

By Senator Peaden

1-1084-02

1 A bill to be entitled
2 An act relating to the Department of State;
3 amending s. 495.031, F.S.; revising
4 requirements for registering a trademark or
5 service mark; amending s. 495.071, F.S.;
6 revising notice requirements for renewing a
7 registered mark; amending s. 495.081, F.S.;
8 requiring an assignment of a registered mark be
9 executed by the assignor and assignee; amending
10 s. 495.101, F.S.; requiring a cancellation fee;
11 creating s. 495.102, F.S.; providing a
12 procedure for correcting an application filed
13 of record; requiring a fee for such
14 application; amending s. 607.0120, F.S.;
15 providing requirements for filing a corporate
16 document; amending s. 607.0122, F.S.; providing
17 for registering an inactive corporation;
18 amending s. 607.0123, F.S.; providing for the
19 effective date of filing a document; removing
20 requirements for recording the time of filing;
21 amending s. 607.0124, F.S.; revising
22 requirements for correcting a filed document;
23 amending s. 607.0126, F.S.; providing a change
24 in venue for appealing the department's refusal
25 to file a document; amending s. 607.0401, F.S.;
26 revising requirements for a corporate name;
27 amending s. 607.0505, F.S.; providing a
28 procedure for an alien business to withdraw its
29 registered-agent designation; amending s.
30 607.10025, F.S.; providing for articles of
31 amendment to the articles of incorporation;

1 amending s. 607.1006, F.S.; clarifying
2 requirements for executing the articles of
3 amendment; amending s. 607.1108, F.S.;
4 specifying corporate powers with respect to
5 certain mergers; providing filing requirements;
6 amending s. 607.1403, F.S.; providing
7 requirements for executing articles of
8 dissolution; amending s. 607.1422, F.S.;
9 revising requirements for reinstating a
10 corporation following administrative
11 dissolution; amending s. 607.1503, F.S.;
12 providing requirements for a foreign
13 corporation in applying for a certificate of
14 authority; amending s. 607.1532, F.S.;
15 providing a change in venue for appealing a
16 revocation of authority to transact business in
17 this state; amending s. 608.407, F.S.; revising
18 requirements for articles of organization for
19 certain limited liability companies; amending
20 ss. 608.408, 608.4115, F.S.; providing for
21 filing certain documents of a limited liability
22 company; creating s. 608.4233, F.S.; providing
23 resignation procedures for a managing member,
24 manager, or officer; amending s. 608.445, F.S.;
25 revising requirements for the articles of
26 dissolution; amending s. 608.4511, F.S.;
27 providing requirements for the annual report
28 for the department; amending s. 608.506, F.S.;
29 eliminating provisions authorizing a foreign
30 limited liability company to transact business
31 under a fictitious name; amending s. 608.507,

1 F.S.; revising requirements for the registered
2 office and agent of a foreign limited liability
3 company; amending ss. 617.01201, 617.0122,
4 F.S.; revising filing requirements for
5 corporations not for profit; amending s.
6 617.0123, F.S.; removing requirements for
7 recording the time of filing; amending s.
8 617.0124, F.S.; revising requirements for
9 correcting a filed document; amending s.
10 617.0401, F.S.; revising requirements for a
11 corporate name; amending s. 617.1404, F.S.;
12 clarifying requirements for executing the
13 revocation of dissolution; amending s.
14 617.1405, F.S.; providing for the immediate use
15 of the corporate name following dissolution
16 under certain circumstances; amending s.
17 617.1422, F.S.; revising requirements for
18 reinstating a corporation not for profit
19 following administrative dissolution; amending
20 s. 617.1503, F.S.; providing requirements for a
21 foreign corporation in applying for a
22 certificate of authority; amending s. 620.103,
23 F.S.; providing requirements for the name of a
24 limited partnership; amending s. 620.105, F.S.;
25 requiring that a limited partnership maintain
26 an agent for service of process; amending s.
27 620.108, F.S.; revising requirements for the
28 certificate of limited partnership; amending s.
29 620.114, F.S.; providing requirements for a
30 limited partnership in executing a certificate
31 or statement; amending ss. 620.169, 620.173,

1 620.174, F.S.; revising requirements for
2 registering, amending a registration, and
3 cancelling a registration for a foreign limited
4 partnership; amending s. 620.177, F.S.;
5 providing for an annual report; amending s.
6 620.182, F.S.; providing a fee for filing
7 articles of merger; amending s. 620.8105, F.S.;
8 providing requirements for registering a
9 partnership; amending s. 620.9001, F.S.;
10 revising requirements for a partnership in
11 filing to become a limited liability
12 partnership; amending ss. 620.9002, 620.9102,
13 F.S.; providing requirements for the name of a
14 limited liability partnership; amending s.
15 679.5011, F.S.; revising requirements for
16 filing a financing statement under the Uniform
17 Commercial Code; repealing s. 679.526, F.S.,
18 relating to filing-office rules; amending s.
19 679.527, F.S.; revising requirements for the
20 department with respect to the Florida Secured
21 Transaction Registry; eliminating obsolete
22 provision; providing requirements for the
23 filing officer and filing office; providing an
24 effective date.

