

By Representative Prieguez

1 A bill to be entitled
2 An act relating to the Department of State;
3 amending ss. 495.031, 495.071, and 495.081,
4 F.S.; revising and clarifying requirements for
5 applications for trademark registrations,
6 trademark registration duration and renewal,
7 and assignment of trademarks and registrations;
8 amending s. 495.101, F.S.; imposing a fee for a
9 registration cancellation; creating s. 495.102,
10 F.S.; providing requirements and procedures for
11 correcting applications filed of record;
12 amending ss. 607.0120, 607.0122, 607.0123,
13 607.0124, 607.0126, 607.0401, 607.10025,
14 607.1006, 607.1108, 607.1403, 607.1503, and
15 607.1532, F.S.; revising and clarifying
16 provisions relating to corporation filing
17 requirements, filing fees, filing documents,
18 names, shares, articles of amendment, mergers,
19 certificates of authority, and appeals from
20 revocation; amending s. 607.0505, F.S.;
21 providing requirements and procedures for
22 withdrawal of registered agent designation;
23 amending s. 607.1422, F.S.; revising
24 information requirements for reinstatement
25 following administrative dissolution; amending
26 ss. 608.407, 608.408, 608.4115, 608.445,
27 608.4511, 608.506, and 608.507, F.S.; revising
28 and clarifying provisions relating to limited
29 liability company articles of organization,
30 execution of certificates or statements,
31 corrections of documents, articles of

1 dissolution, annual reports, names, and
2 registered office and registered agent;
3 creating s. 608.4233, F.S.; providing
4 procedures and requirements for resignation of
5 managing members, managers, or officers;
6 amending ss. 617.01201, 617.0122, 617.0123,
7 617.0124, 617.0401, 617.1404, 617.1405, and
8 617.1503, F.S.; revising and clarifying
9 provisions relating to corporations not for
10 profit relating to filing requirements, filing
11 fees, documents, names, dissolution, and
12 certificates of authority; amending s.
13 617.1422, F.S.; revising information
14 requirements for reinstatement following
15 administrative dissolution; amending ss.
16 620.103, 620.105, 620.108, 620.114, 620.169,
17 620.173, 620.174, and 620.177, F.S.; revising
18 and clarifying provisions relating to limited
19 partnership names, agent for service of
20 process, formation and certificate, execution
21 of certificate or statement, registration,
22 amendments to registration application,
23 cancellation of registration, and annual
24 report; amending s. 620.182, F.S.; imposing a
25 fee for filing articles of merger; amending ss.
26 620.8105, 620.9001, 620.9002, and 620.9102,
27 F.S.; revising and clarifying provisions
28 relating to limited liability partnership
29 required information on registration
30 statements, other statements, and names;
31 amending ss. 621.051 and 621.12, F.S.; revising

1 and clarifying provisions relating to limited
2 liability company articles of organization and
3 names; amending ss. 679.1021, 679.5011,
4 679.519, 679.520, 679.523, and 679.527, F.S.;
5 revising provisions relating to the duties and
6 authority of the department for the Florida
7 Secured Transaction Registry; revising rule
8 making authority of the Department of State;
9 repealing s. 679.1021(1)(11), F.S., relating to
10 a definition; providing an effective date.

11
12 Be It Enacted by the Legislature of the State of Florida:

13
14 Section 1. Paragraph (a) of subsection (1) and
15 subsection (4) of section 495.031, Florida Statutes, are
16 amended to read:

17 495.031 Application for registration.--

18 (1) Subject to the limitations set forth in this
19 chapter, any person who adopts and uses a trademark or service
20 mark in this state may file with the Department of State, on a
21 form to be furnished by the department, an application for
22 registration of that trademark or service mark setting forth,
23 but not limited to, the following information:

24 (a) The name and business address of the person
25 applying for such registration, and, if an entity ~~a~~
26 ~~corporation~~, the state of incorporation or organization, and
27 the registration or document number in this state;

28 (4) Every application under this section shall be
29 signed and verified by the applicant or by a member of the
30 firm or an officer of the corporation, association, union or
31 other organization applying. The execution of the application

1 by the applicant, member, or officer shall constitute an
2 affirmation, under the penalties of perjury, that the facts
3 stated therein are true.

4 Section 2. Subsection (3) of section 495.071, Florida
5 Statutes, is amended to read:

6 495.071 Duration and renewal.--

7 (3) The Department of State shall notify registrants
8 of marks hereunder of the necessity of renewal within the 6
9 months ~~year~~ next preceding the expiration of the 10 years from
10 the date of registration by writing to the last known address
11 of the registrants. The department shall prescribe the forms
12 on which to make the required notification and the renewal
13 called for in subsection (1) and may substitute the uniform
14 business report, pursuant to s. 606.06, as a means of
15 satisfying the requirement of this part.

16 Section 3. Section 495.081, Florida Statutes, is
17 amended to read:

18 495.081 Assignment.--Any mark and its registration
19 hereunder shall be assignable with the good will of the
20 business in which the mark is used or with that part of the
21 good will of the business connected with the use of and
22 symbolized by the mark. Assignment shall be by instruments in
23 writing duly executed by the assignor and assignee and may be
24 recorded with the Department of State upon the payment of a
25 fee of \$50, payable to the Department of State which, upon
26 recording of the assignment, shall issue in the name of the
27 assignee a new certificate for the remainder of the term of
28 the registration or of the last renewal thereof. An
29 assignment of any registration under this chapter shall be
30 void as against any subsequent purchaser for valuable
31 consideration without notice, unless such assignment is

1 recorded with the Department of State within 3 months after
2 the date thereof or at any time after the expiration of such
3 3-month period, unless an assignment given in connection with
4 any subsequent purchase is recorded with the Department of
5 State prior to or within 10 days after such assignment is
6 recorded.

7 Section 4. Subsection (2) of section 495.101, Florida
8 Statutes, is amended to read:

9 495.101 Cancellation.--The Department of State shall
10 cancel from the register:

11 (2) Any registration concerning which the Department
12 of State shall receive a voluntary request for cancellation
13 thereof and a fee of \$50 from the registrant.

14 Section 5. Section 495.102, Florida Statutes, is
15 created to read:

16 495.102 Correcting application filed of record.--

17 (1) An applicant may correct any application filed of
18 record with the Department of State within 30 business days
19 after filing the application if the application contains a
20 false or erroneous statement or was defectively signed.

21 (2) The application filed of record is corrected:

22 (a) By preparing an application of correction that:

23 1. Describes the application filed of record,
24 including its filing date.

25 2. Specifies the incorrect statement and the reason
26 the statement is incorrect or the manner in which the signing
27 was defective.

28 3. Corrects the incorrect statement or defective
29 signing.

30 (b) By delivering the application of correction and a
31 fee of \$50 to the Department of State for filing.

