

By Senator Wise

6-1298-02

See HB

1                                   A bill to be entitled  
2           An act relating to unincorporated business  
3           enterprises; amending s. 622.02, F.S.; revising  
4           definitions; amending s. 622.03, F.S.;  
5           requiring registration of certain enterprises  
6           or associations; specifying registration  
7           requirements; amending s. 622.04, F.S.;  
8           revising service of process requirements for  
9           certain associations or enterprises; amending  
10          s. 622.05, F.S.; prescribing certain filing  
11          fees; deleting certain annual report  
12          requirements; providing an effective date

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

16           Section 1. Section 622.02, Florida Statutes, is  
17 amended to read:

18           622.02 Definitions.--

19           (1) The term "foreign business enterprise" or "foreign  
20 association" as used in this chapter means ~~shall mean and~~  
21 ~~include~~ any unincorporated business enterprise ~~joint stock~~  
22 ~~association for profit~~, created and existing under the laws of  
23 any state other than this state, or of the District of  
24 Columbia, or of any territory or possession of the United  
25 States, ~~engaged in any business or businesses other than the~~  
26 ~~banking, trust, or insurance business, and having written~~  
27 ~~articles of association, capital stock divided into shares,~~  
28 ~~and a name including the word "company" or "association" or~~  
29 ~~"society"; but shall not mean nor include any unincorporated~~  
30 ~~association, company or group of persons engaged in the~~  
31 ~~banking, trust, or insurance business.~~

1           (2) The term "business enterprise" or "association" as  
2 used in this chapter means any unincorporated person or group  
3 of persons, sole proprietorship, estate, trust, business  
4 trust, company, or other business organization ~~shall mean~~ and  
5 includes ~~include~~ any foreign business enterprise or  
6 association that shall have qualified, in the manner permitted  
7 by this chapter, to transact business and acquire, hold, and  
8 dispose of property, and sue and be sued in this state.

9           (3) The term "transacting business" means engaging in  
10 any activity by an enterprise or venture in which a person  
11 sells, buys, exchanges, barters, deals, or represents the  
12 dealing in any thing or article of value, or renders services  
13 for compensation.

14           (4) The term "unincorporated" means that an  
15 organization has not been formed pursuant to the provisions of  
16 chapter 607, chapter 608, chapter 616, chapter 617, chapter  
17 618, chapter 621, or chapter 623.

18           Section 2. Section 622.03, Florida Statutes, is  
19 amended to read:

20           622.03 Registration Qualification.--

21           (1) Any business enterprise, association, foreign  
22 business enterprise, or foreign association may qualify to  
23 transact business in this state by recording:

24           (a) A registration statement that shall include, at a  
25 minimum:

26           1. The name of the business enterprise.

27           2. Any supplemental names under which the business  
28 enterprise intends to transact business.

29           3. The street address of the principal office of the  
30 business enterprise and the street address of the principal  
31

1 office of the business enterprise in this state, if there is  
2 one.

3 4. The names and mailing addresses of each person who  
4 owns or holds a beneficial interest in the business  
5 enterprise.

6 5. The name and street address of an agent in this  
7 state appointed and maintained by the business enterprise, who  
8 shall comply with the provisions of s. 622.04.

9 6. Pursuant to s. 119.092, the business enterprise's  
10 federal employer identification number, if applicable.

11 7. The name and recorded document number in this state  
12 of an owner or agent named pursuant to subparagraph 4. or  
13 subparagraph 5. that is a person other than an individual.

14 8. If a foreign business enterprise an indication of  
15 the jurisdiction under whose laws it is organized.

16 9. The signature of an owner whose signature on the  
17 registration shall have the same legal effect as if made under  
18 oath, without the necessity of appending such oath to the  
19 registration.

20 10. The signature of the designated registered agent  
21 identified in subparagraph 5. accepting appointment as a  
22 designated registered agent.

23 (b) Any amendments to or cancellation of a  
24 registration filed under paragraph (a) to maintain an accurate  
25 record.