25
26 Be It Enacted by the Legislature of the State of Florida:

27
28 Section 1. Subsections (1) and (4) of section 495.031,
29 Florida Statutes, are amended to read:

30 495.031 Application for registration.--
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1 (1) Subject to the limitations set forth in this
2 chapter, any person who adopts and uses a trademark or service
3 mark in this state may file with the Department of State, on a
4 form to be furnished by the department, an application for
5 registration of that trademark or service mark setting forth,
6 but not limited to, the following information:

7 (a) The name and business address of the person
8 applying for such registration, and, if an entity a
9 corporation, the state of incorporation or organization and
10 its Florida registration or document number;

11 (b) The goods or services in connection with which the
12 mark is used and the mode or manner in which the mark is used
13 in connection with such goods or services and the class or
14 classes in which such goods or services fall;

15 (c) The date when the mark was first used anywhere and
16 the date when it was first used in this state by the applicant
17 or her or his predecessor in business or a related company of
18 the applicant or the applicant's predecessor; and

19 (d) A statement that the applicant is the owner of the
20 mark and that no other person except a related company has the
21 right to use such mark in this state either in the identical
22 form thereof or in such near resemblance thereto as to be
23 likely to deceive or confuse or to be mistaken therefor.

24 (4) Every application under this section shall be
25 signed and verified by the applicant or by a member of the
26 firm or an officer of the corporation, association, union or
27 other organization applying. Execution of the application by
28 the applicant, member, or officer constitutes an affirmation
29 under the penalties of perjury that the facts stated in the
30 application are true.

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

3 495.071 Duration and renewal.--

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

13 Section 3. Section 495.081, Florida Statutes, is
14 amended to read:

15 495.081 Assignment.--Any mark and its registration
16 hereunder shall be assignable with the good will of the
17 business in which the mark is used or with that part of the
18 good will of the business connected with the use of and
19 symbolized by the mark. Assignment shall be by instruments in
20 writing duly executed by the assignor and assignee and may be
21 recorded with the Department of State upon the payment of a
22 fee of \$50, payable to the Department of State which, upon
23 recording of the assignment, shall issue in the name of the
24 assignee a new certificate for the remainder of the term of
25 the registration or of the last renewal thereof. An
26 assignment of any registration under this chapter shall be
27 void as against any subsequent purchaser for valuable
28 consideration without notice, unless such assignment is
29 recorded with the Department of State within 3 months after
30 the date thereof or at any time after the expiration of such
31 3-month period, unless an assignment given in connection with

1 any subsequent purchase is recorded with the Department of
2 State prior to or within 10 days after such assignment is
3 recorded.

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

6 495.101 Cancellation.--The Department of State shall
7 cancel from the register:

8 (2) Any registration concerning which the Department
9 of State receives ~~shall receive~~ a voluntary request for
10 cancellation thereof and a fee of \$50 from the registrant.

11 Section 5. Section 495.102, Florida Statutes, is
12 created to read:

13 495.102 Correcting an application filed of record.--

14 (1) If an application filed of record contains a false
15 or erroneous statement or was defectively signed, the
16 applicant may correct the application by submitting an
17 application of correction to the Department of State within 30
18 business days after the date of filing.

19 (2) An application of correction must:

20 (a) Describe the application filed of record,
21 including its filing date;

22 (b) Specify the incorrect statement and the reason the
23 statement is incorrect or the manner in which the signing was
24 defective; and

25 (c) Correct the incorrect statement or defective
26 signing.

27 (3) An application of correction must be delivered to
28 the Department of State for filing, along with a fee of \$50.

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

31 607.0120 Filing requirements.--

- 1 (6) The document must be executed:
2 (a) By a director ~~the chair or any vice chair of the~~
3 ~~board of directors~~ of a domestic or foreign corporation, or by
4 its president or by another of its officers;
5 (b) If directors or officers have not been selected or
6 the corporation has not been formed, by an incorporator; or
7 (c) If the corporation is in the hands of a receiver,
8 trustee, or other court-appointed fiduciary, by that
9 fiduciary.

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

12 607.0122 Fees for filing documents and issuing
13 certificates.--The Department of State shall collect the
14 following fees when the documents described in this section
15 are delivered to the department for filing:

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

18 Section 8. Section 607.0123, Florida Statutes, is
19 amended to read:

20 607.0123 Effective ~~time and~~ date of document.--

21 (1) Except as provided in subsection (2) and in s.
22 607.0124(3), a document accepted for filing is effective on+

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

26 ~~(b) At the date specified in the document as its~~
27 ~~effective date.~~

28 (2) A document may specify a delayed effective date,
29 and if it does the document shall become effective on the date
30 specified. If a delayed effective date is specified, the
31 document shall become effective at the start of business on

1 that date. Unless otherwise permitted by this act, a delayed
2 effective date for a document may not be later than the 90th
3 day after the date on which it is filed.

4 (3) If a document is determined by the Department of
5 State to be incomplete and inappropriate for filing, the
6 Department of State may return the document to the person or
7 corporation filing it, together with a brief written
8 explanation of the reason for the refusal to file, in
9 accordance with s. 607.0125(3). If the applicant returns the
10 document with corrections in accordance with the rules of the
11 department within 60 days after it was mailed to the applicant
12 by the department and if at the time of return the applicant
13 so requests in writing, the filing date of the document will
14 be the filing date that would have been applied had the
15 original document not been deficient, except as to persons who
16 relied on the record before correction and were adversely
17 affected thereby.

18 (4) Corporate existence may predate the filing date,
19 pursuant to s. 607.0203(1).

