

By Senator Latvala

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1                                   A bill to be entitled  
2           An act relating to business entity filing fees;  
3           amending ss. 607.0122, 608.452, 617.0122, 620.1109,  
4           and 620.81055, F.S.; requiring a corporation for  
5           profit, a limited liability company, a corporation not  
6           for profit, a domestic limited partnership, a foreign  
7           limited partnership, and a limited liability  
8           partnership, respectively, to submit a biennial report  
9           to the Department of State; revising report filing  
10          fees; providing for reduction of certain biennial  
11          report filing and supplemental corporate fees if the  
12          report is submitted by a specified date of the year in  
13          which the report is due; amending s. 607.193, F.S.;  
14          providing that the supplemental corporate fee is due  
15          in the year that the biennial report is submitted;  
16          providing that a late charge imposed on a supplemental  
17          report may be waived by the department in cases of  
18          demonstrated hardship; amending ss. 607.0121,  
19          607.0128, 607.01401, 607.0141, 607.0502, 607.0705,  
20          607.1420, 607.1421, 607.1509, 607.15101, 607.1530,  
21          607.1531, 607.15315, 607.1601, 607.1622, 608.448,  
22          608.4481, 608.4482, 608.4511, 608.509, 608.5101,  
23          608.512, 608.513, 608.5135, 617.0121, 617.0128,  
24          617.0141, 617.0502, 617.1420, 617.1421, 617.1509,  
25          617.1510, 617.1530, 617.1531, 617.1533, 617.1601,  
26          617.1622, 620.1115, 620.1209, 620.1210, 620.1809,  
27          620.1810, 620.1906, 620.1909, and 620.9003, F.S.;  
28          conforming provisions to changes made by the act;  
29          providing an effective date.

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

Section 1. Subsections (4), (17), and (23) of section 607.0122, Florida Statutes, are amended to read:

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

(4) Corporation's statement of change of registered agent or registered office or both if not included on the biennial annual report: \$35.

(17) Biennial Annual report: \$122.50, which shall be reduced by 15 percent if filed by January 31 of the year the report is due ~~\$61.25~~.

(23) Supplemental corporate fee: \$177.50, which shall be reduced by 15 percent if filed by January 31 of the year the biennial report is due ~~\$88.75~~.

Section 2. Section 607.193, Florida Statutes, is amended to read:

607.193 Supplemental corporate fee.—

(1) In addition to any other taxes imposed by law, a biennial ~~an annual~~ supplemental corporate fee of \$177.50 ~~\$88.75~~ is imposed on each business entity that is authorized to transact business in this state and is required to file a biennial ~~an annual~~ report with the Department of State under s. 607.1622, s. 608.4511, or s. 620.1210.

(2) (a) The business entity shall remit the supplemental corporate fee to the Department of State at the time it files

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59 the biennial ~~annual~~ report required by s. 607.1622, s. 608.4511,  
60 or s. 620.1210.

61 (b) In addition to the fees levied under ss. 607.0122,  
62 608.452, and 620.1109 and the supplemental corporate fee, a late  
63 charge of \$400 shall be imposed if the supplemental corporate  
64 fee is remitted after May 1 of the year the biennial report is  
65 due, except in circumstances in which a business entity was  
66 administratively dissolved or its certificate of authority was  
67 revoked due to its failure to file a biennial ~~an annual~~ report  
68 and the entity subsequently applied for reinstatement and paid  
69 the applicable reinstatement fee. In cases of demonstrated  
70 hardship that prevented the timely filing of the supplemental  
71 corporate fee, the Department of State may waive the late charge  
72 of \$400.

73 (3) The Department of State shall adopt rules and prescribe  
74 forms necessary to carry out the purposes of this section.

75 Section 3. Subsection (4) of section 608.452, Florida  
76 Statutes, is amended to read:

77 608.452 Fees of the Department of State.—The fees of the  
78 Department of State under this chapter are as follows:

79 (4) For filing a biennial ~~an annual~~ report, \$100, which  
80 shall be discounted by 15 percent if filed by January 31 of the  
81 year in which the report is due ~~\$50.~~

82 Section 4. Subsections (4) and (17) of section 617.0122,  
83 Florida Statutes, are amended to read:

84 617.0122 Fees for filing documents and issuing  
85 certificates.—The Department of State shall collect the  
86 following fees on documents delivered to the department for  
87 filing:

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88 (4) Corporation's statement of change of registered agent  
89 or registered office or both if not included on the biennial  
90 ~~annual~~ report: \$35.

91 (17) Biennial Annual report: \$122.50, which shall be  
92 reduced by 15 percent if filed by January 31 of the year in  
93 which the report is due ~~\$61.25~~.

94  
95 Any citizen support organization that is required by rule of the  
96 Department of Environmental Protection to be formed as a  
97 nonprofit organization and is under contract with the department  
98 is exempt from any fees required for incorporation as a  
99 nonprofit organization, and the Secretary of State may not  
100 assess any such fees if the citizen support organization is  
101 certified by the Department of Environmental Protection to the  
102 Secretary of State as being under contract with the Department  
103 of Environmental Protection.

104 Section 5. Section 620.1109, Florida Statutes, is amended  
105 to read:

106 620.1109 Department of State; fees.—In addition to the  
107 supplemental corporate fee of \$177.50 ~~\$88.75~~ imposed pursuant to  
108 s. 607.193, the fees of the Department of State under this act  
109 are as follows:

110 (1) For furnishing a certified copy, \$52.50 for the first  
111 15 pages plus \$1.00 for each additional page.