1 Section 6. Subsection (6) of section 607.0120, Florida
2 Statutes, is amended to read:

3 607.0120 Filing requirements.--

4 (6) The document must be executed:

5 (a) By a director ~~the chair or any vice chair~~ of the
6 ~~board of directors of a domestic or foreign~~ corporation, or by
7 its president or by another of its officers;

8 (b) If directors or officers have not been selected or
9 the corporation has not been formed, by an incorporator; or

10 (c) If the corporation is in the hands of a receiver,
11 trustee, or other court-appointed fiduciary, by that
12 fiduciary.

13 Section 7. Subsection (7) of section 607.0122, Florida
14 Statutes, is amended to read:

15 607.0122 Fees for filing documents and issuing
16 certificates.--The Department of State shall collect the
17 following fees when the documents described in this section
18 are delivered to the department for filing:

19 (7) Agent's statement of resignation from an inactive
20 ~~administratively dissolved~~ corporation: \$35.

21 Section 8. Subsection (1) of section 607.0123, Florida
22 Statutes, is amended to read:

23 607.0123 Effective time and date of document.--

24 (1) Except as provided in subsection (2) and in s.
25 607.0124(3), a document accepted for filing is effective on+

26 ~~(a) At the date of filing, as evidenced by such means~~
27 as the Department of State may use for the purpose of
28 recording the date of filing; ~~or~~

29 ~~(b) At the date specified in the document as its~~
30 ~~effective date.~~

31

1 Section 9. Subsections (1) and (2) of section
2 607.0124, Florida Statutes, are amended to read:

3 607.0124 Correcting filed document.--

4 (1) A domestic or foreign corporation may correct a
5 document filed by the Department of State within 30 ~~to~~
6 ~~business~~ days after ~~of~~ filing if the document:

7 (a) Contains an inaccuracy;

8 (b) Was defectively executed, attested, sealed,
9 verified, or acknowledged; or

10 (c) The electronic transmission was defective.

11 (2) A document is corrected:

12 (a) By preparing articles of correction that:

13 1. Describe the document (including its filing date)
14 ~~or attach a copy of it to the articles;~~

15 2. Specify the inaccuracy or defect to be corrected;
16 and

17 3. Correct the inaccuracy or defect; and

18 (b) By delivering the ~~executed~~ articles of correction
19 to the Department of State for filing, which articles are
20 executed in accordance with s. 607.0120.

21 Section 10. Subsection (2) of section 607.0126,
22 Florida Statutes, is amended to read:

23 607.0126 Appeal from Department of State's refusal to
24 file document.--If the Department of State refuses to file a
25 document delivered to its office for filing, within 30 days
26 after return of the document by the department by mail, as
27 evidenced by the postmark, the domestic or foreign corporation
28 may:

29 (2) Appeal the refusal to the Circuit Court of Leon
30 ~~the County where the corporation's principal office (or, if~~
31 ~~none in this state, its registered office) is or will be~~

1 ~~located~~. The appeal is commenced by petitioning the court to
2 compel filing the document and by attaching to the petition
3 the document and the Department of State's explanation of its
4 refusal to file. The matter shall promptly be tried de novo
5 by the court without a jury. The court may summarily order the
6 Department of State to file the document or take other action
7 the court considers appropriate. The court's final decision
8 may be appealed as in other civil proceedings.

9 Section 11. Subsection (1) of section 607.0401,
10 Florida Statutes, is amended to read:

11 607.0401 Corporate name.--A corporate name:

12 (1) Must contain the word "corporation," "company," or
13 "incorporated" or the abbreviation "corp.," "Inc.," or "Co.,"
14 ~~or words or abbreviations of like import in language,~~ as will
15 clearly indicate that it is a corporation instead of a natural
16 person, or partnership, or other business entity;

17 Section 12. Subsection (12) is added to section
18 607.0505, Florida Statutes, to read:

19 607.0505 Registered agent; duties.--

20 (12) Any alien business organization may withdraw its
21 registered agent designation by delivering an application for
22 certificate of withdrawal to the Department of State for
23 filing. Such application shall set forth:

24 (a) The name of the alien business organization and
25 the jurisdiction under the law of which it is incorporated or
26 organized.

27 (b) That it no longer intends to maintain a registered
28 agent in this state.

29 Section 13. Subsections (4) and (6) of section
30 607.10025, Florida Statutes, are amended to read:

31 607.10025 Shares; combination or division.--

1 (4) If a division or combination is effected by a
2 board action without shareholder approval and includes an
3 amendment to the articles of incorporation, there shall be
4 executed on behalf of the corporation and filed in the office
5 of the Department of State articles ~~a certificate~~ of amendment
6 setting forth:

7 (a) The name of the corporation.

8 (b) The date of adoption by the board of directors of
9 the resolution approving the division or combination.

10 (c) That the amendment to the articles of
11 incorporation does not adversely affect the rights or
12 preferences of the holders of outstanding shares of any class
13 or series and does not result in the percentage of authorized
14 shares that remain unissued after the division or combination
15 exceeding the percentage of authorized shares that were
16 unissued before the division or combination.

17 (d) The class or series and number of shares subject
18 to the division or combination and the number of shares into
19 which the shares are to be divided or combined.

20 (e) The amendment of the articles of incorporation
21 made in connection with the division or combination.

22 (f) If the division or combination is to become
23 effective at a time subsequent to the time of filing, the
24 date, which may not exceed 90 days after the date of filing,
25 when the division or combination becomes effective.

26 (6) If a division or combination is effected by action
27 of the board and of the shareholders, there shall be executed
28 on behalf of the corporation and filed with the Department of
29 State articles ~~a certificate~~ of amendment as provided in s.
30 607.1003, which articles ~~certificate~~ shall set forth, in
31

1 addition to the information required by s. 607.1003, the
2 information required in subsection (4).

3 Section 14. Section 607.1006, Florida Statutes, is
4 amended to read:

5 607.1006 Articles of amendment.--

6 (1) A corporation amending its articles of
7 incorporation shall deliver to the Department of State for
8 filing articles of amendment, executed in accordance with s.
9 607.0120, setting forth:

10 (a) The name of the corporation. †

11 (b) The text of each amendment adopted. †

12 (c) If an amendment provides for an exchange,
13 reclassification, or cancellation of issued shares, provisions
14 for implementing the amendment if not contained in the
15 amendment itself. †

16 (d) The date of each amendment's adoption. †

17 (e) If an amendment was adopted by the incorporators
18 or board of directors without shareholder action, a statement
19 to that effect and that shareholder action was not required. †

20 (f) If an amendment was approved by the shareholders,
21 a statement that the number of votes cast for the amendment by
22 the shareholders was sufficient for approval and if more than
23 one voting group was entitled to vote on the amendment, a
24 statement designating each voting group entitled to vote
25 separately on the amendment, and a statement that the number
26 of votes cast for the amendment by the shareholders in each
27 voting group was sufficient for approval by that voting group.

