

By the Committee on Commerce and Economic Opportunities; and
Senator Peadar

310-2202-02

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

1 creating s. 608.4233, F.S.; providing
2 procedures and requirements for resignation of
3 managing members, managers, or officers;
4 amending ss. 617.01201, 617.0122, 617.0123,
5 617.0124, 617.0401, 617.1405, 617.1503, F.S.;
6 revising and clarifying provisions relating to
7 corporations not for profit relating to filing
8 requirements, filing fees, documents, names,
9 dissolution, and certificates of authority;
10 amending s. 617.1422, F.S.; revising
11 information requirements for reinstatement
12 following administrative dissolution; amending
13 ss. 620.103, 620.105, 620.108, 620.169,
14 620.173, 620.174, 620.177, F.S.; revising and
15 clarifying provisions relating to limited
16 partnership names, agent for service of
17 process, formation and certificate, execution
18 of certificate or statement, registration,
19 amendments to registration application,
20 cancellation of registration, and annual
21 report; amending s. 620.182, F.S.; imposing a
22 fee for filing articles of merger; amending ss.
23 620.8105, 620.9001, 620.9002, 620.9102, F.S.;
24 revising and clarifying provisions relating to
25 limited liability partnership required
26 information on registration statements, other
27 statements, and names; amending ss. 621.03,
28 621.051, 621.12, F.S.; revising and clarifying
29 provisions relating to limited liability
30 company articles of organization and names;
31 amending ss. 679.5011, 679.527, F.S.; revising

1 provisions relating to the filing office and
2 the duties and authority of the department for
3 the Florida Secured Transaction Registry;
4 revising rule making authority of the
5 Department of State; repealing s. 267.171,
6 F.S., relating to a contract for preservation
7 of historic properties in the City of St.
8 Augustine; repealing s. 679.1021(1)(11), F.S.,
9 relating to a definition of the term
10 "filing-office rule"; repealing s. 679.526,
11 F.S., relating to filing office rules;
12 providing an effective date.

13

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

15

16 Section 1. Subsections (1) and (4) of section 495.031,
17 Florida Statutes, are amended to read:

18 495.031 Application for registration.--

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

25 (a) The name and business address of the person
26 applying for such registration, and, if a corporation, a
27 business trust or association, a real estate investment trust,
28 a common law trust, an unincorporated business, a general
29 partnership, a limited partnership, a limited liability
30 company, or any other entity that is formed pursuant to the
31 requirements of applicable law, the state of incorporation or

1 organization, and its Florida registration or document number
2 or a statement that it has no obligation to have a Florida
3 registration or document number;

4 (b) The goods or services in connection with which the
5 mark is used and the mode or manner in which the mark is used
6 in connection with such goods or services and the class or
7 classes in which such goods or services fall;

8 (c) The date when the mark was first used anywhere and
9 the date when it was first used in this state by the applicant
10 or her or his predecessor in business or a related company of
11 the applicant or the applicant's predecessor; and

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

17 (4) Every application under this section shall be
18 signed ~~and verified~~ by the applicant or by a member of the
19 firm or an officer of the corporation, association, union or
20 other organization applying.

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

23 495.071 Duration and renewal.--

24 (3) The Department of State shall notify registrants
25 of marks hereunder of the necessity of renewal not more than 1
26 year nor less than 6 months prior to ~~within the year next~~
27 ~~preceding~~ the expiration of the 10 years after ~~from~~ the date
28 of ~~registration by writing to~~ the last preceding registration
29 or renewal in writing to the last known addresses ~~address~~ of
30 the respective registrants. The department shall prescribe the
31 forms on which to make the required notification and the

1 renewal called for in subsection (1) and may substitute the
2 uniform business report, pursuant to s. 606.06, as a means of
3 satisfying the requirement of this part.

4 Section 3. Section 495.081, Florida Statutes, is
5 amended to read:

6 495.081 Assignment.--Any mark and its registration
7 hereunder shall be assignable with the good will of the
8 business in which the mark is used or with that part of the
9 good will of the business connected with the use of and
10 symbolized by the mark. Assignment shall be by instruments in
11 writing duly executed by the assignor and may be recorded with
12 the Department of State upon the payment of a fee of \$50,
13 payable to the Department of State which, upon recording of
14 the assignment, shall issue in the name of the assignee a new
15 certificate for the remainder of the term of the registration
16 or of the last renewal thereof. An assignment of any
17 registration under this chapter shall be void as against any
18 subsequent purchaser for valuable consideration without
19 notice, unless such assignment is recorded with the Department
20 of State within 3 months after the date thereof or at any time
21 after the expiration of such 3-month period, unless an
22 assignment given in connection with any subsequent purchase is
23 recorded with the Department of State prior to or within 10
24 days after such assignment is recorded.

25 Section 4. Section 495.102, Florida Statutes, is
26 created to read:

27 495.102 Correcting application filed of record.--

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

- 1 (2) The application filed of record is corrected:
2 (a) By preparing an application of correction that:
3 1. Describes the application filed of record,
4 including its filing date.
5 2. Specifies the incorrect statement and the reason
6 the statement is incorrect or the manner in which the signing
7 was defective.
8 3. Corrects the incorrect statement or defective
9 signing.
10 (b) By delivering the application of correction to the
11 Department of State for filing.

