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CS/HB 661

2018 Legislature

1
2 An act relating to business filings; amending s.
3 605.0209, F.S.; authorizing certain persons to correct
4 filed records that contain certain information;
5 providing that a statement of correction filed for
6 certain reasons is not subject to a Department of
7 State fee if delivered within a certain timeframe;
8 amending s. 605.0210, F.S.; requiring the department
9 to send a notice of the filing of a record by
10 electronic mail or send a copy of the document to the
11 mailing address of the company or foreign limited
12 liability company or its representative; providing
13 notice requirements for the department if the record
14 changes the company's electronic mail or mailing
15 address; amending s. 607.0124; authorizing a domestic
16 or foreign corporation to correct certain documents
17 that contain certain information; providing that
18 articles of correction filed for certain reasons are
19 not subject to a department fee if delivered within a
20 certain timeframe; amending s. 607.0125, F.S.;
21 requiring the department to send a notice of the
22 filing of a record by electronic mail or send a copy
23 of the document to the mailing address of the domestic
24 or foreign corporation or its representative;
25 providing notice requirements for the department if

ENROLLED

CS/HB 661

2018 Legislature

26 | the record changes the corporation's electronic mail
27 | or mailing address; amending s. 617.0124, F.S.;
28 | authorizing a domestic or foreign corporation to
29 | correct certain documents that contain certain
30 | information; providing that articles of correction
31 | filed for certain reasons are not subject to a
32 | department fee if delivered within a certain
33 | timeframe; amending s. 617.0125, F.S.; requiring the
34 | department to send a notice of the filing of a record
35 | by electronic mail or send a copy of the document to
36 | the mailing address of the domestic or foreign
37 | corporation or its representative; providing notice
38 | requirements for the department if the record changes
39 | the domestic or foreign corporation's electronic mail
40 | or mailing address; amending s. 620.1206, F.S.;
41 | requiring the department to send a notice of the
42 | filing of a record by electronic mail or send a copy
43 | of the document to the mailing address of the limited
44 | partnership, foreign limited partnership, or its
45 | registered agent; providing notice requirements for
46 | the department if the record changes the limited
47 | partnership's or foreign limited partnership's
48 | electronic mail or mailing address; amending s.
49 | 620.1207, F.S.; authorizing a limited partnership or
50 | foreign limited partnership to correct certain

ENROLLED

CS/HB 661

2018 Legislature

51 documents that contain certain information; providing
52 that a statement of correction filed for certain
53 reasons is not subject to a department fee if
54 delivered within a certain timeframe; amending s.
55 620.8105, F.S.; requiring the department to send a
56 notice of the filing of a document by electronic mail
57 or send a copy of the document to the mailing address
58 of the partnership, limited liability partnership, or
59 its agent; providing notice requirements for the
60 department if the record changes the partnership's or
61 limited liability partnership's electronic mail or
62 mailing address; creating s. 620.81054, F.S.;

63 authorizing a partnership or limited liability
64 partnership to correct a filed document within a
65 certain timeframe and under certain circumstances;
66 providing guidelines for correcting a document;
67 providing construction; providing that articles of
68 correction filed for certain reasons are not subject
69 to a department fee if delivered within a certain
70 timeframe; amending ss. 620.1201, 620.1202, 620.1203,
71 620.1812, and 620.2108, F.S.; conforming provisions to
72 changes made by the act; providing an effective date.

73

74 Be It Enacted by the Legislature of the State of Florida:

75

ENROLLED

CS/HB 661

2018 Legislature

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

79 605.0209 Correcting filed record.—

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

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

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

84 (c) The electronic transmission of the record to the
 85 department was defective; or

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

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

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

95 605.0210 Duty of department to file; review of refusal to
 96 file; transmission of information by department.—

97 (2) After filing a record, the department shall send
 98 notice ~~deliver an acknowledgment~~ of the filing to the electronic
 99 mail address on file for the company or foreign limited
 100 liability company or its authorized representative or shall send

ENROLLED

CS/HB 661

2018 Legislature

101 a ~~or certified~~ copy of the document to the address of such
 102 company ~~the company or foreign limited liability company~~ or its
 103 authorized representative. If the record changes the electronic
 104 mail address for the company, the department must send such
 105 notice to the new electronic mail address and to the most recent
 106 prior electronic mail address. If the record changes the mailing
 107 address for the company, the department must send such notice to
 108 the new mailing address and to the most recent prior mailing
 109 address.