28 (2) If the amendment is made by the incorporators or
29 board of directors without shareholder action, the articles of
30 amendment shall be executed by an incorporator or director, as
31

1 the case may be, or executed in accordance with s. 607.0120,
2 approving the amendment.

3 Section 15. Subsections (1) and (7) of section
4 607.1108, Florida Statutes, are amended to read:

5 607.1108 Merger of domestic corporation and other
6 business entity.--

7 (1) As used in this section and ss. 607.1109 and
8 607.11101, the term "other business entity" means a limited
9 liability company, a foreign corporation, a not-for-profit
10 corporation, a business trust or association, a real estate
11 investment trust, a common law trust, an unincorporated
12 business, a general partnership, a limited partnership, or any
13 other entity that is formed pursuant to the requirements of
14 applicable law. ~~Notwithstanding the provisions of chapter 617,~~
15 A domestic not-for-profit corporation acting under a plan of
16 merger approved pursuant to s. 617.1103 shall be governed by
17 the provisions of ss. 607.1108, 607.1109, ~~and~~ 607.11101, and
18 617.0302(16), if applicable.

19 (7) Notwithstanding any provision of this section or
20 ss. 607.1109 and 607.11101, any merger consisting solely of
21 the merger of one or more domestic corporations with or into
22 one or more foreign corporations shall be consummated solely
23 in accordance with the requirements of s. 607.1107 and filed
24 pursuant to s. 607.1105.

25 Section 16. Subsection (1) of section 607.1403,
26 Florida Statutes, is amended to read:

27 607.1403 Articles of dissolution.--

28 (1) At any time after dissolution is authorized, the
29 corporation may dissolve by delivering to the Department of
30 State for filing articles of dissolution, executed in
31 accordance with s. 607.0120, setting forth:

1 (a) The name of the corporation.~~†~~
2 (b) The date dissolution was authorized.~~†~~
3 (c) If dissolution was approved by the shareholders, a
4 statement that the number cast for dissolution was sufficient
5 for approval.

6 (d) If dissolution was approved by the shareholders
7 and if voting by voting groups was required, a statement that
8 the number cast for dissolution was sufficient for approval
9 must be separately provided for each voting group entitled to
10 vote separately on the plan to dissolve.

11 Section 17. Subsections (1) and (2) of section
12 607.1422, Florida Statutes, are amended to read:

13 607.1422 Reinstatement following administrative
14 dissolution.--

15 (1)~~(a)~~ A corporation administratively dissolved under
16 s. 607.1421 may apply to the Department of State for
17 reinstatement at any time after the effective date of
18 dissolution. The corporation shall submit an application for
19 reinstatement, or a current uniform business report, signed by
20 the registered agent and an officer or director, and shall
21 remit all fees owed by the corporation and computed at the
22 rate provided by law at the time the corporation applies for
23 reinstatement application must:

24 1. ~~Recite the name of the corporation and the~~
25 ~~effective date of its administrative dissolution;~~

26 2. ~~State that the ground or grounds for dissolution~~
27 ~~either did not exist or have been eliminated and that no~~
28 ~~further grounds currently exist for dissolution;~~

29 3. ~~State that the corporation's name satisfies the~~
30 ~~requirements of s. 607.0401; and~~

31

1 4. ~~State that all fees owed by the corporation and~~
2 ~~computed at the rate provided by law at the time the~~
3 ~~corporation applies for reinstatement have been paid; or~~

4 ~~(b) As an alternative, the corporation may submit a~~
5 ~~current annual report, signed by the registered agent and an~~
6 ~~officer or director, which substantially complies with the~~
7 ~~requirements of paragraph (a).~~

8 (2) If the Department of State determines that the
9 application contains the information required by subsection
10 (1) and that the information is correct, it shall reinstate
11 the corporation ~~cancel the certificate of dissolution and~~
12 ~~prepare a certificate of reinstatement that recites its~~
13 ~~determination and the effective date of reinstatement, file~~
14 ~~the original of the certificate, and serve a copy on the~~
15 ~~corporation under s. 607.0504(2).~~

16 Section 18. Subsection (1) of section 607.1503,
17 Florida Statutes, is amended to read:

18 607.1503 Application for certificate of authority.--

19 (1) A foreign corporation may apply for a certificate
20 of authority to transact business in this state by delivering
21 an application to the Department of State for filing. Such
22 application shall be made on forms prescribed and furnished by
23 the Department of State and shall set forth:

24 (a) The name of the foreign corporation or, if its
25 name is unavailable for use in this state, an alternate a
26 corporate name adopted for transacting business in this state,
27 that satisfies the requirements of s. 607.1506.†

28 (b) The jurisdiction under the law of which it is
29 incorporated.†

30 (c) Its date of incorporation and period of duration.†

31 (d) The street address of its principal office.†

1 (e) The address of its registered office in this state
2 and the name of its registered agent at that office.†

3 (f) The names and usual business addresses of its
4 current directors and officers.†

5 (g) Such additional information as may be necessary or
6 appropriate in order to enable the Department of State to
7 determine whether such corporation is entitled to file an
8 application for authority to transact business in this state
9 and to determine and assess the fees and taxes payable as
10 prescribed in this act.

11 Section 19. Subsection (1) of section 607.1532,
12 Florida Statutes, is amended to read:

13 607.1532 Appeal from revocation.--

14 (1) If the Department of State revokes the authority
15 of any foreign corporation to transact business in this state
16 pursuant to the provisions of this act, such foreign
17 corporation may likewise appeal to the Circuit Court of Leon
18 ~~the County where the registered office of such corporation in~~
19 ~~this state is situated~~ by filing with the clerk of such court
20 a petition setting forth a copy of its application for
21 authority to transact business in this state and a copy of the
22 certificate of revocation given by the Department of State,
23 whereupon the matter shall be tried de novo by the court, and
24 the court shall either sustain the action of the Department of
25 State or direct the department to take such action as the
26 court deems proper.

27 Section 20. Paragraph (d) of subsection (1) of section
28 608.407, Florida Statutes, is amended to read:

29 608.407 Articles of organization.--

30 (1) In order to form a limited liability company,
31 articles of organization of a limited liability company shall

1 be executed and filed with the Department of State by one or
2 more members or authorized representatives of the company.

3 The articles of organization shall set forth:

4 (d) ~~If the limited liability company is to be managed~~
5 ~~by one or more managers,~~A statement that the company is to be
6 a manager-managed or member-managed and the names and
7 addresses of the managers or managing members ~~company~~.

8 Section 21. Subsections (1), (2), and (3) of section
9 608.408, Florida Statutes, are amended to read:

10 608.408 Execution of certificate or statement.--

11 (1) Any articles,~~A~~ certificate,or statement required
12 by this chapter to be filed with the Department of State must
13 be executed in the following manner:

14 (a) If it is the articles of organization, a
15 certificate of conversion, or a statement of change of
16 registered agent or registered office, it must be signed by a
17 member or by the authorized representative of a member, and by
18 the new registered agent, if applicable; and

19 (b) If it is articles ~~a certificate~~ of dissolution or
20 revocation of dissolution, it must be signed by members having
21 the same percentage of membership interests necessary to
22 approve the dissolution or revocation of dissolution.