20 Section 9. Subsections (1) and (2) of section
21 607.0124, Florida Statutes, are amended to read:

22 607.0124 Correcting filed document.--

23 (1) A domestic or foreign corporation may correct a
24 document filed by the Department of State within 30 ~~10~~
25 ~~business~~ days after ~~of~~ filing if the document:

26 (a) Contains an inaccuracy;

27 (b) Was defectively executed, attested, sealed,
28 verified, or acknowledged; or

29 (c) The electronic transmission was defective.

30 (2) A document is corrected:

31 (a) By preparing articles of correction that:

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

3 2. Specify the inaccuracy or defect to be corrected;
4 and

5 3. Correct the inaccuracy or defect; and

6 (b) By delivering the ~~executed~~ articles of correction
7 to the Department of State for filing, executed in accordance
8 with s. 607.0120.

9 Section 10. Section 607.0126, Florida Statutes, is
10 amended to read:

11 607.0126 Appeal from Department of State's refusal to
12 file document.--If the Department of State refuses to file a
13 document delivered to its office for filing, within 30 days
14 after return of the document by the department by mail, as
15 evidenced by the postmark, the domestic or foreign corporation
16 may:

17 (1) Appeal the refusal pursuant to s. 120.68; or

18 (2) Appeal the refusal to the Circuit Court of Leon
19 ~~the County where the corporation's principal office (or, if~~
20 ~~none in this state, its registered office) is or will be~~
21 ~~located.~~ The appeal is commenced by petitioning the court to
22 compel filing the document and by attaching to the petition
23 the document and the Department of State's explanation of its
24 refusal to file. The matter shall promptly be tried de novo
25 by the court without a jury. The court may summarily order the
26 Department of State to file the document or take other action
27 the court considers appropriate. The court's final decision
28 may be appealed as in other civil proceedings.

29 Section 11. Section 607.0401, Florida Statutes, is
30 amended to read:

31 607.0401 Corporate name.--A corporate name:

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

6 (2) May not contain language stating or implying that
7 the corporation is organized for a purpose other than that
8 permitted in this act and its articles of incorporation;

9 (3) May not contain language stating or implying that
10 the corporation is connected with a state or federal
11 government agency or a corporation chartered under the laws of
12 the United States; and

13 (4) Must be distinguishable from the names of all
14 other entities or filings, except fictitious name
15 registrations pursuant to s. 865.09, organized, registered, or
16 reserved under the laws of this state, which names are on file
17 with the Division of Corporations.

18 Section 12. Present subsection (11) of section
19 607.0505, Florida Statutes, is redesignated as subsection
20 (12), and a new subsection (11) is added to that section, to
21 read:

22 607.0505 Registered agent; duties.--

23 (11) An alien business organization may withdraw its
24 registered-agent designation by delivering an application for
25 a certificate of withdrawal to the Department of State for
26 filing. The application must set forth:

27 (a) The name of the alien business organization and
28 the jurisdiction under the law of which it is incorporated or
29 organized; and

30 (b) That the alien business organization is no longer
31 required to maintain a registered agent in this state.

1 Section 13. Subsection (4) of section 607.10025,
2 Florida Statutes, is amended to read:

3 607.10025 Shares; combination or division.--

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

10 (a) The name of the corporation.

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

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

20 (d) The class or series and number of shares subject
21 to the division or combination and the number of shares into
22 which the shares are to be divided or combined.

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

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

29 Section 14. Section 607.1006, Florida Statutes, is
30 amended to read:

31 607.1006 Articles of amendment.--

1 (1) A corporation amending its articles of
2 incorporation shall deliver to the Department of State for
3 filing articles of amendment, executed in accordance with s.
4 607.0120, setting forth:

5 (a) The name of the corporation;

6 (b) The text of each amendment adopted;

7 (c) If an amendment provides for an exchange,
8 reclassification, or cancellation of issued shares, provisions
9 for implementing the amendment if not contained in the
10 amendment itself;

11 (d) The date of each amendment's adoption;

12 (e) If an amendment was adopted by the incorporators
13 or board of directors without shareholder action, a statement
14 to that effect and that shareholder action was not required;

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

23 (2) If the amendment is made by the incorporators or
24 board of directors without shareholder action, the articles of
25 amendment shall be executed by an incorporator or director, as
26 the case may be, or executed in accordance with s. 607.0120,
27 approving the amendment.

28 Section 15. Subsections (1) and (7) of section
29 607.1108, Florida Statutes, are amended to read:

30 607.1108 Merger of domestic corporation and other
31 business entity.--

1 (1) As used in this section and ss. 607.1109 and
2 607.11101, the term "other business entity" means a limited
3 liability company, a foreign corporation, a not-for-profit
4 corporation, a business trust or association, a real estate
5 investment trust, a common law trust, an unincorporated
6 business, a general partnership, a limited partnership, or any
7 other entity that is formed pursuant to the requirements of
8 applicable law. ~~Notwithstanding the provisions of chapter 617,~~
9 A domestic not-for-profit corporation acting under a plan of
10 merger approved pursuant to s. 617.1103 shall be governed by
11 the provisions of ss. 617.0302(16), 607.1108, 607.1109, and
12 607.11101.

13 (7) Notwithstanding any provision of this section or
14 ss. 607.1109 and 607.11101, any merger consisting solely of
15 the merger of one or more domestic corporations with or into
16 one or more foreign corporations shall be consummated solely
17 in accordance with the requirements of s. 607.1107 and filed
18 pursuant to s. 607.1105.