26 (2) A name submitted in a business enterprise  
27 registration statement recorded under subsection (1) shall be  
28 filed without regard to the use of the same or a similar name  
29 by another business enterprise registered or other entity  
30 organized or qualified in this state. The use of a business  
31 enterprise name in a registration statement is for the purpose

1 of public notice only and does not create a presumption of  
2 ownership of the name used beyond that acquired under the  
3 common law.

4 (3) Each owner of a registered business enterprise,  
5 and any agent named pursuant to subparagraph (1)(a)5. that is  
6 a legal or other commercial entity and not an individual,  
7 must:

8 (a) Organize or otherwise register as required by law.

9 (b) Maintain such registrations in an active status.

10 (c) Ensure that such registration is not dissolved,  
11 revoked, canceled, or withdrawn and acquire, hold, and dispose  
12 of property, and sue and be sued in this state, by complying  
13 with all requirements of law, including but not limited to the  
14 paying of all fees, taxes, and other charges, now or hereafter  
15 prescribed for qualification by foreign corporations for  
16 profit to transact business in this state, and all laws  
17 heretofore or hereafter enacted prescribing requirements to be  
18 observed by foreign corporations for profit in so qualifying  
19 shall apply to and govern and control such qualification by  
20 foreign associations, except that in lieu of filing an  
21 authenticated copy of any charter, or certificate of  
22 incorporation, or articles of incorporation, the foreign  
23 association shall file a duly authenticated copy of its  
24 written articles of association.

25 Section 3. Section 622.04, Florida Statutes, is  
26 amended to read:

27 622.04 Process.--Every association or business  
28 enterprise shall continuously maintain ~~comply with all~~  
29 ~~requirements of law, including but not limited to the paying~~  
30 ~~of all fees and charges, now or hereafter prescribed for the~~  
31

1 ~~designation and maintenance of an office for the service of~~  
2 ~~process, in compliance with chapter 48, which shall include:~~

3 (1) A registered office which may be the same as its  
4 place of business.

5 (2) A registered agent, who may be:

6 (a) An individual who resides in this state whose  
7 business office is identical with such registered office;

8 (b) A corporation or not-for-profit corporation as  
9 defined in chapter 617, authorized to transact business or  
10 conduct its affairs in this state, having a business office  
11 identical with the registered office; or

12 (c) A foreign corporation or not-for-profit foreign  
13 corporation authorized pursuant to this chapter or chapter 617  
14 to transact business or conduct its affairs in this state,  
15 having a business office identical with the registered office  
16 ~~the appointment of a resident agent upon whom process may be~~  
17 ~~served, and the acceptance of such appointment, by foreign~~  
18 ~~corporations for profit qualified to transact business in this~~  
19 ~~state, and all laws heretofore or hereafter enacted with~~  
20 ~~respect to such offices and agents shall apply to and govern~~  
21 ~~and control all associations.~~

22 Section 4. Section 622.05, Florida Statutes, is  
23 amended to read:

24 622.05 Filing fees ~~Annual reports.~~ --The fees ~~Every~~  
25 ~~association shall comply with all requirements of law,~~  
26 ~~including but not limited to the paying of all fees, taxes,~~  
27 ~~and other charges, now or hereafter prescribed for the filing~~  
28 ~~of documents under this chapter are as follows:~~

29 (1) Business enterprise registration statement: \$35.00

30 (2) Amendment to the business enterprise registration  
31 statement: \$25.00

1           (3) Cancellation of business enterprise registration:  
2 \$25.00

3           (4) Certification of any recorded document: \$15.00

4           (5) Certificate of business enterprise status: \$5.00

5           (6) Change of registered address: No Charge ~~annual~~  
6 ~~reports by foreign corporations for profit qualified to~~  
7 ~~transact business in this state, except railroad, pullman,~~  
8 ~~telephone, telegraph, and insurance companies, and all laws~~  
9 ~~heretofore or hereafter enacted with respect to such reports~~  
10 ~~shall apply to and govern and control all associations.~~

11           Section 5. This act shall take effect upon becoming a  
12 law.

14           \*\*\*\*\*

15           HOUSE SUMMARY

16           Revises provisions relating to foreign unincorporated  
17 associations to apply to business enterprises and foreign  
18 business enterprises, require registration of such  
19 enterprises and foreign associations, revise service of  
process requirements, and prescribe filing fees. See bill  
for details.