23 (2) Any person may sign any document filed in
24 accordance with this chapter ~~a certificate~~ through an attorney
25 in fact, but a power of attorney to sign a document ~~a~~
26 ~~certificate or statement~~ authorizing the admission of a member
27 must specifically describe the admission.

28 (3) The execution of any document filed in accordance
29 with this chapter ~~a certificate~~ constitutes an affirmation by
30 the person executing the document ~~certificate~~, under the
31 penalties of perjury, that the facts stated therein are true.

1 Section 22. Section 608.4115, Florida Statutes, is
2 amended to read:

3 608.4115 Correcting the articles of organization filed
4 of record.--

5 (1) A limited liability company or foreign limited
6 liability company may correct any document ~~the articles of~~
7 ~~organization~~ filed of record with the Department of State
8 within 30 ~~business~~ days after filing if the record contains a
9 false or erroneous statement or was defectively signed.

10 (2) The document ~~articles of organization~~ filed of
11 record ~~is are~~ corrected:

12 (a) By preparing articles of correction that:

13 1. Describe the document ~~articles of organization~~
14 filed of record, including its ~~their~~ filing date, or attach a
15 copy of the document ~~articles of organization~~ to the articles
16 of correction.

17 2. Specify the incorrect statement and the reason the
18 statement is incorrect or the manner in which the signing was
19 defective.

20 3. Correct the incorrect statement or defective
21 signing.

22 (b) By delivering the articles of correction to the
23 Department of State for filing.

24 (3) The articles of correction are effective
25 retroactively to the effective date of the document articles
26 of organization they correct except as to persons relying on
27 the uncorrected document ~~articles of organization~~ and
28 adversely affected by the correction. As to those persons, the
29 articles of correction are effective when filed.

30 Section 23. Section 608.4233, Florida Statutes, is
31 created to read:

1 608.4233 Resignation of managing members, managers, or
2 officers.--

3 (1) A manager, managing member, or any officer may
4 resign at any time by delivering written notice to the limited
5 liability company. A resignation is effective when the notice
6 is delivered unless the notice specifies a later effective
7 date. If a resignation is made effective at a later date, the
8 members may fill the pending vacancy before the effective date
9 if the members provide that the successor does not take office
10 until the effective date.

11 (2) The members may remove any managing member,
12 manager, or officer at any time with or without cause. Any
13 managing member, manager, or officer, if appointed by another
14 managing member, manager, or officer, may likewise be removed
15 by such managing member, manager, or officer.

16 Section 24. Subsection (2) of section 608.445, Florida
17 Statutes, is amended to read:

18 608.445 Articles of dissolution.--The articles of
19 dissolution shall set forth:

20 (2) The ~~effective~~ date of the limited liability
21 company's dissolution.

22 Section 25. Paragraph (e) of subsection (1) and
23 subsections (4) and (5) of section 608.4511, Florida Statutes,
24 are amended to read:

25 608.4511 Annual report for Department of State.--

26 (1) Each domestic limited liability company and each
27 foreign limited liability company authorized to transact
28 business in this state shall deliver to the Department of
29 State for filing a sworn annual report on such forms as the
30 Department of State prescribes that sets forth:

31

1 (e) The names and business, residence, or mailing
2 address of its managing members, or managers, or officers.

3 (4) Each report shall be executed by the limited
4 liability company by a managing member, or manager, or officer
5 or, if the limited liability company is in the hands of a
6 receiver or trustee, shall be executed on behalf of the
7 limited liability company by such receiver or trustee, and the
8 signing thereof shall have the same legal effect as if made
9 under oath, without the necessity of appending such oath
10 thereto.

11 (5) The first annual report shall be delivered to the
12 Department of State between January 1 and May 1 of the year
13 following the calendar year in which a domestic limited
14 liability company was organized or a foreign limited liability
15 company was authorized to transact business. Subsequent
16 annual reports shall be delivered to the Department of State
17 ~~between January 1 and May 1 of the subsequent calendar years.~~

18 Section 26. Section 608.506, Florida Statutes, is
19 amended to read:

20 608.506 Name of foreign limited liability company.--

21 (1) A foreign limited liability company is not
22 entitled to file an application for a certificate of authority
23 unless the name of such limited liability company satisfies
24 the requirements of s. 608.406. ~~If the limited liability~~
25 ~~company name of a foreign limited liability company does not~~
26 ~~satisfy the requirements of s. 608.406, the foreign limited~~
27 ~~liability company, to obtain or maintain a certificate of~~
28 ~~authority to transact business in this state may use a~~
29 ~~fictitious name to transact business in this state if it~~
30 ~~delivers to the Department of State for filing a copy of the~~
31 ~~consent of its managing members or managers, adopting the~~

1 ~~fictitious name. The fictitious name adopted shall satisfy~~
2 ~~the requirements of s. 608.406.~~

3 (2) If a foreign limited liability company authorized
4 to transact business in this state changes its ~~corporate~~ name
5 to one that does not satisfy the requirements of s. 608.406,
6 it may not transact business in this state under the changed
7 name until it adopts a name satisfying the requirements of s.
8 608.406 and obtains an amended certificate of authority under
9 s. 608.504.

10 Section 27. Subsection (2) of section 608.507, Florida
11 Statutes, is amended to read:

12 608.507 Registered office and registered agent of
13 foreign limited liability company.--Each foreign limited
14 liability company in this state must continuously maintain in
15 this state:

16 (2) A registered agent, which agent ~~who~~ may be:

17 (a) An individual who resides in this state and whose
18 business office is identical with the registered office; or

19 (b) A foreign or domestic entity authorized to
20 transact business in this state and having a corporation or
21 ~~domestic limited liability company the business office of~~
22 ~~which is identical with the registered office; or~~

23 ~~(c) A foreign corporation or foreign limited liability~~
24 ~~company authorized to transact business in this state the~~
25 ~~business office of which is identical with the registered~~
26 ~~office.~~

27 Section 28. Subsection (6) of section 617.01201,
28 Florida Statutes, is amended to read:

29 617.01201 Filing requirements.--

30 (6) The document must be executed:

31

1 (a) By a director ~~the chair or any vice chair of the~~
2 ~~board of directors of the~~ a domestic or foreign corporation,
3 or by its president or by another of its officers;

4 (b) If directors or officers have not been selected or
5 the corporation has not been formed, by an incorporator; or

6 (c) If the corporation is in the hands of a receiver,
7 trustee, or other court-appointed fiduciary, by that
8 fiduciary.