12 Section 5. Subsection (6) of section 607.0120, Florida
13 Statutes, is amended to read:

14 607.0120 Filing requirements.--

15 (6) The document must be executed:

16 (a) By the chair or any vice chair of the board of
17 directors or by a director of the corporation if there is no
18 chair or vice chair of the board of directors ~~of a domestic or~~
19 ~~foreign corporation~~, or by its president or by another of its
20 officers;

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

23 (c) If the corporation is in the hands of a receiver,
24 trustee, or other court-appointed fiduciary, by that
25 fiduciary.

26 Section 6. Subsection (7) of section 607.0122, Florida
27 Statutes, is amended to read:

28 607.0122 Fees for filing documents and issuing
29 certificates.--The Department of State shall collect the
30 following fees when the documents described in this section
31 are delivered to the department for filing:

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

3 Section 7. Subsection (1) of section 607.0123, Florida
4 Statutes, is amended to read:

5 607.0123 Effective time and date of document.--

6 (1) Except as provided in subsections ~~subsection~~ (2)
7 and (4) and in s. 607.0124(3), a document accepted for filing
8 is effective on⁺

9 ~~(a) At the date and time of filing, as evidenced by~~
10 ~~such means as the Department of State may use for the purpose~~
11 ~~of recording the date of filing; or~~

12 ~~(b) At the date specified in the document as its~~
13 ~~effective date.~~

14 Section 8. Subsections (1) and (2) of section
15 607.0124, Florida Statutes, are amended to read:

16 607.0124 Correcting filed document.--

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

20 (a) Contains an inaccuracy;

21 (b) Was defectively executed, attested, sealed,
22 verified, or acknowledged; or

23 (c) The electronic transmission was defective.

24 (2) A document is corrected:

25 (a) By preparing articles of correction that:

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

28 2. Specify the inaccuracy or defect to be corrected;

29 and

30 3. Correct the inaccuracy or defect; and

31

1 (b) By delivering the ~~executed~~ articles of correction,
2 executed in accordance with s. 607.0120, to the Department of
3 State for filing.

4 Section 9. Subsection (2) of section 607.0126, Florida
5 Statutes, is amended to read:

6 607.0126 Appeal from Department of State's refusal to
7 file document.--If the Department of State refuses to file a
8 document delivered to its office for filing, within 30 days
9 after return of the document by the department by mail, as
10 evidenced by the postmark, the domestic or foreign corporation
11 may:

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

23 Section 10. Subsection (2) of section 607.0203,
24 Florida Statutes, is amended to read:

25 607.0203 Incorporation.--

26 (2) The Department of State's filing of the articles
27 of incorporation is conclusive proof that the incorporators
28 satisfied all conditions precedent to incorporation except in
29 a proceeding by the state to cancel or revoke the
30 incorporation or administratively ~~involuntarily~~ dissolve the
31 corporation.

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

3 607.0401 Corporate name.--A corporate name:

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

9 Section 12. Present subsection (11) of section
10 607.0505, Florida Statutes, is redesignated as subsection
11 (12), and a new subsection (11) is added to that section to
12 read:

13 607.0505 Registered agent; duties.--

14 (11)(a) Any alien business organization may withdraw
15 its registered agent designation by delivering an application
16 for certificate of withdrawal to the Department of State for
17 filing. Such application shall set forth:

18 1. The name of the alien business organization and the
19 jurisdiction under the law of which it is incorporated or
20 organized;

21 2. That the alien business organization no longer
22 intends to maintain a registered agent in this state;

23 3. That the alien business organization revokes the
24 authority of its registered agent to accept service on its
25 behalf and appoints the Department of State as its agent for
26 service of process based on a cause of action arising during
27 the time it was required to maintain a registered agent in
28 this state;

29 4. A mailing address to which the Department of State
30 may mail a copy of any process served on the alien business
31 organization under subparagraph 3.; and

1 5. A commitment to notify the Department of State in
2 the future of any change in the mailing address of the alien
3 business organization.

4 (b) After the withdrawal of the registered agent is
5 effective, service of process on the Department of State under
6 this section is service on the alien business organization.
7 Upon receipt of the process, the Department of State shall
8 mail a copy of the process to the alien business organization
9 at the mailing address set forth in the application for
10 certificate of withdrawal.

11 Section 13. Subsections (4) and (6) of section
12 607.10025, Florida Statutes, are amended to read:

13 607.10025 Shares; combination or division.--

14 (4) If a division or combination is effected by a
15 board action without shareholder approval and includes an
16 amendment to the articles of incorporation, there shall be
17 executed in accordance with s. 607.0120 on behalf of the
18 corporation and filed in the office of the Department of State
19 articles ~~a certificate~~ of amendment setting forth:

20 (a) The name of the corporation.

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

23 (c) That the amendment to the articles of
24 incorporation does not adversely affect the rights or
25 preferences of the holders of outstanding shares of any class
26 or series and does not result in the percentage of authorized
27 shares that remain unissued after the division or combination
28 exceeding the percentage of authorized shares that were
29 unissued before the division or combination.

30
31

1 (d) The class or series and number of shares subject
2 to the division or combination and the number of shares into
3 which the shares are to be divided or combined.

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

6 (f) If the division or combination is to become
7 effective at a time subsequent to the time of filing, the
8 date, which may not exceed 90 days after the date of filing,
9 when the division or combination becomes effective.