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

113 607.0124 Correcting filed document.—

114 (1) A domestic or foreign corporation may correct a
 115 document filed by the Department of State within 30 days after
 116 filing if ~~the document~~:

117 (a) The document contains an inaccuracy;

118 (b) The document contains false, misleading, or fraudulent
 119 information;

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

122 (d) ~~(e)~~ The electronic transmission of the document was
 123 defective.

124 (4) Articles of correction that are filed to correct
 125 false, misleading, or fraudulent information are not subject to

ENROLLED

CS/HB 661

2018 Legislature

126 a fee of the Department of State if the articles of correction
 127 are delivered to the Department of State within 15 days after
 128 the notification of filing sent pursuant to s. 607.0125(2).

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

131 607.0125 Filing duties of Department of State.—

132 (2) The Department of State files a document by recording
 133 it as filed on the date of receipt. After filing a document, the
 134 Department of State shall send a notice of the filing to the
 135 electronic mail address on file for the domestic or foreign
 136 corporation or its representative or a ~~deliver an acknowledgment~~
 137 ~~or certified~~ copy of the document to the mailing address of such
 138 corporation the domestic or foreign corporation or its
 139 representative. If the record changes the electronic mail
 140 address of the corporation, the Department of State must send
 141 such notice to the new electronic mail address and to the most
 142 recent prior electronic mail address. If the record changes the
 143 mailing address of the corporation, the Department of State must
 144 send such notice to the new mailing address and to the most
 145 recent prior mailing address.

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

149 617.0124 Correcting filed document.—

ENROLLED

CS/HB 661

2018 Legislature

150 (1) A domestic or foreign corporation may correct a
 151 document filed by the department within 30 days after filing if:

152 (a) The document contains an incorrect statement;

153 (b) The document contains false, misleading, or fraudulent
 154 information;

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

157 (d) ~~(e)~~ The electronic transmission of the document was
 158 defective.

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

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

166 617.0125 Filing duties of Department of State.—

167 (1) If a document delivered to the department ~~of State~~ for
 168 filing satisfies the requirements of s. 617.01201, the
 169 department ~~of State~~ shall file it.

170 (2) The department ~~of State~~ files a document by stamping
 171 or otherwise endorsing "filed," together with the Secretary of
 172 State's official title and the date and time of receipt. After
 173 filing a document, the department ~~of State~~ shall send a notice
 174 deliver the acknowledgment of the filing to the electronic mail

ENROLLED

CS/HB 661

2018 Legislature

175 address on file for the domestic or foreign corporation or its
 176 representative or send a certified copy of the document to the
 177 mailing address of such the domestic or foreign corporation or
 178 its representative. If the record changes the electronic mail
 179 address of the domestic or foreign corporation, the department
 180 must send such notice to the new electronic mail address and to
 181 the most recent prior electronic mail address. If the record
 182 changes the mailing address of the domestic or foreign
 183 corporation, the department must send such notice to the new
 184 mailing address and to the most recent prior mailing address.

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

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

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

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

197 (c) Create a presumption that the document is valid or
 198 invalid or that information contained in the document is correct
 199 or incorrect.