9 Section 29. Subsection (7) of section 617.0122,
10 Florida Statutes, is amended to read:

11 617.0122 Fees for filing documents and issuing
12 certificates.--The Department of State shall collect the
13 following fees on documents delivered to the department for
14 filing:

15 (7) Agent's statement of resignation from an inactive
16 ~~administratively dissolved~~ corporation: \$35.

17 Section 30. Subsection (1) of section 617.0123,
18 Florida Statutes, is amended to read:

19 617.0123 Effective date of document.--

20 (1) Except as provided in subsection (2) and in s.
21 617.0124(3), a document accepted for filing is effective on
22 the date of filing ~~at the time of filing on the date it is~~
23 ~~filed~~, as evidenced by such means as the Department of State
24 may use for the purpose of recording the ~~State's~~ date of
25 filing ~~and time endorsement on the original document.~~

26 Section 31. Subsections (1) and (2) of section
27 617.0124, Florida Statutes, are amended to read:

28 617.0124 Correcting filed document.--

29 (1) A domestic or foreign corporation may correct a
30 document filed by the Department of State within 30 ~~±0~~
31 ~~business~~ days after filing if the document:

1 (a) Contains an incorrect statement; or
2 (b) Was defectively executed, attested, sealed,
3 verified, or acknowledged.
4 (2) A document is corrected:
5 (a) By preparing articles of correction that:
6 1. Describe the document (including its filing date)
7 ~~or attach a copy of it to the articles;~~
8 2. Specify the incorrect statement and the reason it
9 is incorrect or the manner in which the execution was
10 defective; and
11 3. Correct the incorrect statement or defective
12 execution; and
13 (b) By delivering the executed articles of correction
14 to the Department of State for filing.
15 Section 32. Paragraph (a) of subsection (1) of section
16 617.0401, Florida Statutes, is amended to read:
17 617.0401 Corporate name.--
18 (1) A corporate name:
19 (a) Must contain the word "corporation" or
20 "incorporated" or the abbreviation "corp." or "inc." ~~or words~~
21 ~~or abbreviations of like import in language~~, as will clearly
22 indicate that it is a corporation instead of a natural person,
23 unincorporated association, ~~or partnership~~, or other business
24 entity. The name of the corporation may not contain the word
25 "company" or its abbreviation "co.";
26 Section 33. Subsection (3) of section 617.1404,
27 Florida Statutes, is amended to read:
28 617.1404 Revocation of dissolution.--
29 (3) After the revocation of dissolution is authorized,
30 the corporation may revoke the dissolution by delivering to
31 the Department of State for filing articles of revocation of

1 dissolution, executed in accordance with s. 617.01201,
2 together with a copy of its articles of dissolution, that set
3 forth:

4 (a) The name of the corporation.~~†~~

5 (b) The effective date of the dissolution that was
6 revoked.~~†~~

7 (c) The date that the revocation of dissolution was
8 authorized.~~†~~

9 (d) If the corporation's board of directors revoked a
10 dissolution authorized by the members, a statement that
11 revocation was permitted by action by the board of directors
12 alone pursuant to that authorization.~~†~~~~and~~

13 (e) If member action was required to revoke the
14 dissolution, the information required by s. 617.1403(1)(b) or
15 (c), whichever is applicable.

16 Section 34. Subsection (4) of section 617.1405,
17 Florida Statutes, is amended to read:

18 617.1405 Effect of dissolution.--

19 (4) The name of a dissolved corporation shall not be
20 available for assumption or use by another corporation until
21 ~~after~~ 120 days after the effective date of dissolution unless
22 the dissolved corporation provides the Department of State
23 with an affidavit, executed pursuant to s. 607.01201,
24 permitting the immediate assumption or use of the name by
25 another corporation.

26 Section 35. Subsections (1) and (2) of section
27 627.1422, Florida Statutes, are amended to read:

28 617.1422 Reinstatement following administrative
29 dissolution.--

30 (1)~~(a)~~ A corporation administratively dissolved under
31 s. 617.1421 may apply to the Department of State for

1 reinstatement at any time after the effective date of
2 dissolution. The corporation shall submit an application for
3 reinstatement, or a current uniform business report, signed by
4 the registered agent and an officer or director, and shall
5 remit all fees owed by the corporation, computed at the rate
6 provided by law at the time the corporation applies for
7 reinstatement application must:

8 1. ~~Recite the name of the corporation and the~~
9 ~~effective date of its administrative dissolution;~~

10 2. ~~State that the ground or grounds for dissolution~~
11 ~~either did not exist or have been eliminated and that no~~
12 ~~further grounds currently exist for dissolution;~~

13 3. ~~State that the corporation's name satisfies the~~
14 ~~requirements of s. 617.0401; and~~

15 4. ~~State that all fees owed by the corporation and~~
16 ~~computed at the rate provided by law at the time the~~
17 ~~corporation applies for reinstatement have been paid; or~~

18 (b) ~~Submit a current annual report, signed by the~~
19 ~~registered agent and an officer or director, which~~
20 ~~substantially complies with the requirements of paragraph (a).~~

21 (2) If the Department of State determines that the
22 application contains the information required by subsection
23 (1) and that the information is correct, it shall file the
24 document, cancel the certificate of dissolution, and reinstate
25 the corporation effective on the date which the reinstatement
26 document is filed.

27 Section 36. Paragraph (a) of subsection (1) of section
28 617.1503, Florida Statutes, is amended to read:

29 617.1503 Application for certificate of authority.--

30 (1) A foreign corporation may apply for a certificate
31 of authority to conduct its affairs in this state by

1 delivering an application to the Department of State for
2 filing. Such application shall be made on forms prescribed
3 and furnished by the Department of State and shall set forth:

4 (a) The name of the foreign corporation or, if its
5 name is unavailable for use in this state, an alternate a
6 corporate name adopted for transacting business in this state,
7 that satisfies the requirements of s. 617.1506;

8 Section 37. Section 620.103, Florida Statutes, is
9 amended to read:

10 620.103 Name of limited partnership.--The name of each
11 domestic limited partnership as set forth in its certificate
12 of limited partnership and the name of each foreign limited
13 partnership as set forth in its application for registration
14 as a foreign limited partnership:

15 (1) Must contain the word "Limited" or its
16 abbreviation, "Ltd.," or "L.P." or "LP."~~+~~

17 (2) May not contain the name of a limited partner
18 unless:

19 (a) That name is also the name of a general partner or
20 the corporate name of a corporate general partner; or

21 (b) The business of the limited partnership had been
22 carried on under that name before the admission of that
23 limited partner ~~and~~

24 (3) Must be distinguishable from the names of all
25 other entities or filings, except fictitious name
26 registrations pursuant to s. 865.09, organized, registered, or
27 reserved under the laws of this state, the names of which are
28 on file with the Division of Corporations of the Department of
29 State.