10 (6) If a division or combination is effected by action
11 of the board and of the shareholders, there shall be executed
12 on behalf of the corporation and filed with the Department of
13 State articles ~~a certificate~~ of amendment as provided in s.
14 607.1003, which articles ~~certificate~~ shall set forth, in
15 addition to the information required by s. 607.1003, the
16 information required in subsection (4).

17 Section 14. Section 607.1006, Florida Statutes, is
18 amended to read:

19 607.1006 Articles of amendment.--

20 (1) A corporation amending its articles of
21 incorporation shall deliver to the Department of State for
22 filing articles of amendment, executed in accordance with s.
23 607.0120, setting forth:

24 (a) The name of the corporation. †

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

26 (c) If an amendment provides for an exchange,
27 reclassification, or cancellation of issued shares, provisions
28 for implementing the amendment if not contained in the
29 amendment itself. †

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

31

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

4 (f) If an amendment was approved by the shareholders,
5 a statement that the number of votes cast for the amendment by
6 the shareholders was sufficient for approval and if more than
7 one voting group was entitled to vote on the amendment, a
8 statement designating each voting group entitled to vote
9 separately on the amendment, and a statement that the number
10 of votes cast for the amendment by the shareholders in each
11 voting group was sufficient for approval by that voting group.

12 (2) If the amendment is made by the incorporators ~~or~~
13 ~~board of directors~~ without shareholder action, the articles of
14 amendment shall be executed by an incorporator in accordance
15 with s. 607.0120. If the amendment is made by the board of
16 directors without shareholder action, the articles of
17 amendment shall be executed by a chair or vice chair of the
18 board of directors, or a director of the corporation if there
19 is no chair or vice chair of the board of directors, or the
20 president or another officer in accordance with s. 607.0120 ~~or~~
21 ~~director, as the case may be, approving the amendment.~~

22 Section 15. Subsections (1) and (7) of section
23 607.1108, Florida Statutes, are amended to read:

24 607.1108 Merger of domestic corporation and other
25 business entity.--

26 (1) As used in this section and ss. 607.1109 and
27 607.11101, the term "other business entity" means a limited
28 liability company, a foreign corporation, a not-for-profit
29 corporation, a business trust or association, a real estate
30 investment trust, a common law trust, an unincorporated
31 business, a general partnership, a limited partnership, or any

1 other entity that is formed pursuant to the requirements of
2 applicable law. ~~Notwithstanding the provisions of chapter 617,~~
3 A domestic not-for-profit corporation acting under a plan of
4 merger approved pursuant to s. 617.1103 shall be governed by
5 the provisions of ss. 607.1108, 607.1109, ~~and~~ 607.11101, and
6 617.0302(16).

7 (7) Notwithstanding any provision of this section or
8 ss. 607.1109 and 607.11101, any merger consisting solely of
9 the merger of one or more domestic corporations with or into
10 one or more foreign corporations shall be consummated solely
11 in accordance with the requirements of s. 607.1107 and
12 articles of merger shall be filed pursuant to s. 607.1105.

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

15 607.1403 Articles of dissolution.--

16 (1) At any time after dissolution is authorized, the
17 corporation may dissolve by delivering to the Department of
18 State for filing articles of dissolution, which shall be
19 executed in accordance with s. 607.0120 and which shall set
20 setting forth:

21 (a) The name of the corporation. +

22 (b) The date dissolution was authorized. +

23 (c) If dissolution was approved by the shareholders, a
24 statement that the number cast for dissolution by the
25 shareholders was sufficient for approval.

26 (d) If dissolution was approved by the shareholders
27 and if voting by voting groups was required, a statement that
28 the number cast for dissolution by the shareholders was
29 sufficient for approval must be separately provided for each
30 voting group entitled to vote separately on the plan to
31 dissolve.

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

3 607.1422 Reinstatement following administrative
4 dissolution.--

5 (1)~~(a)~~ A corporation administratively dissolved under
6 s. 607.1421 may apply to the Department of State for
7 reinstatement at any time after the effective date of
8 dissolution. The corporation shall submit an application for
9 reinstatement, or a current uniform business report, signed by
10 the registered agent and an officer or director, and shall
11 remit all fees owed by the corporation and computed at the
12 rate provided by law at the time the corporation applies for
13 reinstatement application must:

14 1. ~~Recite the name of the corporation and the~~
15 ~~effective date of its administrative dissolution;~~

16 2. ~~State that the ground or grounds for dissolution~~
17 ~~either did not exist or have been eliminated and that no~~
18 ~~further grounds currently exist for dissolution;~~

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

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

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

28 (2) If the Department of State determines that the
29 application contains the information required by subsection
30 (1) and that the information is correct, it shall reinstate
31 the corporation ~~cancel the certificate of dissolution and~~

1 ~~prepare a certificate of reinstatement that recites its~~
2 ~~determination and the effective date of reinstatement, file~~
3 ~~the original of the certificate, and serve a copy on the~~
4 ~~corporation under s. 607.0504(2).~~

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

7 607.1503 Application for certificate of authority.--

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

13 (a) The name of the foreign corporation if such name
14 satisfies the requirements of s. 607.0401, or, if its name
15 does not satisfy the requirements of s. 607.0401 is
16 unavailable for use in this state, a corporate name which
17 otherwise that satisfies the requirements of s. 607.1506.†

18 (b) The jurisdiction under the law of which it is
19 incorporated.†

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

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

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

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

26 (g) Such additional information as may be necessary or
27 appropriate in order to enable the Department of State to
28 determine whether such corporation is entitled to file an
29 application for authority to transact business in this state
30 and to determine and assess the fees and taxes payable as
31 prescribed in this act.