112 (2) For filing an original certificate of limited  
113 partnership, \$965.

114 (3) For filing an original application for registration as  
115 a foreign limited partnership, \$965.

116 (4) For filing certificate of conversion, \$52.50.

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117 (5) For filing certificate of merger, \$52.50 for each party  
118 thereto.

119 (6) For filing a reinstatement, \$500 for each calendar year  
120 or part thereof the limited partnership was administratively  
121 dissolved or foreign limited partnership was revoked in the  
122 records of the Department of State.

123 (7) For filing a biennial ~~an annual~~ report, \$822.50;  
124 however, the fee for filing the biennial report and the  
125 supplemental report shall be reduced by 15 percent if the  
126 biennial report is filed by January 31 of the year in which the  
127 report is due ~~\$411.25.~~

128 (8) For filing a certificate:

129 (a) Designating a registered agent, \$35;

130 (b) Changing a registered agent or registered office  
131 address, \$35;

132 (c) Resigning as a registered agent, \$87.50; or

133 (d) Of amendment or restatement of the certificate of  
134 limited partnership, \$52.50;

135 (9) For filing a statement of termination, \$52.50.

136 (10) For filing a notice of cancellation for foreign  
137 limited partnership, \$52.50.

138 (11) For furnishing a certificate of status or  
139 authorization, \$8.75.

140 (12) For filing a certificate of dissolution, \$52.50.

141 (13) For filing a certificate of revocation of dissolution,  
142 \$52.50.

143 (14) For filing any other domestic or foreign limited  
144 partnership document, \$52.50.

145 Section 6. Paragraph (h) of subsection (1) of section

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146 620.81055, Florida Statutes, is amended to read:

147 620.81055 Fees for filing documents and issuing  
148 certificates; powers of the Department of State.—

149 (1) The Department of State shall collect the following  
150 fees when documents authorized by this act are delivered to the  
151 Department of State for filing:

152 (h) Limited liability partnership biennial ~~annual~~ report:  
153 \$50; however, the fee for filing the biennial report and the  
154 supplemental report shall be reduced by 15 percent if the  
155 biennial report is filed by January 31 of the year in which the  
156 report is due ~~\$25~~.

157 Section 7. Subsection (1) of section 607.0121, Florida  
158 Statutes, is amended to read:

159 607.0121 Forms.—

160 (1) The Department of State may prescribe and furnish on  
161 request forms for:

162 (a) An application for certificate of status,

163 (b) A foreign corporation's application for certificate of  
164 authority to transact business in the state,

165 (c) A foreign corporation's application for certificate of  
166 withdrawal, and

167 (d) The biennial ~~annual~~ report, for which the department  
168 may prescribe the use of the uniform business report, pursuant  
169 to s. 606.06.

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171 If the Department of State so requires, the use of these forms  
172 shall be mandatory.

173 Section 8. Paragraph (d) of subsection (2) of section  
174 607.0128, Florida Statutes, is amended to read:

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175 607.0128 Certificate of status.—

176 (2) A certificate of status or authorization sets forth:

177 (d) That its most recent biennial ~~annual~~ report required by  
178 s. 607.1622 has been delivered to the department; and

179 Section 9. Subsection (20) of section 607.01401, Florida  
180 Statutes, is amended to read:

181 607.01401 Definitions.—As used in this act, unless the  
182 context otherwise requires, the term:

183 (20) "Principal office" means the office (in or out of this  
184 state) where the principal executive offices of a domestic or  
185 foreign corporation are located as designated in the articles of  
186 incorporation or other initial filing until a biennial ~~an annual~~  
187 report has been filed, and thereafter as designated in the  
188 biennial ~~annual~~ report.

189 Section 10. Paragraph (b) of subsection (4) of section  
190 607.0141, Florida Statutes, is amended to read:

191 607.0141 Notice.—

192 (4) Written notice to a domestic or foreign corporation  
193 authorized to transact business in this state may be addressed:

194 (b) To the corporation or its secretary at its principal  
195 office or electronic mail address as authorized and shown in its  
196 most recent biennial ~~annual~~ report or, in the case of a  
197 corporation that has not yet delivered a biennial ~~an annual~~  
198 report, in a domestic corporation's articles of incorporation or  
199 in a foreign corporation's application for certificate of  
200 authority.

201 Section 11. Subsections (2) and (4) of section 607.0502,  
202 Florida Statutes, are amended to read:

203 607.0502 Change of registered office or registered agent;

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204 resignation of registered agent.-

205 (2) Any registered agent may resign his or her agency  
206 appointment by signing and delivering for filing with the  
207 Department of State a statement of resignation and mailing a  
208 copy of such statement to the corporation at its principal  
209 office address shown in its most recent biennial ~~annual~~ report  
210 or, if none, filed in the articles of incorporation or other  
211 most recently filed document. The statement of resignation shall  
212 state that a copy of such statement has been mailed to the  
213 corporation at the address so stated. The agency is terminated  
214 as of the 31st day after the date on which the statement was  
215 filed and unless otherwise provided in the statement,  
216 termination of the agency acts as a termination of the  
217 registered office.

218 (4) Changes of the registered office or registered agent  
219 may be made by a change on the corporation's biennial ~~annual~~  
220 report form filed with the Department of State.