30 (4) May contain the words "Limited Liability Limited
31 Partnership," the abbreviation "L.L.L.P.," or the designation

1 "LLLP" instead of the words required in s. 620.103(1), if the
2 limited partnership is a domestic limited partnership and a
3 statement of qualification has been filed in accordance ss.
4 620.187 and 620.9001(3).

5 Section 38. Subsection (2) of section 620.105, Florida
6 Statutes, is amended to read:

7 620.105 Recordkeeping office; agent for service of
8 process.--Each limited partnership shall continuously maintain
9 in this state:

10 (2) An agent for service of process on the limited
11 partnership, which agent must be:

12 (a) An individual who resides in ~~resident of~~ this
13 state and whose business address is identical with the
14 registered office; ~~a domestic corporation, or~~

15 (b) A foreign or domestic entity authorized to
16 transact ~~corporation authorized to do~~ business in this state
17 and having a business office identical within such registered
18 office.

19 Section 39. Section 620.108, Florida Statutes, is
20 amended to read:

21 620.108 Formation; certificate of limited
22 partnership.--

23 (1) In order to form a limited partnership, a
24 certificate of limited partnership must be executed and filed
25 with the Department of State. The certificate must set forth:

26 (a) The name of the limited partnership.

27 (b) The address of the recordkeeping office and the
28 name, street and address in this state, and written acceptance
29 of the agent for service of process required to be maintained
30 by s. 620.105.

31

1 (c) The name and the business address of each general
2 partner. Each general partner that is a legal or commercial
3 entity and not an individual must be organized or otherwise
4 registered with the Department of State as required by law,
5 must maintain an active status, and must not be dissolved,
6 revoked, or withdrawn.

7 (d) A mailing address for the limited partnership.

8 (e) The latest date upon which the limited partnership
9 is to dissolve.

10 (f) Any other matters the general partners determine
11 to include therein.

12

13 An affidavit declaring the amount of the capital contributions
14 of the limited partners and the amount anticipated to be
15 contributed by the limited partners must accompany the
16 certificate of limited partnership.

17 (2) A limited partnership is formed at the time of the
18 filing of the certificate of limited partnership with the
19 department or at any later time specified in the certificate
20 of limited partnership if, in either case, there has been
21 substantial compliance with the requirements of this section.
22 The delayed effective date may not be later than the 90th day
23 after the certificate is filed.

24 Section 40. Paragraph (b) of subsection (1) of section
25 620.114, Florida Statutes, is amended to read:

26 620.114 Execution of certificate or statement.--

27 (1) A certificate or statement required by s.
28 620.1051, s. 620.108, s. 620.109, s. 620.112, or s. 620.113 to
29 be filed with the Department of State:

30 (b) If it is a certificate of amendment, articles of
31 merger, or a statement of change of registered agent or

1 registered office, it must be signed by at least one general
2 partner and by each other general partner designated in the
3 certificate or statement as a new general partner, and by the
4 new registered agent if applicable; and

5 Section 41. Section 620.169, Florida Statutes, is
6 amended to read:

7 620.169 Registration of foreign limited
8 partnership.--Before transacting business in this state, a
9 foreign limited partnership must register with the Department
10 of State. In order to register, a foreign limited partnership
11 must submit to the department, in duplicate, an application
12 for registration as a foreign limited partnership, signed ~~and~~
13 ~~sworn to~~ by a general partner and setting forth:

14 (1) The name of the foreign limited partnership or the
15 name adopted for transacting business in this state.

16 (2) The state, and date, of its formation.

17 (3) The name, ~~and~~ address, and written acceptance of
18 any agent for service of process on the foreign limited
19 partnership that the foreign limited partnership elects to
20 appoint; but the agent must be an individual resident of this
21 state or, a domestic corporation, or a foreign entity
22 ~~corporation having a place of business in, and~~ authorized to
23 do business in ~~7~~ this state.

24 (4) A statement that the Secretary of State is
25 appointed the agent of the foreign limited partnership for
26 service of process if an agent has not been appointed under
27 subsection (3) or, if an agent has been appointed, if the
28 agent's authority has been revoked or the agent cannot be
29 found or served with the exercise of reasonable diligence.

30 (5) The address of the office required to be
31 maintained in the state of its organization by the laws of

1 that state or, if not so required, of the principal office of
2 the foreign limited partnership.

3 (6) The name and the business address of each general
4 partner. Each general partner that is a legal or commercial
5 entity and not an individual must be organized or otherwise
6 registered with the Department of State as required by law,
7 must maintain an active status, and must not be dissolved,
8 revoked, or withdrawn.

9 (7) The address of the office at which is kept a list
10 of the names and addresses of the limited partners and their
11 capital contributions, together with an undertaking by the
12 foreign limited partnership to keep those records until the
13 foreign limited partnership's registration in this state is
14 canceled or withdrawn.

15 (8) A mailing address for the foreign limited
16 partnership.

17

18 An affidavit declaring the amount of the capital contributions
19 of the limited partners and the anticipated amount of the
20 capital contributions of the limited partners that are
21 allocated for the purpose of transacting business in this
22 state must accompany the application for registration.

23 Section 42. Section 620.173, Florida Statutes, is
24 amended to read:

25 620.173 Amendments to registration application.--If
26 any statement in the application for registration of a foreign
27 limited partnership was false when made or any arrangements or
28 other facts described in the application have changed, making
29 the application false in any respect, the foreign limited
30 partnership shall promptly file with the Department of State a
31

1 certificate, signed ~~and acknowledged or sworn to~~ by a general
2 partner, correcting such statement.

3 Section 43. Subsection (1) of section 620.174, Florida
4 Statutes, is amended to read:

5 620.174 Cancellation of registration of foreign
6 limited partnership.--

7 (1) A foreign limited partnership may cancel its
8 registration by filing with the Department of State a
9 certificate of cancellation signed ~~and acknowledged or sworn~~
10 ~~to~~ by a general partner.

11 Section 44. Subsections (1) and (5) of section
12 620.177, Florida Statutes, are amended to read:

13 620.177 Annual report of domestic or foreign limited
14 partnership; renewal of authority.--

15 (1) To renew the certificate of authority for a
16 limited partnership, each domestic or foreign limited
17 partnership authorized to transact business in this state
18 shall file with the Department of State, between January 1 and
19 May 1 of each year, a ~~sworn~~ report on such forms as the
20 department prescribes, which report must set forth:

21 (a) If a domestic limited partnership, the name of the
22 limited partnership or, if a foreign limited partnership, the
23 name under which it is registered to transact business in this
24 state.

25 (b) The name of the state of formation.

26 (c) The date of formation in this state or the date of
27 original registration in this state.

28 (d) If a domestic limited partnership, the address of
29 the office, and the name and address of the agent for service
30 of process, required to be maintained by s. 620.105; or, if a
31 foreign limited partnership, the address of the office

1 required to be maintained by s. 620.169 and the name and
2 address of any agent for service of process appointed pursuant
3 to s. 620.169.