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

21 607.1403 Articles of dissolution.--

22 (1) At any time after dissolution is authorized, the
23 corporation may dissolve by delivering to the Department of
24 State for filing articles of dissolution, executed in
25 accordance with s. 607.0120, and setting forth:

26 (a) The name of the corporation;

27 (b) The date dissolution was authorized;

28 (c) If dissolution was approved by the shareholders, a
29 statement that the number cast for dissolution was sufficient
30 for approval.

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1 (d) If dissolution was approved by the shareholders
2 and if voting by voting groups was required, a statement that
3 the number cast for dissolution was sufficient for approval
4 must be separately provided for each voting group entitled to
5 vote separately on the plan to dissolve.

6 Section 17. Subsections (1) and (2) of section
7 607.1422, Florida Statutes, are amended to read:

8 607.1422 Reinstatement following administrative
9 dissolution.--

10 (1)~~(a)~~ A corporation administratively dissolved under
11 s. 607.1421 may apply to the Department of State for
12 reinstatement at any time after the effective date of
13 dissolution. The corporation application must submit an
14 application for reinstatement, or a current uniform business
15 report, signed by the registered agent and an officer or
16 director, and pay all fees owed by the corporation, computed
17 at the rate provided by law at the time the corporation
18 applies for reinstatement.†

19 1. ~~Recite the name of the corporation and the~~
20 ~~effective date of its administrative dissolution;~~

21 2. ~~State that the ground or grounds for dissolution~~
22 ~~either did not exist or have been eliminated and that no~~
23 ~~further grounds currently exist for dissolution;~~

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

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

29 (b) ~~As an alternative, the corporation may submit a~~
30 ~~current annual report, signed by the registered agent and an~~

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1 ~~officer or director, which substantially complies with the~~
2 ~~requirements of paragraph (a).~~

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

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

13 607.1503 Application for certificate of authority.--

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

19 (a) The name of the foreign corporation which
20 satisfies the requirements of s. 607.1506 and ~~or~~, if its name
21 is unavailable for use in this state, an alternate ~~a~~ corporate
22 name adopted for transacting business in this state which ~~that~~
23 satisfies the requirements of s. 607.1506;

24 (b) The jurisdiction under the law of which it is
25 incorporated;

26 (c) Its date of incorporation and period of duration;

27 (d) The street address of its principal office;

28 (e) The address of its registered office in this state
29 and the name of its registered agent at that office;

30 (f) The names and usual business addresses of its
31 current directors and officers;

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

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

9 607.1532 Appeal from revocation.--

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

23 Section 20. Paragraph (d) of subsection (1) of section
24 608.407, Florida Statutes, is amended to read:

25 608.407 Articles of organization.--

26 (1) In order to form a limited liability company,
27 articles of organization of a limited liability company shall
28 be executed and filed with the Department of State by one or
29 more members or authorized representatives of the company. The
30 articles of organization shall set forth:

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

5 Section 21. Subsections (1), (2), and (3) of section
6 608.408, Florida Statutes, are amended to read:

7 608.408 Execution of certificate or statement.--

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

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

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

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

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

29 Section 22. Section 608.4115, Florida Statutes, is
30 amended to read:

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1 608.4115 Correcting the articles of organization filed
2 of record.--

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

8 (2) The document ~~articles of organization~~ filed of
9 record ~~is~~ are corrected:

10 (a) By preparing articles of correction that:

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

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

18 3. Correct the incorrect statement or defective
19 signing.

20 (b) By delivering the articles of correction to the
21 Department of State for filing.

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

28 Section 23. Section 608.4233, Florida Statutes, is
29 created to read:

30 608.4233 Resignation of managing members, managers, or
31 officers.--

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

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

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

16 608.445 Articles of dissolution.--The articles of
17 dissolution shall set forth:

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

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

23 608.4511 Annual report for Department of State.--

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

29 (e) The names and business, residence, or mailing
30 address of its managing members, ~~or~~ managers, or officers.

31

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

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

16 Section 26. Section 608.506, Florida Statutes, is
17 amended to read:

18 608.506 Name of foreign limited liability company.--

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

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

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

10 608.507 Registered office and registered agent of
11 foreign limited liability company.--Each foreign limited
12 liability company in this state must continuously maintain in
13 this state:

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

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

17 (b) A foreign or domestic entity authorized to
18 transact business in this state and having a corporation or
19 domestic limited liability company the business office of
20 ~~which is~~ identical with such the registered office. ~~7~~ or

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

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

27 617.01201 Filing requirements.--

28 (6) The document must be executed:

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

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

3 (c) If the corporation is in the hands of a receiver,
4 trustee, or other court-appointed fiduciary, by that
5 fiduciary.

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

8 617.0122 Fees for filing documents and issuing
9 certificates.--The Department of State shall collect the
10 following fees on documents delivered to the department for
11 filing:

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

14
15 Any citizen support organization that is required by rule of
16 the Department of Environmental Protection to be formed as a
17 nonprofit organization and is under contract with the
18 department is exempt from any fees required for incorporation
19 as a nonprofit organization, and the Secretary of State may
20 not assess any such fees if the citizen support organization
21 is certified by the Department of Environmental Protection to
22 the Secretary of State as being under contract with the
23 Department of Environmental Protection.