221 Section 12. Subsection (5) of section 607.0705, Florida  
222 Statutes, is amended to read:

223 607.0705 Notice of meeting.-

224 (5) Notwithstanding the foregoing, no notice of a  
225 shareholders' meeting need be given to a shareholder if:

226 (a) A biennial ~~An annual~~ report and proxy statements for  
227 two consecutive annual meetings of shareholders; or

228 (b) All, and at least two checks in payment of dividends or  
229 interest on securities during a 12-month period~~7~~

230  
231 have been sent by first-class United States mail, addressed to  
232 the shareholder at her or his address as it appears on the share



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233 transfer books of the corporation, and returned undeliverable.  
234 The obligation of the corporation to give notice of a  
235 shareholders' meeting to any such shareholder shall be  
236 reinstated once the corporation has received a new address for  
237 such shareholder for entry on its share transfer books.

238 Section 13. Paragraph (a) of subsection (1) of section  
239 607.1420, Florida Statutes, is amended to read:

240 607.1420 Grounds for administrative dissolution.—

241 (1) The Department of State may commence a proceeding under  
242 s. 607.1421 to administratively dissolve a corporation if:

243 (a) The corporation has failed to file its biennial ~~annual~~  
244 report and pay the biennial ~~annual~~ report filing fee by 5 p.m.  
245 Eastern Time on the third Friday in September of the year in  
246 which the report is due;

247 Section 14. Subsection (1) of section 607.1421, Florida  
248 Statutes, is amended to read:

249 607.1421 Procedure for and effect of administrative  
250 dissolution.—

251 (1) If the Department of State determines that one or more  
252 grounds exist under s. 607.1420 for dissolving a corporation, it  
253 shall serve the corporation with notice of its intention to  
254 administratively dissolve the corporation. If the corporation  
255 has provided the department with an electronic mail address,  
256 such notice shall be by electronic transmission. Administrative  
257 dissolution for failure to file a biennial ~~an annual~~ report  
258 shall occur on the fourth Friday in September of the ~~each~~ year  
259 in which the report is due. The Department of State shall issue  
260 a certificate of dissolution to each dissolved corporation.  
261 Issuance of the certificate of dissolution may be by electronic

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262 transmission to any corporation that has provided the department  
263 with an electronic mail address.

264 Section 15. Subsection (1) of section 607.1509, Florida  
265 Statutes, is amended to read:

266 607.1509 Resignation of registered agent of foreign  
267 corporation.—

268 (1) The registered agent of a foreign corporation may  
269 resign his or her agency appointment by signing and delivering  
270 to the Department of State for filing a statement of resignation  
271 and mailing a copy of such statement to the corporation at the  
272 corporation's principal office address shown in its most recent  
273 biennial ~~annual~~ report or, if none, shown in its application for  
274 a certificate of authority or other most recently filed  
275 document. The statement of resignation must state that a copy of  
276 such statement has been mailed to the corporation at the address  
277 so stated. The statement of resignation may include a statement  
278 that the registered office is also discontinued.

279 Section 16. Subsection (2) of section 607.15101, Florida  
280 Statutes, is amended to read:

281 607.15101 Service of process, notice, or demand on a  
282 foreign corporation.—

283 (2) A foreign corporation may be served by registered or  
284 certified mail, return receipt requested, addressed to the  
285 secretary of the foreign corporation at its principal office  
286 shown in its application for a certificate of authority or in  
287 its most recent biennial ~~annual~~ report if the foreign  
288 corporation:

289 (a) Has no registered agent or its registered agent cannot  
290 with reasonable diligence be served;

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291 (b) Has withdrawn from transacting business in this state  
292 under s. 607.1520; or

293 (c) Has had its certificate of authority revoked under s.  
294 607.1531.

295 Section 17. Subsection (1) of section 607.1530, Florida  
296 Statutes, is amended to read:

297 607.1530 Grounds for revocation of authority to transact  
298 business.—The Department of State may commence a proceeding  
299 under s. 607.1531 to revoke the certificate of authority of a  
300 foreign corporation authorized to transact business in this  
301 state if:

302 (1) The foreign corporation has failed to file its biennial  
303 ~~annual~~ report with the Department of State by 5 p.m. Eastern  
304 Time on the third Friday in September of the year in which the  
305 report is due.

306 Section 18. Subsection (1) of section 607.1531, Florida  
307 Statutes, is amended to read:

308 607.1531 Procedure for and effect of revocation.—

309 (1) If the Department of State determines that one or more  
310 grounds exist under s. 607.1530 for revocation of a certificate  
311 of authority, the Department of State shall serve the foreign  
312 corporation with notice of its intent to revoke the foreign  
313 corporation's certificate of authority. If the foreign  
314 corporation has provided the department with an electronic mail  
315 address, such notice shall be by electronic transmission.  
316 Revocation for failure to file a biennial ~~an annual~~ report shall  
317 occur on the fourth Friday in September of the ~~each~~ year in  
318 which the report is due. The department shall issue a  
319 certificate of revocation to each revoked corporation. Issuance

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320 of the certificate of revocation may be by electronic  
321 transmission to any corporation that has provided the department  
322 with an electronic mail address.

323 Section 19. Paragraph (b) of subsection (1) of section  
324 607.15315, Florida Statutes, is amended to read:

325 607.15315 Revocation; application for reinstatement.—

326 (1)

327 (b) As an alternative, the foreign corporation may submit a  
328 current biennial ~~annual~~ report, signed by the registered agent  
329 and an officer or director, that ~~which~~ substantially complies  
330 with the requirements of paragraph (a).