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

3 607.1532 Appeal from revocation.--

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

17 Section 20. Subsection (1) of section 608.407, Florida
18 Statutes, is amended to read:

19 608.407 Articles of organization.--

20 (1) In order to form a limited liability company,
21 articles of organization of a limited liability company shall
22 be executed and filed with the Department of State by one or
23 more members or authorized representatives of the company.
24 The articles of organization shall set forth:

25 (a) The name of the limited liability company.

26 (b) The mailing address and the street address of the
27 principal office of the limited liability company.

28 (c) The name and street address of its initial
29 registered agent for service of process in the state. The
30 articles of organization shall include or be accompanied by
31 the written statement required by s. 608.415.

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.~~

4 (d)~~(e)~~ Any other matters that the members elect to
5 include in the articles of organization.

6 Section 21. Section 608.408, Florida Statutes, is
7 amended to read:

8 608.408 Execution of articles, certificate, or
9 statement.--

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

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

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

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

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

31

1 (4) If the articles of organization contain or any
2 other document authorized or required to be filed under this
3 chapter contains a false statement, one who suffers loss by
4 reliance on the statement may recover damages for the loss
5 from a person who signed the record or caused another to sign
6 it on the person's behalf and knew the statement to be false
7 at the time the record was signed.

8 Section 22. Section 608.4115, Florida Statutes, is
9 amended to read:

10 608.4115 Correcting the articles of organization filed
11 of record.--

12 (1) A limited liability company or foreign limited
13 liability company may correct any document ~~the articles of~~
14 ~~organization~~ filed of record with the Department of State
15 within 30 ~~business~~ days after filing if the record contains a
16 false or erroneous statement or was defectively signed.

17 (2) The document ~~articles of organization~~ filed of
18 record ~~is are~~ corrected:

19 (a) By preparing articles of correction that:

20 1. Describe the document ~~articles of organization~~
21 filed of record, including its ~~their~~ filing date, ~~or attach a~~
22 ~~copy of the articles of organization to the articles of~~
23 ~~correction.~~

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

27 3. Correct the incorrect statement or defective
28 signing.

29 (b) By delivering the articles of correction to the
30 Department of State for filing.

31

1 (3) The articles of correction are effective
2 retroactively to the effective date of the document ~~articles~~
3 ~~of organization~~ they correct except as to persons relying on
4 the uncorrected document ~~articles of organization~~ and
5 adversely affected by the correction. As to those persons, the
6 articles of correction are effective when filed.

7 Section 23. Section 608.4233, Florida Statutes, is
8 created to read:

9 608.4233 Resignation of managing members, managers, or
10 officers.--

11 (1) A manager, managing member, or any officer may
12 resign at any time by delivering written notice to the limited
13 liability company. A resignation is effective when the notice
14 is delivered unless the notice specifies a later effective
15 date. If a resignation is made effective at a later date, the
16 members may fill the pending vacancy before the effective date
17 if the members provide that the successor does not take office
18 until the effective date.

19 (2) The members may remove any managing member,
20 manager, or officer at any time with or without cause. Any
21 managing member, manager, or officer, if appointed by another
22 managing member, manager, or officer, may likewise be removed
23 by such managing member, manager, or officer.

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

26 608.445 Articles of dissolution.--The articles of
27 dissolution shall set forth:

28 (2) The ~~effective date of~~ the limited liability
29 company's dissolution was authorized.

30
31

1 Section 25. Paragraph (e) of subsection (1) and
2 subsection (4) of section 608.4511, Florida Statutes, are
3 amended, and subsection (9) is added to that section, to read:

4 608.4511 Annual report for Department of State.--

5 (1) Each domestic limited liability company and each
6 foreign limited liability company authorized to transact
7 business in this state shall deliver to the Department of
8 State for filing a sworn annual report on such forms as the
9 Department of State prescribes that sets forth:

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

12 (4) Each report shall be executed by the limited
13 liability company by a managing member, ~~or manager,~~ or officer
14 or, if the limited liability company is in the hands of a
15 receiver or trustee, shall be executed on behalf of the
16 limited liability company by such receiver or trustee, and the
17 signing thereof shall have the same legal effect as if made
18 under oath, without the necessity of appending such oath
19 thereto.

20 (9) If an additional updated report is received, the
21 department shall file the document and make the information
22 contained in the document part of the official record.