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

26 617.0123 Effective date of document.--

27 (1) Except as provided in subsection (2) and in s.
28 617.0124(3), a document accepted for filing is effective on
29 the date ~~at the time~~ of filing ~~on the date it is filed~~, as
30 evidenced by such means as the Department of State uses for

31

1 the purpose of recording the date of filing ~~State's date and~~
2 ~~time endorsement on the original document.~~

3 Section 31. Subsections (1) and (2) of section
4 617.0124, Florida Statutes, is amended to read:

5 617.0124 Correcting filed document.--

6 (1) A domestic or foreign corporation may correct a
7 document filed by the Department of State within 30 ~~10~~
8 ~~business~~ days after filing if the document:

9 (a) Contains an incorrect statement; or

10 (b) Was defectively executed, attested, sealed,
11 verified, or acknowledged.

12 (2) A document is corrected:

13 (a) By preparing articles of correction that:

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

16 2. Specify the incorrect statement and the reason it
17 is incorrect or the manner in which the execution was
18 defective; and

19 3. Correct the incorrect statement or defective
20 execution; and

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

23 Section 32. Subsection (1) of section 617.0401,
24 Florida Statutes, is amended to read:

25 617.0401 Corporate name.--

26 (1) A corporate name:

27 (a) Must contain the word "corporation" or
28 "incorporated" or the abbreviation "corp." or "inc." to ~~or~~
29 ~~words or abbreviations of like import in language, as will~~
30 clearly indicate that it is a corporation instead of a natural
31 person, unincorporated association, ~~or~~ partnership, or other

1 business entity. The name of the corporation may not contain
2 the word "company" or its abbreviation "co.";

3 (b) May contain the word "cooperative" or "co-op" only
4 if the resulting name is distinguishable from the name of any
5 corporation, agricultural cooperative marketing association,
6 or nonprofit cooperative association existing or doing
7 business in this state under chapter 607, chapter 618, or
8 chapter 619;

9 (c) May not contain language stating or implying that
10 the corporation is organized for a purpose other than that
11 permitted in this act and its articles of incorporation;

12 (d) May not contain language stating or implying that
13 the corporation is connected with a state or federal
14 government agency or a corporation chartered under the laws of
15 the United States; and

16 (e) Must be distinguishable from the names of all
17 other entities or filings, except fictitious name
18 registrations pursuant to s. 865.09, organized, registered, or
19 reserved under the laws of this state, that are on file with
20 the Division of Corporations.

21 Section 33. Subsection (3) of section 617.1404,
22 Florida Statutes, is amended to read:

23 617.1404 Revocation of dissolution.--

24 (3) After the revocation of dissolution is authorized,
25 the corporation may revoke the dissolution by delivering to
26 the Department of State for filing articles of revocation of
27 dissolution, executed in accordance with s. 617.01201,
28 together with a copy of its articles of dissolution, that set
29 forth:

30 (a) The name of the corporation;

31

1 (b) The effective date of the dissolution that was
2 revoked;

3 (c) The date that the revocation of dissolution was
4 authorized;

5 (d) If the corporation's board of directors revoked a
6 dissolution authorized by the members, a statement that
7 revocation was permitted by action by the board of directors
8 alone pursuant to that authorization; and

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

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

14 617.1405 Effect of dissolution.--

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

22 Section 35. Subsections (1) and (2) of section
23 617.1422, Florida Statutes, are amended to read:

24 617.1422 Reinstatement following administrative
25 dissolution.--

26 (1)~~(a)~~ A corporation administratively dissolved under
27 s. 617.1421 may apply to the Department of State for
28 reinstatement at any time after the effective date of
29 dissolution. The corporation application must submit an
30 application for reinstatement, or a current uniform business
31 report, signed by the registered agent and an officer or

1 director, and pay all fees owed by the corporation and
2 computed at the rate provided by law at the time the
3 corporation applies for reinstatement.+

4 ~~1. Recite the name of the corporation and the~~
5 ~~effective date of its administrative dissolution;~~

6 ~~2. State that the ground or grounds for dissolution~~
7 ~~either did not exist or have been eliminated and that no~~
8 ~~further grounds currently exist for dissolution;~~

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

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

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

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

23 Section 36. Subsection (1) of section 617.1503,
24 Florida Statutes, is amended to read:

25 617.1503 Application for certificate of authority.--

26 (1) A foreign corporation may apply for a certificate
27 of authority to conduct its affairs in this state by
28 delivering an application to the Department of State for
29 filing. Such application shall be made on forms prescribed
30 and furnished by the Department of State and shall set forth:

31

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

6 (b) The jurisdiction under the law of which it is
7 incorporated;

8 (c) Its date of incorporation and period of duration;

9 (d) The purpose or purposes which it intends to pursue
10 in this state and a statement that it is authorized to pursue
11 such purpose or purposes in the jurisdiction of its
12 incorporation;

13 (e) The street address of its principal office;

14 (f) The address of its registered office in this state
15 and the name of its registered agent at that office;

16 (g) The names and usual business addresses of its
17 current directors and officers; and

18 (h) Such additional information as may be necessary or
19 appropriate in order to enable the Department of State to
20 determine whether such corporation is entitled to file an
21 application for authority to conduct its affairs in this state
22 and to determine and assess the fees and taxes payable as
23 prescribed in this act.