331 Section 20. Paragraph (g) of subsection (5) of section  
332 607.1601, Florida Statutes, is amended to read:

333 607.1601 Corporate records.—

334 (5) A corporation shall keep a copy of the following  
335 records:

336 (g) Its most recent biennial ~~annual~~ report delivered to the  
337 Department of State under s. 607.1622.

338 Section 21. Section 607.1622, Florida Statutes, is amended  
339 to read:

340 607.1622 Biennial ~~Annual~~ report for Department of State.—

341 (1) Each domestic corporation and each foreign corporation  
342 authorized to transact business in this state shall deliver to  
343 the Department of State for filing a sworn biennial ~~annual~~  
344 report on such forms as the Department of State prescribes that  
345 sets forth:

346 (a) The name of the corporation and the state or country  
347 under the law of which it is incorporated;

348 (b) The date of incorporation or, if a foreign corporation,

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349 the date on which it was admitted to do business in this state;

350 (c) The address of its principal office and the mailing  
351 address of the corporation;

352 (d) The corporation's federal employer identification  
353 number, if any, or, if none, whether one has been applied for;

354 (e) The names and business street addresses of its  
355 directors and principal officers;

356 (f) The street address of its registered office and the  
357 name of its registered agent at that office in this state;

358 (g) Language permitting a voluntary contribution of \$5 per  
359 taxpayer, which contribution shall be transferred into the  
360 Election Campaign Financing Trust Fund. A statement providing an  
361 explanation of the purpose of the trust fund shall also be  
362 included; and

363 (h) Such additional information as may be necessary or  
364 appropriate to enable the Department of State to carry out the  
365 provisions of this act.

366 (2) Proof to the satisfaction of the Department of State  
367 that on or before May 1 such report was deposited in the United  
368 States mail in a sealed envelope, properly addressed with  
369 postage prepaid, shall be deemed compliance with this  
370 requirement.

371 (3) If a biennial ~~an annual~~ report does not contain the  
372 information required by this section, the Department of State  
373 shall promptly notify the reporting domestic or foreign  
374 corporation in writing and return the report to it for  
375 correction. If the report is corrected to contain the  
376 information required by this section and delivered to the  
377 Department of State within 30 days after the effective date of

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378 notice, it is deemed to be timely filed.

379 (4) Each report shall be executed by the corporation by an  
380 officer or director or, if the corporation is in the hands of a  
381 receiver or trustee, shall be executed on behalf of the  
382 corporation by such receiver or trustee, and the signing thereof  
383 shall have the same legal effect as if made under oath, without  
384 the necessity of appending such oath thereto.

385 (5) The first biennial ~~annual~~ report must be delivered to  
386 the Department of State between January 1 and May 1 of the year  
387 following the calendar year in which a domestic corporation was  
388 incorporated or a foreign corporation was authorized to transact  
389 business. Subsequent ~~annual~~ reports must be delivered to the  
390 Department of State between January 1 and May 1 of the  
391 subsequent calendar years in which the report is due.

392 (6) Information in the biennial ~~annual~~ report must be  
393 current as of the date the ~~annual~~ report is executed on behalf  
394 of the corporation.

395 (7) If an additional updated report is received, the  
396 department shall file the document and make the information  
397 contained therein part of the official record.

398 (8) Any corporation failing to file a biennial ~~an-annual~~  
399 report that ~~which~~ complies with the requirements of this section  
400 shall not be permitted to maintain or defend any action in any  
401 court of this state until such report is filed and all fees and  
402 taxes due under this act are paid and shall be subject to  
403 dissolution or cancellation of its certificate of authority to  
404 do business as provided in this act.

405 (9) The department shall prescribe the forms on which to  
406 make the biennial ~~annual~~ report called for in this section and

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407 may substitute the uniform business report, pursuant to s.  
408 606.06, as a means of satisfying the requirement of this part.

409 Section 22. Paragraph (a) of subsection (1) of section  
410 608.448, Florida Statutes, is amended to read:

411 608.448 Grounds for administrative dissolution.—

412 (1) The Department of State may commence a proceeding under  
413 s. 608.4481 to administratively dissolve a limited liability  
414 company if:

415 (a) The limited liability company has failed to file its  
416 biennial ~~annual~~ report and pay the biennial ~~annual~~ report filing  
417 fee by 5 p.m. Eastern Time on the third Friday in September of  
418 the year in which the report is due.

419 Section 23. Subsection (1) of section 608.4481, Florida  
420 Statutes, is amended to read:

421 608.4481 Procedure for and effect of administrative  
422 dissolution.—

423 (1) If the Department of State determines that one or more  
424 grounds exist under s. 608.448 for dissolving a limited  
425 liability company, it shall serve the limited liability company  
426 with notice of its intent to administratively dissolve the  
427 limited liability company. If the limited liability company has  
428 provided the department with an electronic mail address, such  
429 notice shall be by electronic transmission. Administrative  
430 dissolution for failure to file a biennial ~~an annual~~ report  
431 shall occur on the fourth Friday in September of the ~~each~~ year  
432 in which the report is due. The Department of State shall issue  
433 a certificate of dissolution to each dissolved limited liability  
434 company. Issuance of the certificate of dissolution may be by  
435 electronic transmission to any limited liability company that

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436 has provided the department with an electronic mail address.