ENROLLED

CS/HB 661

2018 Legislature

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

206 Section 7. Subsections (2) and (3) of section 620.1206,
 207 Florida Statutes, are renumbered as subsections (3) and (4),
 208 respectively, and a new subsection (2) is added to that section,
 209 to read:

210 620.1206 Delivery to and filing of records by Department
 211 of State; effective time and date; notice.-

212 (2) After filing a record, the Department of State shall
 213 send a notice to the electronic mail address on file for the
 214 limited partnership or foreign limited partnership or the
 215 registered agent of such partnership or send a copy of the
 216 document to the mailing address of such partnership or
 217 registered agent. If the record changes the electronic mail
 218 address of the limited partnership or foreign limited
 219 partnership, the Department of State must send such notice to
 220 the new electronic mail address and to the most recent prior
 221 electronic mail address. If the record changes the mailing
 222 address of the limited partnership or foreign limited
 223 partnership, the Department of State must send such notice to

ENROLLED

CS/HB 661

2018 Legislature

224 the new mailing address and to the most recent prior mailing
 225 address.

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

229 620.1207 Correcting filed record.—

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

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

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

245 620.8105 Execution, filing, and recording of partnership
 246 registration and other statements.—

247 (11) After filing a document, the Department of State
 248 shall send a notice of the filing to all electronic mail

ENROLLED

CS/HB 661

2018 Legislature

249 addresses on file for the partnership or limited liability
 250 partnership, or the agent of such partnership, or send a copy of
 251 the document to the mailing address of such partnership or
 252 agent. If the record changes the electronic mail address of the
 253 partnership or limited liability partnership, the Department of
 254 State must send such notice to the new electronic mail address
 255 and to the most recent prior electronic mail address. If the
 256 record changes the mailing address of the partnership or limited
 257 liability partnership, the Department of State must send such
 258 notice to the new mailing address and the most recent mailing
 259 address.

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

262 620.81054 Correcting a filed record.-

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

266 (a) The document contains an inaccuracy;

267 (b) The document contains false, misleading, or fraudulent
 268 information;

269 (c) The document was defectively executed, attested,
 270 sealed, verified, or acknowledged; or

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

ENROLLED

CS/HB 661

2018 Legislature

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

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

278 (b) Delivering the articles of correction to the
 279 Department of State for filing, executed in accordance with s.
 280 620.8105.

281 (3) Articles of correction are effective as of the
 282 effective date of the document they correct except as to persons
 283 relying on the uncorrected document who are adversely affected
 284 by the correction. As to those persons, articles of correction
 285 are effective when filed.

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

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

293 620.1201 Formation of limited partnership; certificate of
 294 limited partnership.—

295 (3) If there has been substantial compliance with
 296 subsection (1), then subject to s. 620.1206(4) ~~s. 620.1206(3)~~, a

ENROLLED

CS/HB 661

2018 Legislature

297 | limited partnership is formed when the Department of State files
 298 | the certificate of limited partnership.

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

301 | 620.1202 Amendment or restatement of certificate.—

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

305 | (8) A restated certificate of limited partnership shall
 306 | state, either in its heading or in an introductory paragraph,
 307 | the limited partnership's present name, and, if it has been
 308 | changed, the name under which it was originally filed; the date
 309 | of filing of its original certificate of limited partnership
 310 | with the Department of State; and, subject to s. 620.1206(4) ~~s.~~
 311 | ~~620.1206(3)~~, the delayed effective date or time, which shall be
 312 | a date or time certain, of the restated certificate if it is not
 313 | to be effective upon the filing of the restated certificate. A
 314 | restated certificate shall also state that it was duly executed
 315 | and is being filed in accordance with this section. If the
 316 | restated certificate only restates and integrates and does not
 317 | further amend the limited partnership's certificate of limited
 318 | partnership as theretofore amended or supplemented and there is
 319 | no discrepancy between those provisions and the restated
 320 | certificate, it shall state that fact as well.

ENROLLED

CS/HB 661

2018 Legislature

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

323 620.1203 Certificate of dissolution; statement of
 324 termination.—

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

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

332 620.1812 Revocation of dissolution.—

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

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

339 620.2108 Filings required for merger; effective date.—

340 (4) A merger becomes effective under this act:

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

343 1. Compliance with subsection (3); or

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

ENROLLED

CS/HB 661

2018 Legislature

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

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