been deficient, except as to persons who relied on
260 the record before correction and were adversely affected
261 thereby.

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262 Section 9. Subsection (2) of section 620.8303, Florida
263 Statutes, is amended to read:

264 620.8303 Statement of partnership authority.—

265 (2) If a filed statement of partnership authority is
266 executed pursuant to s. 620.8105(7) ~~s. 620.8105(6)~~ and states
267 the name of the partnership but does not contain all of the
268 other information required by subsection (1), the statement
269 nevertheless operates with respect to a person not a partner as
270 provided in subsections (3) and (4).

271 Section 10. Subsections (1) and (2) of section 620.8304,
272 Florida Statutes, are amended to read:

273 620.8304 Statement of denial.—

274 (1) A partner or other person named as a partner in a filed
275 registration, statement of partnership authority, or in a list
276 maintained by an agent pursuant to s. 620.8105(2)(c) ~~s.~~
277 ~~620.8105(1)(c)~~ may file a statement of denial stating:

278 (a) The name of the partnership, as identified in the
279 records of the Department of State; and

280 (b) The fact that is being denied, which may include denial
281 of a person's authority or status as a partner.

282 (2) A statement of denial may be filed without regard to
283 the provisions of s. 620.8105(5) ~~s. 620.8105(4)~~ if it states
284 that no partnership registration statement has been filed with
285 the Department of State.

286 Section 11. Subsection (2) of section 620.8704, Florida
287 Statutes, is amended to read:

288 620.8704 Statement of dissociation.—

289 (2) A statement of dissociation may be filed without regard
290 to the provisions of s. 620.8105(5) ~~s. 620.8105(4)~~ if it states

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291 that no partnership registration statement has been filed with
292 the Department of State.

293 Section 12. Section 620.8914, Florida Statutes, is amended
294 to read:

295 620.8914 Filings required for conversion; effective date.-

296 (1) After a plan of conversion is approved:

297 (b) In the case of a converting organization converting
298 into a partnership to be governed by this act, the converting
299 organization shall deliver to the Department of State for
300 filing:

301 1. A registration statement in accordance with s. 620.8105.

302 2. A certificate of conversion, in accordance with s.
303 620.8105, signed by a general partner of the partnership in
304 accordance with s. 620.8105(7) ~~s. 620.8105(6)~~ and by the
305 converting organization as required by applicable law, which
306 certificate of conversion must include:

307 a. A statement that the partnership was converted from
308 another organization.

309 b. The name and form of the converting organization and the
310 jurisdiction of its governing law.

311 c. A statement that the conversion was approved as required
312 by this act.

313 d. A statement that the conversion was approved in a manner
314 that complied with the converting organization's governing law.

315 e. The effective time of the conversion, if other than the
316 time of the filing of the certificate of conversion.

317

318 A converting domestic partnership is not required to file a
319 certificate of conversion pursuant to paragraph (a) if the

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320 converting domestic partnership files articles of conversion or
321 a certificate of conversion that substantially complies with the
322 requirements of this section pursuant to s. 605.1045, s.
323 607.1115, or s. 620.2104(1)(b) and contains the signatures
324 required by this chapter. In such a case, the other certificate
325 of conversion may also be used for purposes of s. 620.8915(4).

326 (2) A conversion becomes effective:

327 (a) If the converted organization is a partnership, at the
328 time specified in the certificate of conversion, which may be as
329 of or after the time of the filing of the certificate of
330 conversion, and, if the certificate of conversion does not
331 contain such an effective time, the effective time shall be upon
332 the filing of the certificate of conversion with the Department
333 of State. However, if the certificate has a delayed effective
334 date, the certificate may not be effective any later than the
335 90th day after the date it was filed and the effective date may
336 not be any earlier than the effective date of the registration
337 statement filed with the Department of State for the partnership
338 in accordance with s. 620.8105.

339 (b) If the converted organization is not a partnership, as
340 provided by the governing law of the converted organization.

341
342 A certificate of conversion acts as a cancellation of any
343 registration statement for a converting partnership for purposes
344 of s. 620.8105, and the cancellation shall be deemed filed upon
345 the effective date of the conversion.

346 Section 13. Subsection (3) of section 620.8918, Florida
347 Statutes, is amended to read:

348 620.8918 Filings required for merger; effective date.—

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349 (3) Each domestic constituent partnership shall deliver the
350 certificate of merger for filing with the Department of State,
351 unless the domestic constituent partnership is named as a party
352 or constituent organization in articles of merger or a
353 certificate of merger filed for the same merger in accordance
354 with s. 605.1025, s. 607.1109(1), s. 617.1108, or s.
355 620.2108(3). The articles of merger or certificate of merger
356 must substantially comply with the requirements of this section.
357 In such a case, the other articles of merger or certificate of
358 merger may also be used for purposes of s. 620.8919(3). Each
359 domestic constituent partnership in the merger shall also file a
360 registration statement in accordance with s. 620.8105(2) ~~s.~~
361 ~~620.8105(1)~~ if it does not have a currently effective
362 registration statement filed with the Department of State.

363 Section 14. Subsection (4) of section 620.9001, Florida
364 Statutes, is amended to read:

365 620.9001 Statement of qualification.—

366 (4) The status of a partnership as a limited liability
367 partnership is effective on the later of the filing of the
368 statement or a date specified in the statement. The status
369 remains effective, regardless of changes in the partnership,
370 until it is canceled pursuant to s. 620.8105(8) ~~s. 620.8105(7)~~
371 or revoked pursuant to s. 620.9003.

372 Section 15. Subsection (2) of section 620.9102, Florida
373 Statutes, is amended to read:

374 620.9102 Statement of foreign qualification.—

375 (2) The status of a partnership as a foreign limited
376 liability partnership is effective on the later of the filing of
377 the statement of foreign qualification or a date specified in

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378 the statement. The status remains effective, regardless of
379 changes in the partnership, until it is canceled pursuant to s.
380 620.8105(8) ~~s. 620.8105(7)~~ or revoked pursuant to s. 620.9003.

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