4 (e) The name and the business address of each general
5 partner. Each general partner that is a legal or commercial
6 entity and not an individual must be organized or otherwise
7 registered with the Department of State as required by law,
8 must maintain an active status, and must not be dissolved,
9 revoked, or withdrawn.

10 (f) A mailing address for the partnership.

11 (g) If a domestic limited partnership, the amount of
12 the capital contributions of its limited partners or, if a
13 foreign limited partnership, the amount of the capital
14 contributions of its limited partners that is allocated for
15 the purpose of transacting business in this state.

16 (h) The federal employer identification number of the
17 limited partnership, if any, or if none, whether one has been
18 applied for.

19 (i) Any additional information that is necessary or
20 appropriate to enable the department to carry out the
21 provisions of this act.

22 (5) The first annual report must be delivered to the
23 Department of State between January 1 and May 1 of the year
24 following the calendar year in which a domestic partnership
25 was formed or a foreign partnership was authorized to conduct
26 affairs. Subsequent annual reports may ~~must~~ be delivered to
27 the Department of State ~~between January 1 and May 1 of the~~
28 ~~subsequent calendar years.~~

29 Section 45. Subsection (11) is added to section
30 620.182, Florida Statutes, to read:

31

1 620.182 Fees of the Department of State.--The fees of
2 the Department of State under this act are as follows:

3 (11) For filing articles of merger, \$52.50 per party.

4 Section 46. Paragraph (c) of subsection (1) of section
5 620.8105, Florida Statutes, is amended to read:

6 620.8105 Execution, filing, and recording of
7 partnership registration and other statements.--

8 (1) A partnership may file a partnership registration
9 statement with the Department of State, which must include:

10 (c) ~~i. The names and mailing addresses of all partners
11 of the partnership; or~~

12 2. The name and street address in this state of an
13 agent in this state appointed and maintained by the
14 partnership, who shall maintain a list of the names and
15 mailing addresses of all of the partners of the partnership
16 and, on request for good cause shown, shall make the list
17 available to any person at an office open from at least 10
18 a.m. to 12 noon each day, except Saturdays, Sundays, and legal
19 holidays.

20 Section 47. Paragraph (c) of subsection (3) of section
21 620.9001, Florida Statutes, is amended to read:

22 620.9001 Statement of qualification.--

23 (3) After the approval required by subsection (2), a
24 partnership may become a limited liability partnership by
25 filing a statement of qualification. The statement must
26 contain:

27 (c) The name, ~~and~~ street address in this state, and
28 written acceptance of the partnership's registered agent for
29 service of process, who must be an individual resident of this
30 state or a foreign or domestic entity ~~other person~~ authorized
31 to transact ~~do~~ business in this state;

1 Section 48. Section 620.9002, Florida Statutes, is
2 amended to read:

3 620.9002 Name.--

4 (1) The name of a limited liability partnership must
5 end with "~~Registered Limited Liability Partnership,~~" "Limited
6 Liability Partnership," "~~R.L.L.P.,~~" "L.L.P.," "~~RLLP,~~" or
7 "LLP."

8 (2) The name of a limited liability limited
9 partnership must end with "Limited Liability Limited
10 Partnership," "L.L.L.P.," or "LLLP."

11 Section 49. Paragraph (a) of subsection (1) of section
12 620.9102, Florida Statutes, is amended to read:

13 620.9102 Statement of foreign qualification.--

14 (1) Before transacting business in this state, a
15 foreign limited liability partnership must comply with the
16 requirements of s. 620.8105 and file a statement of foreign
17 qualification. The statement must contain:

18 (a) The name of the foreign limited liability
19 partnership which satisfies the requirements of the state or
20 other jurisdiction under whose law it is formed and ends with
21 "~~Registered Limited Liability Partnership,~~" "Limited Liability
22 Partnership," "~~R.L.L.P.,~~" "L.L.P.," "~~RLLP,~~" or "LLP";

23 Section 50. Section 620.051, Florida Statutes, is
24 amended to read:

25 621.051 Limited liability company organization.--A
26 group of professional service corporations, professional
27 limited liability companies, or individuals, in any
28 combination, duly licensed or otherwise legally authorized to
29 render the same professional services may organize and become
30 members of a professional limited liability company for
31 pecuniary profit under the provisions of chapter 608 for the

1 sole ~~and specific~~ purpose of rendering the same and specific
2 professional service. The articles of organization must
3 include the specific professional service to be rendered.

4 Section 51. Paragraph (b) of subsection (2) of section
5 621.12, Florida Statutes, is amended to read:

6 621.12 Identification with individual shareholders or
7 individual members.--

8 (2) The name shall also contain:

9 (b)1. In the case of a professional corporation, the
10 words "professional association" or the abbreviation "P.A.";
11 or

12 2. In the case of a professional limited liability
13 company, the words "professional limited company," or
14 "professional limited liability company," or the abbreviations
15 abbreviation "P.L.," "P.L.C.," or "P.L.L.C.," or the
16 designations "PL," "PLC," or "PLLC" in lieu of the words
17 "limited company" or "limited liability company" or the
18 abbreviations "L.L.C." or abbreviation "L.C." or the
19 designations "LLC" or "LC" as otherwise required under s.
20 608.406.

21 Section 52. Paragraph (r) of subsection (1) of section
22 679.1021, Florida Statutes, is amended to read:

23 679.1021 Definitions and index of definitions.--

24 (1) In this chapter, the term:

25 (r) "Communicate" means:

26 1. To send a written or other tangible record;
27 2. To transmit a record by any means agreed upon by
28 the persons sending and receiving the record; or
29 3. In the case of transmission of a record to or by a
30 filing office, to transmit a record by any means prescribed by
31 applicable filing-office rule of the Department of State.

1 Section 53. Subsection (2) of section 679.5011,
2 Florida Statutes, is amended to read:

3 679.5011 Filing office.--

4 (2) The office in which to file a financing statement
5 to perfect a security interest in collateral, including
6 fixtures, of a transmitting utility is ~~the Office of the~~
7 ~~Secretary of State, or~~ the filing office authorized by s.
8 679.527 ~~697.527~~ to accept filings for the Florida Secured
9 Transaction Registry. The financing statement also
10 constitutes a fixture filing as to the collateral indicated in
11 the financing statement which is or is to become fixtures.

12 Section 54. Subsection (8) of section 679.519, Florida
13 Statutes, is amended to read:

14 679.519 Numbering, maintaining, and indexing records;
15 communicating information provided in records.--

16 (8) Except as otherwise provided in subsection (9),
17 the filing office shall perform the acts required by
18 subsections (1) through (5) at the time and in the manner
19 prescribed by any applicable ~~filing-office~~ rule of the
20 Department of State, but not later than 3 business days after
21 the filing office receives the record in question, if
22 practical.