24 Section 37. Section 620.103, Florida Statutes, is
25 amended to read:

26 620.103 Name of limited partnership.--The name of each
27 domestic limited partnership as set forth in its certificate
28 of limited partnership and the name of each foreign limited
29 partnership as set forth in its application for registration
30 as a foreign limited partnership:

31

1 (1) Must contain the word "Limited" or its
2 abbreviation, "Ltd.," "L.P.," or "LP";

3 (2) May not contain the name of a limited partner
4 unless:

5 (a) That name is also the name of a general partner or
6 the corporate name of a corporate general partner; or

7 (b) The business of the limited partnership had been
8 carried on under that name before the admission of that
9 limited partner; ~~and~~

10 (3) Must be distinguishable from the names of all
11 other entities or filings, except fictitious name
12 registrations pursuant to s. 865.09, organized, registered, or
13 reserved under the laws of this state, the names of which are
14 on file with the Division of Corporations of the Department of
15 State; ~~and~~—

16 (4) May contain the words "Limited Liability Limited
17 Partnership," the abbreviation "L.L.L.P.," or the designation
18 "LLLP" instead of the words required in subsection (1), if the
19 limited partnership is a domestic limited partnership and a
20 statement of qualification has been filed in accordance with
21 ss. 620.187 and 620.9001(3).

22 Section 38. Section 620.105, Florida Statutes, is
23 amended to read:

24 620.105 Recordkeeping office; agent for service of
25 process.--Each limited partnership shall continuously maintain
26 in this state:

27 (1) An office, which may but need not be a place of
28 its business in this state, at which must be kept the records
29 required by s. 620.106 to be maintained; and

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

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

3 (b) A foreign or domestic entity authorized to
4 transact business in this state and having a business office
5 identical with such registered office.~~resident of this state,~~
6 ~~a domestic corporation, or a foreign corporation authorized to~~
7 ~~do business in this state.~~

8 Section 39. Paragraph (b) of subsection (1) and
9 subsection (2) of section 620.108, Florida Statutes, are
10 amended to read:

11 620.108 Formation; certificate of limited
12 partnership.--

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

16 (b) The address of the recordkeeping office and the
17 name, Florida street and address, and written acceptance of
18 the agent for service of process required to be maintained by
19 s. 620.105.

20
21 An affidavit declaring the amount of the capital contributions
22 of the limited partners and the amount anticipated to be
23 contributed by the limited partners must accompany the
24 certificate of limited partnership.

25 (2) A limited partnership is formed at the time of the
26 filing of the certificate of limited partnership with the
27 department or at any later time specified in the certificate
28 of limited partnership if, in either case, there has been
29 substantial compliance with the requirements of this section.
30 The delayed effective date may not be later than the 90th day
31 following the date the certificate is filed.

1 Section 40. Subsection (1) of section 620.114, Florida
2 Statutes, is amended to read:

3 620.114 Execution of certificate or statement.--

4 (1) A certificate or statement required by s.
5 620.1051, s. 620.108, s. 620.109, s. 620.112, or s. 620.113 to
6 be filed with the Department of State must be executed in the
7 following manner:

8 (a) If it is an original certificate of limited
9 partnership, an affidavit, or supplemental affidavit, it must
10 be signed by all general partners;

11 (b) If it is a certificate of amendment, articles of
12 merger, or a statement of change of registered agent or
13 registered office, it must be signed by at least one general
14 partner and by each other general partner designated in the
15 certificate or statement as a new general partner, and by the
16 new registered agent if applicable; and

17 (c) If it is a certificate of cancellation, it must be
18 signed by all general partners.

19 Section 41. Section 620.169, Florida Statutes, is
20 amended to read:

21 620.169 Registration of foreign limited
22 partnership.--Before transacting business in this state, a
23 foreign limited partnership must register with the Department
24 of State. In order to register, a foreign limited partnership
25 must submit to the department, in duplicate, an application
26 for registration as a foreign limited partnership, signed ~~and~~
27 ~~sworn to~~ by a general partner and setting forth:

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

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

31

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

8 (4) A statement that the Secretary of State is
9 appointed the agent of the foreign limited partnership for
10 service of process if an agent has not been appointed under
11 subsection (3) or, if an agent has been appointed, if the
12 agent's authority has been revoked or the agent cannot be
13 found or served with the exercise of reasonable diligence.

14 (5) The address of the office required to be
15 maintained in the state of its organization by the laws of
16 that state or, if not so required, of the principal office of
17 the foreign limited partnership.

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

24 (7) The address of the office at which is kept a list
25 of the names and addresses of the limited partners and their
26 capital contributions, together with an undertaking by the
27 foreign limited partnership to keep those records until the
28 foreign limited partnership's registration in this state is
29 canceled or withdrawn.

30 (8) A mailing address for the foreign limited
31 partnership.

1
2 An affidavit declaring the amount of the capital contributions
3 of the limited partners and the anticipated amount of the
4 capital contributions of the limited partners that are
5 allocated for the purpose of transacting business in this
6 state must accompany the application for registration.

7 Section 42. Section 620.173, Florida Statutes, is
8 amended to read:

9 620.173 Amendments to registration application.--If
10 any statement in the application for registration of a foreign
11 limited partnership was false when made or any arrangements or
12 other facts described in the application have changed, making
13 the application false in any respect, the foreign limited
14 partnership shall promptly file with the Department of State a
15 certificate, signed ~~and acknowledged or sworn to~~ by a general
16 partner, correcting such statement.

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

19 620.174 Cancellation of registration of foreign
20 limited partnership.--

21 (1) A foreign limited partnership may cancel its
22 registration by filing with the Department of State a
23 certificate of cancellation signed ~~and acknowledged or sworn~~
24 ~~to~~ by a general partner.