437 Section 24. Paragraph (b) of subsection (1) of section  
438 608.4482, Florida Statutes, is amended to read:

439 608.4482 Reinstatement following administrative  
440 dissolution.—

441 (1)

442 (b) As an alternative to the procedures of paragraph (a),  
443 an administratively dissolved limited liability company may  
444 submit a current biennial ~~annual~~ report, signed by the  
445 registered agent, that ~~which~~ substantially complies with the  
446 requirements of paragraph (a).

447 Section 25. Section 608.4511, Florida Statutes, is amended  
448 to read:

449 608.4511 Biennial ~~Annual~~ report for Department of State.—

450 (1) Each domestic limited liability company and each  
451 foreign limited liability company authorized to transact  
452 business in this state shall deliver to the Department of State  
453 for filing a sworn biennial ~~annual~~ report on such forms as the  
454 Department of State prescribes that sets forth:

455 (a) The name of the limited liability company and the state  
456 or country under the law of which it is organized.

457 (b) The date of organization or, if a foreign limited  
458 liability company, the date on which it was admitted to do  
459 business in this state.

460 (c) The street address and the mailing address of its  
461 principal office.

462 (d) The limited liability company's federal employer  
463 identification number or, if none, whether one has been applied  
464 for.



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465 (e) The names and business, residence, or mailing address  
466 of its managing members or managers.

467 (f) The street address of its registered office and the  
468 name of its registered agent at that office in this state.

469 (g) Such additional information as may be necessary or  
470 appropriate to enable the Department of State to carry out the  
471 provisions of this chapter.

472 (2) Proof to the satisfaction of the Department of State  
473 that on or before May 1 such report was deposited in the United  
474 States mail in a sealed envelope, properly addressed with  
475 postage prepaid, shall be deemed timely compliance with this  
476 requirement.

477 (3) If a biennial ~~an annual~~ report does not contain the  
478 information required by this section, the Department of State  
479 shall promptly notify the reporting domestic or foreign limited  
480 liability company in writing and return the report to it for  
481 correction. If the report is corrected to contain the  
482 information required by this section and delivered to the  
483 Department of State within 30 days after the effective date of  
484 notice, it is deemed to be timely filed.

485 (4) Each report shall be executed by the limited liability  
486 company by a managing member or manager or, if the limited  
487 liability company is in the hands of a receiver or trustee,  
488 shall be executed on behalf of the limited liability company by  
489 such receiver or trustee, and the signing thereof shall have the  
490 same legal effect as if made under oath, without the necessity  
491 of appending such oath thereto.

492 (5) The first biennial ~~annual~~ report shall be delivered to  
493 the Department of State between January 1 and May 1 of the year

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494 following the calendar year in which a domestic limited  
495 liability company was organized or a foreign limited liability  
496 company was authorized to transact business. Subsequent biennial  
497 ~~annual~~ reports shall be delivered to the Department of State  
498 between January 1 and May 1 of the subsequent calendar years in  
499 which the report is due.

500 (6) Information in the biennial ~~annual~~ report shall be  
501 current as of the date the biennial ~~annual~~ report is executed on  
502 behalf of the limited liability company.

503 (7) Any limited liability company failing to file a  
504 biennial ~~annual~~ report that ~~which~~ complies with the  
505 requirements of this section shall not be permitted to  
506 prosecute, maintain, or defend any action in any court of this  
507 state until such report is filed and all fees, penalties, and  
508 taxes due under this chapter are paid and shall be subject to  
509 dissolution or cancellation of its certificate of authority to  
510 do business as provided in this chapter.

511 (8) The department shall prescribe the forms on which to  
512 make the biennial ~~annual~~ report called for in this section and  
513 may substitute the uniform business report, pursuant to s.  
514 606.06, as a means of satisfying the requirement of this part.

515 Section 26. Subsection (1) of section 608.509, Florida  
516 Statutes, is amended to read:

517 608.509 Resignation of registered agent or foreign limited  
518 liability company.—

519 (1) The registered agent of a foreign limited liability  
520 company may resign his or her agency appointment by signing and  
521 delivering to the Department of State for filing the original  
522 statement of resignation and mailing a copy of such statement to

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523 the limited liability company at the limited liability company's  
524 principal office address shown in its most recent biennial  
525 ~~annual~~ report or, if none, shown in its certificate of authority  
526 or most recently filed document. This statement of resignation  
527 shall state that a copy of such statement has been mailed to the  
528 limited liability company at the address so stated. The  
529 statement of resignation may include a statement that the  
530 registered office is also discontinued.

531 Section 27. Subsection (2) of section 608.5101, Florida  
532 Statutes, is amended to read:

533 608.5101 Service of process; notice or demand on a foreign  
534 limited liability company.—

535 (2) A foreign limited liability company may be served by  
536 registered or certified mail, return receipt requested,  
537 addressed to the secretary of the foreign limited liability  
538 company at its principal office shown in its application for a  
539 certificate of authority or in its most recent biennial ~~annual~~  
540 report if the foreign limited liability company:

541 (a) Has no registered agent or its registered agent cannot  
542 with reasonable diligence be served;

543 (b) Has withdrawn from transacting business in this state  
544 under s. 608.511; or

545 (c) Has had its certificate of authority revoked under s.  
546 608.513.

547 Section 28. Subsection (1) of section 608.512, Florida  
548 Statutes, is amended to read:

549 608.512 Grounds for revocation of authority to transact  
550 business.—The Department of State may commence a proceeding  
551 under s. 608.513 to revoke the certificate of authority of a

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552 foreign limited liability company authorized to transact  
553 business in this state if:

554 (1) The foreign limited liability company has failed to  
555 file its biennial ~~annual~~ report with the Department of State by  
556 5 p.m. Eastern Time on the third Friday in September of the year  
557 in which the report is due.