23 Section 55. Subsection (2) of section 679.520, Florida
24 Statutes, is amended to read:

25 679.520 Acceptance and refusal to accept record.--

26 (2) If a filing office refuses to accept a record for
27 filing, it shall communicate to the person that presented the
28 record the fact of and reason for the refusal and the date and
29 time the record would have been filed had the filing office
30 accepted it. The communication must be made at the time and
31 in the manner prescribed by any applicable ~~filing-office~~ rule

1 of the Department of State but, in the case of a filing office
2 described in s. 679.5011(1)(b), in no event more than 3
3 business days after the filing office receives the record, if
4 practical.

5 Section 56. Subsection (4) of section 679.523, Florida
6 Statutes, is amended to read:

7 679.523 Information from filing office; sale or
8 license of records.--

9 (4) The filing office described in s. 679.5011(1)(b)
10 shall perform the acts required by subsections (1) and (2) at
11 the time and in the manner prescribed by any applicable
12 ~~filing-office~~ rule of the Department of State, but not later
13 than 3 business days after the filing office receives the
14 request, if practical.

15 Section 57. Section 679.526, Florida Statutes, is
16 amended to read:

17 679.526 ~~Filing-office~~ Rules.--The Department of State
18 may adopt and publish rules to administer the filing
19 requirements of this chapter. Such ~~The filing-office~~ rules
20 must be:

21 (1) Consistent with this chapter.

22 (2) Adopted and published in accordance with the
23 Administrative Procedure Act.

24 Section 58. Section 679.527, Florida Statutes, is
25 amended to read:

26 679.527 Florida Secured Transaction Registry.--

27 (1) As used in this section, the term:

28 (a) The "Florida Secured Transaction Registry" or
29 "registry" means the centralized database in which all initial
30 financing statements, amendments, assignments, and other
31 statements of change authorized to be filed under this chapter

1 are filed, maintained, and retrieved. The term does not apply
2 to documents that are filed under this chapter with the clerk
3 of a circuit court.

4 (b) "Department" means the Department of State.

5 (c) "Materials and records" includes, but is not
6 limited to databases, source or object codes, and any software
7 relating to the Florida Secured Transaction Registry or other
8 filing system for centralized filing under this chapter,
9 regardless of the original source of its creation or
10 maintenance.

11 ~~(2) Under chapter 287, the department has the~~
12 ~~authority to determine and select the most qualified~~
13 ~~respondents to the request for qualifications and to negotiate~~
14 ~~and enter into one or more contracts as provided in this~~
15 ~~section. The contract may not be assignable or otherwise~~
16 ~~transferable without the express written consent of the~~
17 ~~department.~~

18 (2)(3) ~~The department shall perform the duties, as~~
19 ~~filing officer and filing office under this chapter, for the~~
20 ~~Florida Secured Transaction Registry until October 1, 2001, or~~
21 ~~until the effective date of a contract executed by the~~
22 ~~department to administer and operate the registry for the~~
23 ~~performance of these duties, whichever occurs later. At that~~
24 ~~time,~~The department shall cease serving as the designated
25 filing officer and filing office for the registry under this
26 chapter, and thereafter, except to the extent the department
27 may reclaim those duties as provided below, the department
28 shall not be responsible for the performance of the duties of
29 the filing office or officer under this chapter, including
30 determining whether documents tendered for filing under this
31 chapter satisfy the requirements of law. ~~The department shall~~

1 ~~retain authority under this chapter to approve the forms~~
2 ~~required to be filed under this chapter. If authorized by the~~
3 ~~contract with the department,~~The entity performing the duties
4 of the filing office shall ~~may~~ certify a copy of a financing
5 statement, or an amendment thereto, which shall be admissible
6 in a state or federal court or in a proceeding before any
7 other tribunal.

8 (3)~~(4)~~ Notwithstanding the terms and conditions of any
9 contract to perform the administrative and operational
10 functions of the filing office or filing officer under this
11 part for the Florida Secured Transaction Registry, the
12 department and the state shall retain sole and exclusive
13 ownership of the materials and records of the registry, shall
14 have the right to inspect and make copies of the materials and
15 records of the registry, and shall have the right to
16 immediately reclaim and take possession and control of the
17 original materials and records of the registry if any entity
18 under contract with the department to administer and operate
19 the registry does not, or cannot, perform the terms and
20 conditions of the contract for any reason or commences or
21 consents to an insolvency proceeding. If the department
22 reclaims control of the materials and records of the registry,
23 the department shall provide for the uninterrupted fulfillment
24 of the duties of the filing office and filing officer under
25 this chapter through ~~by administration and operation by the~~
26 ~~department until~~ a subsequent contract for such duties ~~can be~~
27 ~~executed~~. The department shall be entitled to injunctive
28 relief if the entity fails to turn over the materials and
29 records upon demand, and the Circuit Court for Leon County,
30 Florida, shall have exclusive original jurisdiction to

31

1 adjudicate any disputes pertaining to this section or any
2 contract entered into under this section.

3 (4)(5) The filing officer and filing office for the
4 Secured Transaction Registry shall operate in a manner that:
5 ~~The Department of State shall immediately develop and issue a~~
6 ~~Request for Qualifications seeking capable entities to perform~~
7 ~~both the duties currently being performed by the department as~~
8 ~~a filing officer and filing office under this chapter.~~

9 (a) ~~The qualifications shall, at a minimum, provide~~
10 ~~for the organization and maintenance of the Florida Secured~~
11 ~~Transaction Registry as the centralized Uniform Commercial~~
12 ~~Code filing and retrieval system, which:~~

13 (a)1. Is comparable and compatible with the
14 department's existing filing system.

15 (b)2. Is open to the public and accessible through the
16 Internet, to permit the review of all existing filings of the
17 department and all future filings in the registry, in
18 compliance with chapter 119.

19 (c)3. Provides for oversight and compliance audits by
20 the department.

21 (d)4. Requires records maintenance in compliance with
22 this chapter and chapter 119.

23 (e)5. Maintains the current level of filing fees and
24 procedures for the deposit of revenues with the department as
25 specified in chapter 15, net of operating costs, for a period
26 of 5 years.

27 (5)(b) The Department of State shall develop
28 performance standards to ensure that the Florida Secured
29 Transaction Registry is accurate and complete and that the
30 users thereof are being well-served. Periodically, the
31

1 department shall verify that these performance standards are
2 being met or modified as may be needed from time to time.

3 Section 59. Paragraph (11) of subsection (1) of
4 section 679.1021, Florida Statutes, is repealed.

5 Section 60. This act shall take effect July 1, 2002.

6

7

8

HOUSE SUMMARY

9

10 Revises and clarifies filing and operations requirements,
11 procedures, and information relating to trademark
12 registrants, corporations, limited liability companies,
13 corporations not for profit, limited partnerships,
14 limited liability partnerships, and limited liability
15 companies. Revises the duties and authority of the
16 Department of State relating to the Florida Secured
17 Transaction Registry.

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28

29

30

31