23 Section 26. Section 608.506, Florida Statutes, is
24 amended to read:

25 608.506 Name of foreign limited liability company.--

26 (1) A foreign limited liability company is not
27 entitled to file an application for a certificate of authority
28 unless the name of such limited liability company or an
29 alternative name adopted for transacting business in this
30 state satisfies the requirements of s. 608.406. ~~if the~~
31 ~~limited liability company name of a foreign limited liability~~

1 ~~company does not satisfy the requirements of s. 608.406, the~~
2 ~~foreign limited liability company, to obtain or maintain a~~
3 ~~certificate of authority to transact business in this state~~
4 ~~may use a fictitious name to transact business in this state~~
5 ~~if it delivers to the Department of State for filing a copy of~~
6 ~~the consent of its managing members or managers, adopting the~~
7 ~~fictitious name. The fictitious name adopted shall satisfy~~
8 ~~the requirements of s. 608.406.~~

9 (2) If a foreign limited liability company authorized
10 to transact business in this state changes its ~~corporate~~ name
11 to one that does not satisfy the requirements of s. 608.406,
12 it may not transact business in this state under the changed
13 name until it adopts a name for transacting business in this
14 state satisfying the requirements of s. 608.406 and obtains an
15 amended certificate of authority under s. 608.504.

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

18 608.507 Registered office and registered agent of
19 foreign limited liability company.--Each foreign limited
20 liability company in this state must continuously maintain in
21 this state:

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

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

25 (b) A foreign or domestic entity authorized to
26 transact business in this state and having a corporation or
27 domestic limited liability company the business office of
28 which is identical with the registered office; or

29 ~~(c) A foreign corporation or foreign limited liability~~
30 ~~company authorized to transact business in this state the~~

31

1 business office ~~of~~ which is identical with the registered
2 office.

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

5 617.01201 Filing requirements.--

6 (6) The document must be executed:

7 (a) By the chair or any vice chair of the board of
8 directors, or by a director of the corporation if there is no
9 chair or vice chair of the board of directors ~~of a domestic or~~
10 ~~foreign corporation~~, or by its president or by another of its
11 officers;

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

14 (c) If the corporation is in the hands of a receiver,
15 trustee, or other court-appointed fiduciary, by that
16 fiduciary.

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

19 617.0122 Fees for filing documents and issuing
20 certificates.--The Department of State shall collect the
21 following fees on documents delivered to the department for
22 filing:

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

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

27 617.0123 Effective date of document.--

28 (1) Except as provided in subsections ~~subsection~~ (2)
29 and (4) and in s. 617.0124(3), a document accepted for filing
30 is effective on the date and time of filing ~~at the time of~~
31 ~~filing on the date it is filed~~, as evidenced by such means as

1 the Department of State may use for the purpose of recording
2 the State's date of filing and time endorsement on the
3 ~~original document.~~

4 Section 31. Subsections (1) and (2) of section
5 617.0124, Florida Statutes, are amended to read:

6 617.0124 Correcting filed document.--

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

10 (a) Contains an incorrect statement; or

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

13 (2) A document is corrected:

14 (a) By preparing articles of correction that:

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

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

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

22 (b) By delivering the ~~executed~~ articles of correction,
23 executed in accordance with s. 617.01201, to the Department of
24 State for filing.

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

27 617.0401 Corporate name.--

28 (1) A corporate name:

29 (a) Must contain the word "corporation" or
30 "incorporated" or the abbreviation "corp." or "inc." or words
31 or abbreviations of like import in language, as will clearly

1 indicate that it is a corporation instead of a natural person,
2 unincorporated association, ~~or partnership,~~ or other business
3 entity. The name of the corporation may not contain the word
4 "company" or its abbreviation "co.";

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

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

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

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

23 Section 33. Subsection (4) of section 617.1405,
24 Florida Statutes, is amended to read:

25 617.1405 Effect of dissolution.--

26 (4) The name of a dissolved corporation shall not be
27 available for assumption or use by another corporation until
28 ~~after~~ 120 days after the effective date of dissolution unless
29 the dissolved corporation provides the Department of State
30 with an affidavit, executed pursuant to s. 617.01201,
31

1 permitting the immediate assumption or use of the name by
2 another corporation.

3 Section 34. Subsections (1) and (2) of section
4 627.1422, Florida Statutes, are amended to read:

5 617.1422 Reinstatement following administrative
6 dissolution.--

7 (1)~~(a)~~ A corporation administratively dissolved under
8 s. 617.1421 may apply to the Department of State for
9 reinstatement at any time after the effective date of
10 dissolution. The corporation shall submit an application for
11 reinstatement, or a current uniform business report, signed by
12 the registered agent and an officer or director, and shall
13 remit all fees owed by the corporation, computed at the rate
14 provided by law at the time the corporation applies for
15 reinstatement application must:

16 1. ~~Recite the name of the corporation and the~~
17 ~~effective date of its administrative dissolution;~~

18 2. ~~State that the ground or grounds for dissolution~~
19 ~~either did not exist or have been eliminated and that no~~
20 ~~further grounds currently exist for dissolution;~~

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

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

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

29 (2) If the Department of State determines that the
30 application contains the information required by subsection
31 (1) and that the information is correct, it shall file the

1 document, ~~cancel the certificate of dissolution,~~and reinstate
2 the corporation ~~effective on the date which the reinstatement~~
3 ~~document is filed.~~

4 Section 35. Subsection (1) of section 617.1503,
5 Florida Statutes, is amended to read:

6 617.1503 Application for certificate of authority.--

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

12 (a) The name of the foreign corporation if such name
13 satisfies the requirements of s. 617.0401 or, if its name does
14 not satisfy the requirements of s. 617.0401 ~~is unavailable for~~
15 ~~use in this state,~~ a ~~corporate~~ name which otherwise that
16 satisfies the requirements of s. 617.1506;

17 (b) The jurisdiction under the law of which it is
18 incorporated;

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

20 (d) The purpose or purposes which it intends to pursue
21 in this state and a statement that it is authorized to pursue
22 such purpose or purposes in the jurisdiction of its
23 incorporation;

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

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

27 (g) The names and usual business addresses of its
28 current directors and officers; and

29 (h) Such additional information as may be necessary or
30 appropriate in order to enable the Department of State to
31 determine whether such corporation is entitled to file an

1 application for authority to conduct its affairs in this state
2 and to determine and assess the fees and taxes payable as
3 prescribed in this act.