558 Section 29. Subsection (1) of section 608.513, Florida  
559 Statutes, is amended to read:

560 608.513 Procedure for and effect of revocation.—

561 (1) If the Department of State determines that one or more  
562 grounds exist under s. 608.512 for revocation of a certificate  
563 of authority, the Department of State shall serve the foreign  
564 limited liability company with notice of its intent to revoke  
565 the foreign limited liability company's certificate of  
566 authority. If the foreign limited liability company has provided  
567 the department with an electronic mail address, such notice  
568 shall be by electronic transmission. Revocation for failure to  
569 file a biennial ~~an annual~~ report shall occur on the fourth  
570 Friday in September of the ~~each~~ year in which the report is due.  
571 The Department of State shall issue a certificate of revocation  
572 to each revoked foreign limited liability company. Issuance of  
573 the certificate of revocation may be by electronic transmission  
574 to any foreign limited liability company that has provided the  
575 department with an electronic mail address.

576 Section 30. Paragraph (b) of subsection (1) of section  
577 608.5135, Florida Statutes, is amended to read:

578 608.5135 Revocation; application for reinstatement.—

579 (1)

580 (b) As an alternative, the foreign limited liability

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581 company may submit a current biennial ~~annual~~ report, signed by  
582 the registered agent and a manager or managing member, that  
583 ~~which~~ substantially complies with the requirements of paragraph  
584 (a).

585 Section 31. Subsection (1) of section 617.0121, Florida  
586 Statutes, is amended to read:

587 617.0121 Forms.—

588 (1) The Department of State may prescribe and furnish on  
589 request forms for:

590 (a) An application for certificate of status;;T

591 (b) A foreign corporation's application for certificate of  
592 authority to conduct its affairs in the state;;T

593 (c) A foreign corporation's application for certificate of  
594 withdrawal;;T and

595 (d) The biennial ~~annual~~ report, for which the department  
596 may prescribe the use of the uniform business report, pursuant  
597 to s. 606.06.

598  
599 If the Department of State so requires, the use of these forms  
600 shall be mandatory.

601 Section 32. Paragraph (d) of subsection (2) of section  
602 617.0128, Florida Statutes, is amended to read:

603 617.0128 Certificate of status.—

604 (2) A certificate of status or authorization sets forth:

605 (d) That its most recent biennial ~~annual~~ report required by  
606 s. 617.1622 has been delivered to the department; and

607 Section 33. Subsection (5) of section 617.0141, Florida  
608 Statutes, is amended to read:

609 617.0141 Notice.—

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610 (5) Written notice to a domestic or foreign corporation  
611 authorized to conduct its affairs in this state may be addressed  
612 to its registered agent at its registered office or to the  
613 corporation or its secretary at its principal office shown in  
614 its most recent biennial ~~annual~~ report or, in the case of a  
615 corporation that has not yet delivered a biennial ~~an annual~~  
616 report, in a domestic corporation's articles of incorporation or  
617 in a foreign corporation's application for certificate of  
618 authority.

619 Section 34. Subsections (2) and (4) of section 617.0502,  
620 Florida Statutes, are amended to read:

621 617.0502 Change of registered office or registered agent;  
622 resignation of registered agent.—

623 (2) Any registered agent may resign his or her agency  
624 appointment by signing and delivering for filing with the  
625 Department of State a statement of resignation and mailing a  
626 copy of such statement to the corporation at its principal  
627 office address shown in its most recent biennial ~~annual~~ report  
628 or, if none, filed in the articles of incorporation or other  
629 most recently filed document. The statement of resignation shall  
630 state that a copy of such statement has been mailed to the  
631 corporation at the address so stated. The agency is terminated  
632 as of the 31st day after the date on which the statement was  
633 filed and unless otherwise provided in the statement,  
634 termination of the agency acts as a termination of the  
635 registered office.

636 (4) Changes of the registered office or registered agent  
637 may be made by a change on the corporation's biennial ~~annual~~  
638 report form filed with the Department of State.

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639 Section 35. Paragraph (a) of subsection (1) of section  
640 617.1420, Florida Statutes, is amended to read:

641 617.1420 Grounds for administrative dissolution.—

642 (1) The Department of State may commence a proceeding under  
643 s. 617.1421 to administratively dissolve a corporation if:

644 (a) The corporation has failed to file its biennial ~~annual~~  
645 report and pay the biennial ~~annual~~ report filing fee by 5 p.m.  
646 Eastern Time on the third Friday in September of the year in  
647 which the report is due;

648 Section 36. Subsection (1) of section 617.1421, Florida  
649 Statutes, is amended to read:

650 617.1421 Procedure for and effect of administrative  
651 dissolution.—

652 (1) If the Department of State determines that one or more  
653 grounds exist under s. 617.1420 for administratively dissolving  
654 a corporation, it shall serve the corporation with notice of its  
655 intent under s. 617.0504(2) to administratively dissolve the  
656 corporation. If the corporation has provided the department with  
657 an electronic mail address, such notice shall be by electronic  
658 transmission. Administrative dissolution for failure to file a  
659 biennial ~~an annual~~ report shall occur on the fourth Friday in  
660 September of the ~~each~~ year in which the report is due. The  
661 Department of State shall issue a certificate of dissolution to  
662 each dissolved corporation. Issuance of the certificate of  
663 dissolution may be by electronic transmission to any corporation  
664 that has provided the department with an electronic mail  
665 address.