25 Section 44. Subsections (1) and (5) of section
26 620.177, Florida Statutes, are amended to read:

27 620.177 Annual report of domestic or foreign limited
28 partnership; renewal of authority.--

29 (1) To renew the certificate of authority for a
30 limited partnership, each domestic or foreign limited
31 partnership authorized to transact business in this state

1 shall file with the Department of State, between January 1 and
2 May 1 of each year, a ~~sworn~~ report on such forms as the
3 department prescribes, which report must set forth:

4 (a) If a domestic limited partnership, the name of the
5 limited partnership or, if a foreign limited partnership, the
6 name under which it is registered to transact business in this
7 state.

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

9 (c) The date of formation in this state or the date of
10 original registration in this state.

11 (d) If a domestic limited partnership, the address of
12 the office, and the name and address of the agent for service
13 of process, required to be maintained by s. 620.105; or, if a
14 foreign limited partnership, the address of the office
15 required to be maintained by s. 620.169 and the name and
16 address of any agent for service of process appointed pursuant
17 to s. 620.169.

18 (e) The name and the business address of each general
19 partner. Each general partner that is a legal or commercial
20 entity and not an individual must be organized or otherwise
21 registered with the Department of State as required by law,
22 must maintain an active status, and must not be dissolved,
23 revoked, or withdrawn.

24 (f) A mailing address for the partnership.

25 (g) If a domestic limited partnership, the amount of
26 the capital contributions of its limited partners or, if a
27 foreign limited partnership, the amount of the capital
28 contributions of its limited partners that is allocated for
29 the purpose of transacting business in this state.

30
31

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

4 (i) Any additional information that is necessary or
5 appropriate to enable the department to carry out the
6 provisions of this act.

7 (5) The first annual report must be delivered to the
8 Department of State between January 1 and May 1 of the year
9 following the calendar year in which a domestic partnership
10 was formed or a foreign partnership was authorized to conduct
11 affairs. Subsequent annual reports may ~~must~~ be delivered to
12 the Department of State ~~between January 1 and May 1 of the~~
13 ~~subsequent calendar years.~~

14 Section 45. Subsection (11) is added to section
15 620.182, Florida Statutes, to read:

16 620.182 Fees of the Department of State.--The fees of
17 the Department of State under this act are as follows:

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

19 Section 46. Paragraph (c) of subsection (1) of section
20 620.8105, Florida Statutes, is amended to read:

21 620.8105 Execution, filing, and recording of
22 partnership registration and other statements.--

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

25 ~~(c)1. The names and mailing addresses of all partners~~
26 ~~of the partnership; or~~

27 2. The name and Florida street address of an agent ~~in~~
28 ~~this state~~ appointed and maintained by the partnership, who
29 shall maintain a list of the names and mailing addresses of
30 all of the partners of the partnership and, on request for
31 good cause shown, shall make the list available to any person

1 at an office open from at least 10 a.m. to 12 noon each day,
2 except Saturdays, Sundays, and legal holidays.

3 Section 47. Subsection (3) of section 620.9001,
4 Florida Statutes, is amended to read:

5 620.9001 Statement of qualification.--

6 (3) After the approval required by subsection (2), a
7 partnership may become a limited liability partnership by
8 filing a statement of qualification. The statement must
9 contain:

10 (a) The name of the partnership as identified in the
11 records of the Department of State;

12 (b) The street address of the partnership's chief
13 executive office and, if different, the street address of its
14 principal office in this state, if there is one;

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

20 (d) A statement that the partnership elects to be a
21 limited liability partnership; and

22 (e) A deferred effective date, if any.

23 Section 48. Section 620.9002, Florida Statutes, is
24 amended to read:

25 620.9002 Name.--

26 (1) The name of a limited liability partnership must
27 end with "~~Registered Limited Liability Partnership,~~" "Limited
28 Liability Partnership," "~~R.L.L.P.,~~" "L.L.P.," "~~RLLP,~~" or
29 "LLP."
30
31

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

4 Section 49. Subsection (1) of section 620.9102,
5 Florida Statutes, is amended to read:

6 620.9102 Statement of foreign qualification.--

7 (1) Before transacting business in this state, a
8 foreign limited liability partnership must comply with the
9 requirements of s. 620.8105 and file a statement of foreign
10 qualification. The statement must contain:

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

16 (b) The street address of the partnership's chief
17 executive office and, if different, the street address of its
18 principal office in this state, if there is one;

19 (c) The name and street address of the partnership's
20 agent for service of process who must be an individual
21 resident of this state or other person authorized to do
22 business in this state; and

23 (d) A deferred effective date, if any.

24 Section 50. Subsection (2) of section 679.5011,
25 Florida Statutes, is amended to read:

26 679.5011 Filing office.--

27 (2) The office in which to file a financing statement
28 to perfect a security interest in collateral, including
29 fixtures, of a transmitting utility is ~~the Office of the~~
30 ~~Secretary of State,~~ or the filing office authorized by s.
31 679.527 ~~s. 697.527~~ to accept filings for the Florida Secured

1 Transaction Registry. The financing statement also constitutes
2 a fixture filing as to the collateral indicated in the
3 financing statement which is or is to become fixtures.

4 Section 51. Section 679.526, Florida Statutes, as
5 created by section 6 of chapter 2001-198, Laws of Florida, is
6 repealed.