4 Section 36. Section 620.103, Florida Statutes, is
5 amended to read:

6 620.103 Name of limited partnership.--The name of each
7 domestic limited partnership as set forth in its certificate
8 of limited partnership and the name of each foreign limited
9 partnership as set forth in its application for registration
10 as a foreign limited partnership:

11 (1) Must contain the word "Limited" or its
12 abbreviation, "Ltd.," or "L.P." or "LP."~~†~~

13 (2) May not contain the name of a limited partner
14 unless:

15 (a) That name is also the name of a general partner or
16 the corporate name of a corporate general partner; or

17 (b) The business of the limited partnership had been
18 carried on under that name before the admission of that
19 limited partner.~~†~~~~and~~

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

26 (4) May not contain any suffix, word, abbreviation, or
27 designation which may imply that the limited partnership may
28 be organized as a corporation, general partnership, limited
29 liability company, or any other entity formed pursuant to the
30 requirements of applicable law, with the exception of the word
31 "company" and its abbreviation "co."

1 (5) May contain the words "Limited Liability Limited
2 Partnership," the abbreviation "L.L.L.P.," or the designation
3 "LLLP" instead of the words required in s. 620.103(1), if the
4 limited partnership is a domestic limited partnership and a
5 statement of qualification has been filed in accordance ss.
6 620.187 and 620.9001(3).

7 Section 37. Subsection (2) of section 620.105, Florida
8 Statutes, is amended to read:

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

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

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

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

21 Section 38. Section 620.108, Florida Statutes, is
22 amended to read:

23 620.108 Formation; certificate of limited
24 partnership.--

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

28 (a) The name of the limited partnership.

29 (b) The address of the recordkeeping office and the
30 name, street ~~and~~ address in this state, and written acceptance

31

1 of the agent for service of process required to be maintained
2 by s. 620.105.

3 (c) 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 (d) A mailing address for the limited partnership.

10 (e) The latest date upon which the limited partnership
11 is to dissolve.

12 (f) Any other matters the general partners determine
13 to include therein.

14

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

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

26 Section 39. Section 620.169, Florida Statutes, is
27 amended to read:

28 620.169 Registration of foreign limited
29 partnership.--Before transacting business in this state, a
30 foreign limited partnership must register with the Department
31 of State. In order to register, a foreign limited partnership

1 must submit to the department, in duplicate, an application
2 for registration as a foreign limited partnership, signed ~~and~~
3 ~~sworn to~~ by a general partner and setting forth:

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

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

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

14 (4) A statement that the Secretary of State is
15 appointed the agent of the foreign limited partnership for
16 service of process if an agent has not been appointed under
17 subsection (3) or, if an agent has been appointed, if the
18 agent's authority has been revoked or the agent cannot be
19 found or served with the exercise of reasonable diligence.

20 (5) The address of the office required to be
21 maintained in the state of its organization by the laws of
22 that state or, if not so required, of the principal office of
23 the foreign limited partnership.

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

30 (7) The address of the office at which is kept a list
31 of the names and addresses of the limited partners and their

1 capital contributions, together with an undertaking by the
2 foreign limited partnership to keep those records until the
3 foreign limited partnership's registration in this state is
4 canceled or withdrawn.

5 (8) A mailing address for the foreign limited
6 partnership.

7
8 An affidavit declaring the amount of the capital contributions
9 of the limited partners and the anticipated amount of the
10 capital contributions of the limited partners that are
11 allocated for the purpose of transacting business in this
12 state must accompany the application for registration.

13 Section 40. Section 620.173, Florida Statutes, is
14 amended to read:

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

23 Section 41. Subsection (1) of section 620.174, Florida
24 Statutes, is amended to read:

25 620.174 Cancellation of registration of foreign
26 limited partnership.--

27 (1) A foreign limited partnership may cancel its
28 registration by filing with the Department of State a
29 certificate of cancellation signed ~~and acknowledged or sworn~~
30 ~~to~~ by a general partner.

31

1 Section 42. Subsection (1) of section 620.177, Florida
2 Statutes, is amended to read:

3 620.177 Annual report of domestic or foreign limited
4 partnership; renewal of authority.--

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

11 (a) If a domestic limited partnership, the name of the
12 limited partnership or, if a foreign limited partnership, the
13 name under which it is registered to transact business in this
14 state.

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

16 (c) The date of formation in this state or the date of
17 original registration in this state.

18 (d) If a domestic limited partnership, the address of
19 the office, and the name and address of the agent for service
20 of process, required to be maintained by s. 620.105; or, if a
21 foreign limited partnership, the address of the office
22 required to be maintained by s. 620.169 and the name and
23 address of any agent for service of process appointed pursuant
24 to s. 620.169.