666 Section 37. Subsection (1) of section 617.1509, Florida  
667 Statutes, is amended to read:

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668           617.1509 Resignation of registered agent of foreign  
669 corporation.—

670           (1) The registered agent of a foreign corporation may  
671 resign his or her agency appointment by signing and delivering  
672 to the Department of State for filing a statement of resignation  
673 and mailing a copy of such statement to the corporation at the  
674 corporation's principal office address shown in its most recent  
675 biennial ~~annual~~ report or, if none, shown in its application for  
676 a certificate of authority or other most recently filed  
677 document. The statement of resignation must state that a copy of  
678 such statement has been mailed to the corporation at the address  
679 so stated. The statement of resignation may include a statement  
680 that the registered office is also discontinued.

681           Section 38. Subsection (2) of section 617.1510, Florida  
682 Statutes, is amended to read:

683           617.1510 Service of process, notice, or demand on a foreign  
684 corporation.—

685           (2) A foreign corporation may be served by registered or  
686 certified mail, return receipt requested, addressed to the  
687 secretary of the foreign corporation at its principal office  
688 shown in its application for a certificate of authority or in  
689 its most recent biennial ~~annual~~ report if the foreign  
690 corporation:

691           (a) Has no registered agent or its registered agent cannot  
692 with reasonable diligence be served;

693           (b) Has withdrawn from conducting its affairs in this state  
694 under s. 617.1520; or

695           (c) Has had its certificate of authority revoked under s.  
696 617.1531.



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697 Section 39. Subsection (1) of section 617.1530, Florida  
698 Statutes, is amended to read:

699 617.1530 Grounds for revocation of authority to conduct  
700 affairs.—The Department of State may commence a proceeding under  
701 s. 617.1531 to revoke the certificate of authority of a foreign  
702 corporation authorized to conduct its affairs in this state if:

703 (1) The foreign corporation has failed to file its biennial  
704 ~~annual~~ report with the Department of State by 5 p.m. Eastern  
705 Time on the third Friday in September of the year in which the  
706 report is due.

707 Section 40. Subsection (1) of section 617.1531, Florida  
708 Statutes, is amended to read:

709 617.1531 Procedure for and effect of revocation.—

710 (1) If the Department of State determines that one or more  
711 grounds exist under s. 617.1530 for revocation of a certificate  
712 of authority, the Department of State shall serve the foreign  
713 corporation with notice of its intent to revoke the foreign  
714 corporation's certificate of authority. If the foreign  
715 corporation has provided the department with an electronic mail  
716 address, such notice shall be by electronic transmission.  
717 Revocation for failure to file a biennial ~~an annual~~ report shall  
718 occur on the fourth Friday in September of the each year in  
719 which the report is due. The Department of State shall issue a  
720 certificate of revocation to each revoked corporation. Issuance  
721 of the certificate of revocation may be by electronic  
722 transmission to any foreign corporation that has provided the  
723 department with an electronic mail address.

724 Section 41. Paragraph (b) of subsection (1) of section  
725 617.1533, Florida Statutes, is amended to read:

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726 617.1533 Reinstatement following revocation.—

727 (1)

728 (b) In the alternative, the foreign corporation may submit  
729 a current biennial ~~annual~~ report, signed by the registered agent  
730 and an officer or director, that ~~which~~ substantially complies  
731 with the requirements of paragraph (a).

732 Section 42. Paragraph (f) of subsection (5) of section  
733 617.1601, Florida Statutes, is amended to read:

734 617.1601 Corporate records.—

735 (5) A corporation shall keep a copy of the following  
736 records:

737 (f) Its most recent biennial ~~annual~~ report delivered to the  
738 Department of State under s. 617.1622.

739 Section 43. Section 617.1622, Florida Statutes, is amended  
740 to read:

741 617.1622 Biennial ~~Annual~~ report for Department of State.—

742 (1) Each domestic and each foreign corporation authorized  
743 to conduct its affairs in this state shall deliver to the  
744 Department of State for filing a sworn biennial ~~annual~~ report,  
745 on such form as the Department of State prescribes, that sets  
746 forth:

747 (a) The name of the corporation and the state or country  
748 under the law of which it is incorporated;

749 (b) The date of incorporation or, if a foreign corporation,  
750 the date on which it was admitted to conduct its affairs in this  
751 state;

752 (c) The address of the principal office and the mailing  
753 address of the corporation;

754 (d) The corporation's federal employer identification

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755 number, if any, or, if none, whether one has been applied for;

756 (e) The names and business street addresses of its  
757 directors and principal officers;

758 (f) The street address of its registered office in this  
759 state and the name of its registered agent at that office; and

760 (g) Such additional information as may be necessary or  
761 appropriate to enable the Department of State to carry out the  
762 provisions of this act.

763 (2) The deposit of such report, on or before May 1, in the  
764 United States mail in a sealed envelope, properly addressed with  
765 postage prepaid, constitutes compliance with subsection (1).

766 (3) If a biennial ~~an annual~~ report does not contain the  
767 information required by subsection (1), the Department of State  
768 shall promptly notify the reporting domestic or foreign  
769 corporation in writing and return the report to it for  
770 correction. If the report is corrected to contain the  
771 information required by subsection (1) and delivered to the  
772 Department of State within 30 days after the effective date of  
773 notice, it is deemed to be timely filed.