7 Section 52. Section 679.527, Florida Statutes, is
8 amended to read:

9 679.527 Florida Secured Transaction Registry.--

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

11 (a) The "Florida Secured Transaction Registry" or
12 "registry" means the centralized database in which all initial
13 financing statements, amendments, assignments, and other
14 statements of change authorized to be filed under this chapter
15 are filed, maintained, and retrieved. The term does not apply
16 to documents that are filed under this chapter with the clerk
17 of a circuit court.

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

19 (c) "Materials and records" includes, but is not
20 limited to databases, source or object codes, and any software
21 relating to the Florida Secured Transaction Registry or other
22 filing system for centralized filing under this chapter,
23 regardless of the original source of its creation or
24 maintenance.

25 ~~(2) Under chapter 287, the department has the~~
26 ~~authority to determine and select the most qualified~~
27 ~~respondents to the request for qualifications and to negotiate~~
28 ~~and enter into one or more contracts as provided in this~~
29 ~~section. The contract may not be assignable or otherwise~~
30 ~~transferable without the express written consent of the~~
31 ~~department.~~

1 ~~(2)(3)~~ The department shall perform the duties, as
2 filing officer and filing office under this chapter, for the
3 Florida Secured Transaction Registry until October 1, 2001, or
4 until the effective date of a contract executed by the
5 department to administer and operate the registry for the
6 performance of these duties, whichever occurs later. At that
7 time, The department shall cease serving as the designated
8 filing officer and filing office for the registry under this
9 chapter, and thereafter, except to the extent the department
10 may reclaim those duties as provided below, the department
11 shall not be responsible for the performance of the duties of
12 the filing office or officer under this chapter, including
13 determining whether documents tendered for filing under this
14 chapter satisfy the requirements of law. ~~The department shall~~
15 ~~retain authority under this chapter to approve the forms~~
16 ~~required to be filed under this chapter. If authorized by the~~
17 ~~contract with the department,~~ The entity performing the duties
18 of the filing office shall may certify a copy of a financing
19 statement, or an amendment thereto, which shall be admissible
20 in a state or federal court or in a proceeding before any
21 other tribunal.

22 ~~(3)(4)~~ Notwithstanding the terms and conditions of any
23 contract to perform the administrative and operational
24 functions of the filing office or filing officer under this
25 part for the Florida Secured Transaction Registry, the
26 department and the state shall retain sole and exclusive
27 ownership of the materials and records of the registry, shall
28 have the right to inspect and make copies of the materials and
29 records of the registry, and shall have the right to
30 immediately reclaim and take possession and control of the
31 original materials and records of the registry if any entity

1 under contract with the department to administer and operate
2 the registry does not, or cannot, perform the terms and
3 conditions of the contract for any reason or commences or
4 consents to an insolvency proceeding. If the department
5 reclaims control of the materials and records of the registry,
6 the department shall provide for the uninterrupted fulfillment
7 of the duties of the filing office and filing officer under
8 this chapter through ~~by administration and operation by the~~
9 ~~department until~~ a subsequent contract for such duties ~~can be~~
10 ~~executed~~. The department shall be entitled to injunctive
11 relief if the entity fails to turn over the materials and
12 records upon demand, and the Circuit Court for Leon County,
13 Florida, shall have exclusive original jurisdiction to
14 adjudicate any disputes pertaining to this section or any
15 contract entered into under this section.

16 (4) The filing officer and filing office for the
17 Secured Transaction Registry shall operate in a manner that:

18 ~~(5) The Department of State shall immediately develop~~
19 ~~and issue a Request for Qualifications seeking capable~~
20 ~~entities to perform both the duties currently being performed~~
21 ~~by the department as a filing officer and filing office under~~
22 ~~this chapter.~~

23 ~~(a) The qualifications shall, at a minimum, provide~~
24 ~~for the organization and maintenance of the Florida Secured~~
25 ~~Transaction Registry as the centralized Uniform Commercial~~
26 ~~Code filing and retrieval system, which:~~

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

29 (b)2. Is open to the public and accessible through the
30 Internet, to permit the review of all existing filings of the
31

1 department and all future filings in the registry, in
2 compliance with chapter 119.

3 (c)~~3~~. Provides for oversight and compliance audits by
4 the department.

5 (d)~~4~~. Requires records maintenance in compliance with
6 this chapter and chapter 119.

7 (e)~~5~~. Maintains the current level of filing fees and
8 procedures for the deposit of revenues with the department as
9 specified in chapter 15, net of operating costs, for a period
10 of 5 years.

11 (5)~~(b)~~ The Department of State shall develop
12 performance standards to ensure that the Florida Secured
13 Transaction Registry is accurate and complete and that the
14 users thereof are being well-served. Periodically, the
15 department shall verify that these performance standards are
16 being met or modified as may be needed from time to time.

17 Section 53. This act shall take effect July 1, 2002.

18 *****

19
20 SENATE SUMMARY

21 Revises various provisions of ch. 495, 607, 608, 617, and
22 620, F.S., governing the registration of trademarks and
23 service marks and the administration of corporations,
24 limited liability companies, not-for-profit corporations,
25 and partnerships. Requires that the Department of State
26 notify a registrant of the expiration of a registered
27 mark 6 months rather than 1 year before the expiration.
28 Provides a fee of \$50 for cancelling the registration of
29 a trademark or service mark. Removes requirements that
30 the time of filing certain documents be recorded.
31 Provides that certain documents may be corrected within
30 days after filing rather than 10 business days.
Requires that an appeal of the department's refusal to
file certain documents be made in the Circuit Court of
Leon County rather than in the circuit court where the
principal office of the corporation or partnership is or
will be located.