25 (e) The name and the business address of each general
26 partner. Each general partner that is a legal or commercial
27 entity and not an individual must be organized or otherwise
28 registered with the Department of State as required by law,
29 must maintain an active status, and must not be dissolved,
30 revoked, or withdrawn.

31 (f) A mailing address for the partnership.

1 (g) If a domestic limited partnership, the amount of
2 the capital contributions of its limited partners or, if a
3 foreign limited partnership, the amount of the capital
4 contributions of its limited partners that is allocated for
5 the purpose of transacting business in this state.

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

9 (i) Any additional information that is necessary or
10 appropriate to enable the department to carry out the
11 provisions of this act.

12 Section 43. Subsection (11) is added to section
13 620.182, Florida Statutes, to read:

14 620.182 Fees of the Department of State.--The fees of
15 the Department of State under this act are as follows:

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

17 Section 44. Paragraph (c) of subsection (1) of section
18 620.8105, Florida Statutes, is amended to read:

19 620.8105 Execution, filing, and recording of
20 partnership registration and other statements.--

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

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

25 ~~2.~~ The name and street address in this state of an
26 agent in this state appointed and maintained by the
27 partnership, who shall maintain a list of the names and
28 mailing addresses of all of the partners of the partnership
29 and, on request for good cause shown, shall make the list
30 available to any person at an office open from at least 10
31

1 a.m. to 12 noon each day, except Saturdays, Sundays, and legal
2 holidays.

3 Section 45. 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, and street address in this state, and
16 written acceptance of the partnership's registered agent for
17 service of process, who must be an individual resident of this
18 state or a foreign or domestic entity ~~other person~~ authorized
19 to 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 46. 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 47. 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 48. Subsection (2) of section 621.03, Florida
25 Statutes, is amended to read:

26 621.03 Definitions.--As used in this act the following
27 words shall have the meaning indicated:

28 (2) The term "professional corporation" means a
29 corporation which is organized under this act for the sole ~~and~~
30 ~~specific~~ purpose of rendering a specific professional service
31 and which has as its shareholders only other professional

1 corporations, professional limited liability companies, or
2 individuals who themselves are duly licensed or otherwise
3 legally authorized to render the same specific professional
4 service as the corporation.

5 Section 49. Section 620.051, Florida Statutes, is
6 amended to read:

7 621.051 Limited liability company organization.--A
8 group of professional service corporations, professional
9 limited liability companies, or individuals, in any
10 combination, duly licensed or otherwise legally authorized to
11 render the same professional services may organize and become
12 members of a professional limited liability company for
13 pecuniary profit under the provisions of chapter 608 for the
14 sole ~~and specific~~ purpose of rendering the same and specific
15 professional service. The articles of organization must
16 include the specific professional service to be rendered.

17 Section 50. Paragraph (b) of subsection (2) of section
18 621.12, Florida Statutes, is amended to read:

19 621.12 Identification with individual shareholders or
20 individual members.--

21 (2) The name shall also contain:

22 (b)1. In the case of a professional corporation, the
23 words "professional association" or the abbreviation "P.A.";
24 or

25 2. In the case of a professional limited liability
26 company, the words "professional limited company," or
27 "professional limited liability company," or the abbreviations
28 abbreviation "P.L.," "P.L.C.," or "P.L.L.C.," or the
29 designations "PL," "PLC," or "PLLC" in lieu of the words
30 "limited company" or "limited liability company or the
31 abbreviations "L.L.C." or abbreviation "L.C." or the

1 designations "LLC" or "LC"as otherwise required under s.
2 608.406.

3 Section 51. Subsection (2) of section 679.5011,
4 Florida Statutes, is amended to read:

5 679.5011 Filing office.--

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

14 Section 52. Section 679.527, Florida Statutes, is
15 amended to read:

16 679.527 Florida Secured Transaction Registry.--

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

18 (a) ~~The~~ "Florida Secured Transaction Registry" or
19 "registry" means the centralized database in which all initial
20 financing statements, amendments, assignments, and other
21 statements of change authorized to be filed under this chapter
22 are filed, maintained, and retrieved. The term does not apply
23 to documents that are filed under this chapter with the clerk
24 of a circuit court.

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

26 (c) "Materials and records" includes, but is not
27 limited to databases, source or object codes, and any software
28 relating to the Florida Secured Transaction Registry or other
29 filing system for centralized filing under this chapter,
30 regardless of the original source of its creation or
31 maintenance.

1 (2) ~~Under chapter 287, the department has the~~
2 ~~authority to determine and select the most qualified~~
3 ~~respondents to the request for qualifications and to negotiate~~
4 ~~and enter into one or more contracts as provided in this~~
5 ~~section.~~The contract may not be assignable or otherwise
6 transferable without the express written consent of the
7 department.

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

29 (4) Notwithstanding the terms and conditions of any
30 contract to perform the administrative and operational
31 functions of the filing office or filing officer under this

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

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

29 (a) ~~The qualifications shall, at a minimum, provide~~
30 ~~for the organization and maintenance of the Florida Secured~~
31

1 ~~Transaction Registry as the centralized Uniform Commercial~~
2 ~~Code filing and retrieval system, which:~~

3 (a)1. Is comparable and compatible with the
4 department's ~~existing~~ filing system as it existed on September
5 28, 2001.

6 (b)2. Is open to the public and accessible through the
7 Internet, to permit the review of all existing filings of the
8 department and all future filings in the registry, in
9 compliance with chapter 119.

10 (c)3. Provides for oversight and compliance audits by
11 the department.

12 (d)4. Requires records maintenance in compliance with
13 this chapter and chapter 119.

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

18 (6)(b) The Department of State shall develop
19 performance standards to ensure that the Florida Secured
20 Transaction Registry is accurate and complete and that the
21 users thereof are being well-served. Periodically, the
22 department shall verify that these performance standards are
23 being met or modified as may be needed from time to time.

24 Section 53. Section 267.171, Florida Statutes,
25 paragraph (11) of subsection (1) of section 679.1021, Florida
26 Statutes, and section 679.526, Florida Statutes, are repealed.

27 Section 54. This act shall take effect July 1, 2002.

1 STATEMENT OF SUBSTANTIAL CHANGES CONTAINED IN
2 COMMITTEE SUBSTITUTE FOR
3 Senate Bill 2404

4 The committee substitute:

5 1) Trademarks and service marks: clarifies the types of
6 ~~business entities that must include their names and business~~
7 ~~addresses in an application for a mark; provides that such an~~
8 ~~entity may include in the application, in lieu of a Florida~~
9 ~~registration or document number, a statement that it has no~~
10 ~~obligation to have such a number; clarifies when the~~
11 ~~Department of State must notify an entity of the expiration of~~
12 ~~a mark; removes a requirement in the original bill that the~~
13 ~~assignee must execute the assignment of a registration;~~
14 ~~removes authority for \$50 fees in the original bill for~~
15 ~~canceling or correcting a registration; and clarifies that~~
16 ~~corrections may be filed within 30 days after registration.~~

17 2) Corporations: allows a member of a corporation's board of
18 ~~directors to file corporate documents if the corporation has~~
19 ~~no chair or vice chair; clarifies that corporate documents~~
20 ~~take effect at the time of filing; clarifies that the~~
21 ~~exemption from the articles of incorporation being conclusive~~
22 ~~proof of incorporation applies only to proceedings for~~
23 ~~administrative dissolution commenced by the Department of~~
24 ~~State; retains authority in current law for a corporate name~~
25 ~~to include "words or abbreviations of like import in language"~~
26 ~~in lieu of specified words or abbreviations; requires the~~
27 ~~Department of State to mail any process served on an alien~~
28 ~~business organization after withdrawal of its registered~~
29 ~~agent; requires that articles of amendment for the division or~~
30 ~~combination of shares must be executed under uniform~~
31 ~~requirements for filing corporate documents; and clarifies the~~
~~requirements for execution of amendments to articles of~~
~~incorporation when amendments are made by incorporators or~~
~~boards of directors without shareholder action.~~

32 3) Limited liability companies: removes a requirement in
33 ~~current law that a limited liability company's articles of~~
34 ~~organization must specify if it is manager-managed; removes a~~
35 ~~requirement in the original bill that the articles of~~
36 ~~organization must include the names and addresses of the~~
37 ~~managers or managing members; eliminates authority in current~~
38 ~~law for attaching a copy of articles of organization in lieu~~
39 ~~of describing the document in articles of correction;~~
40 ~~prohibits retroactive dates in articles of dissolution;~~
41 ~~clarifies that updated annual reports may be filed at any time~~
42 ~~during the calendar year; and authorizes a foreign limited~~
43 ~~liability company to adopt an alternative name that meets~~
44 ~~wording requirements in order to transact business in this~~
45 ~~state.~~

46 4) Corporations not for profit: allows any director to
47 ~~execute corporate documents if there is no chair or vice chair~~
48 ~~of the board of directors; clarifies that corporate documents~~
49 ~~take effect at the time of filing; requires that articles of~~
50 ~~correction must be executed under uniform requirements for~~
51 ~~filing corporate documents; retains authority in current law~~
~~for a corporate name to include "words or abbreviations of~~

1 like import in language" in lieu of specified words or
2 abbreviations; and removes a requirement in the original bill
3 that articles of revocation of dissolution must be executed
4 under uniform requirements for filing corporate documents.
5 5) Limited partnerships: prohibits a limited partnership's
6 name from including words or abbreviations that imply the
7 limited partnership is a different type of entity; removes a
8 requirement in the original bill that a limited partnership's
9 articles of merger must be signed by at least one general
10 partner and by each new general partner if designated in the
11 articles; and retains a requirement in current law that a
12 limited partnership's second and subsequent annual reports
13 must be filed between January 1 and May 1 of each year.
14 6) Professional service corporations: requires a professional
15 corporation to render a specific professional service;
16 requires a professional limited liability company's articles
17 of organization to include the specific professional service
18 to be rendered; and expands the list of available words and
19 abbreviations required to be included in a professional
20 limited liability company's name.
21 7) Secured transaction registry: retains the requirement in
22 current law that the contract for operation of the registry is
23 not assignable or transferable without the written consent of
24 the Department of State; specifies that the contractor must
25 operate the registry in a manner that is comparable and
26 compatible with the Department of State's filing system as it
27 existed on September 28, 2001; and repeals a definition of
28 "filing-office rule."
29 8) Historic properties: repeals a provision that requires the
30 Department of State to contract with the City of St. Augustine
31 for the management of various state-owned historic properties.