774 (4) Each biennial ~~annual~~ report must be executed by the  
775 corporation by an officer or director or, if the corporation is  
776 in the hands of a receiver or trustee, must be executed on  
777 behalf of the corporation by such receiver or trustee, and the  
778 signing of the biennial ~~annual~~ report shall have the same legal  
779 effect as if made under oath, without the necessity of appending  
780 such oath thereto.

781 (5) The first biennial ~~annual~~ report must be delivered to  
782 the Department of State between January 1 and May 1 of the year  
783 following the calendar year in which a domestic corporation was

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784 incorporated or a foreign corporation was authorized to conduct  
785 affairs. Subsequent annual reports must be delivered to the  
786 Department of State between January 1 and May 1 of the  
787 subsequent calendar years in which the report is due.

788 (6) Information in the biennial ~~annual~~ report must be  
789 current as of the date the biennial ~~annual~~ report is executed on  
790 behalf of the corporation.

791 (7) If an additional report is received, the department  
792 shall file the document and make the information contained  
793 therein part of the official record.

794 (8) Any corporation that fails to file a biennial ~~an annual~~  
795 report that ~~which~~ complies with the requirements of this section  
796 may not maintain or defend any action in any court of this state  
797 until such report is filed and all fees and taxes due under this  
798 act are paid, and such corporation is subject to dissolution or  
799 cancellation of its certificate of authority to conduct its  
800 affairs as provided in this act.

801 (9) The department shall prescribe the forms on which to  
802 make the biennial ~~annual~~ report called for in this section and  
803 may substitute the uniform business report, pursuant to s.  
804 606.06, as a means of satisfying the requirement of this  
805 section.

806 Section 44. Subsection (3) of section 620.1115, Florida  
807 Statutes, is amended to read:

808 620.1115 Change of registered agent or registered office.—

809 (3) The changes described in this section may also be made  
810 on the limited partnership or foreign limited partnership's  
811 biennial ~~annual~~ report filed with the Department of State.

812 Section 45. Paragraph (d) of subsection (1) and paragraph

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813 (d) of subsection (2) of section 620.1209, Florida Statutes, are  
814 amended to read:

815 620.1209 Certificate of status.—

816 (1) The Department of State, upon request and payment of  
817 the requisite fee, shall furnish a certificate of status for a  
818 limited partnership if the records filed in the Department of  
819 State show that the Department of State has filed a certificate  
820 of limited partnership. A certificate of status must state:

821 (d) Whether the limited partnership's most recent biennial  
822 ~~annual~~ report required by s. 620.1210 has been filed by the  
823 Department of State.

824 (2) The Department of State, upon request and payment of  
825 the requisite fee, shall furnish a certificate of status for a  
826 foreign limited partnership if the records filed in the  
827 Department of State show that the Department of State has filed  
828 a certificate of authority. A certificate of status must state:

829 (d) Whether the foreign limited partnership's most recent  
830 biennial ~~annual~~ report required by s. 620.1210 has been filed by  
831 the Department of State.

832 Section 46. Section 620.1210, Florida Statutes, is amended  
833 to read:

834 620.1210 Biennial ~~Annual~~ report for Department of State.—

835 (1) A limited partnership or a foreign limited partnership  
836 authorized to transact business in this state shall deliver to  
837 the Department of State for filing a biennial ~~an annual~~ report  
838 that states:

839 (a) The name of the limited partnership or, if a foreign  
840 limited partnership, the name under which the foreign limited  
841 partnership is registered to transact business in this state.

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842 (b) The street and mailing address of the limited  
843 partnership or foreign limited partnership, the name of its  
844 registered agent in this state, and the street address of its  
845 registered office in this state.

846 (c) The name and business address of each general partner.  
847 Each general partner that is not an individual must be organized  
848 or otherwise registered with the Department of State as required  
849 by law, must maintain an active status, and must not be  
850 dissolved, revoked, or withdrawn.

851 (d) Federal Employer Identification number.

852 (e) Any additional information that is necessary or  
853 appropriate to enable the Department of State to carry out the  
854 provisions of this act.

855 (2) Information in a biennial ~~an annual~~ report must be  
856 current as of the date the biennial ~~annual~~ report is delivered  
857 to the Department of State for filing.

858 (3) The first biennial ~~annual~~ report must be delivered to  
859 the Department of State between January 1 and May 1 of the year  
860 following the calendar year in which a limited partnership was  
861 formed or a foreign limited partnership was authorized to  
862 transact business. A biennial ~~An annual~~ report must be delivered  
863 to the Department of State between January 1 and May 1 of each  
864 subsequent calendar year in which the report is due.

865 (4) If a biennial ~~an annual~~ report does not contain the  
866 information required in subsection (1), the Department of State  
867 shall promptly notify the reporting limited partnership or  
868 foreign limited partnership and return the report to it for  
869 correction. If the report is corrected to contain the  
870 information required in subsection (1) and delivered to the

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871 Department of State within 30 days after the effective date of  
872 the notice, it is timely delivered.

873 (5) If a filed biennial ~~annual~~ report contains the address  
874 of a designated office, name of a registered agent, or  
875 registered office address that ~~which~~ differs from the  
876 information shown in the records of the Department of State  
877 immediately before the filing, the differing information in the  
878 biennial ~~annual~~ report is considered a statement of change under  
879 s. 620.1115.

880 Section 47. Subsections (1) and (2) of section 620.1809,  
881 Florida Statutes, are amended to read:

882 620.1809 Administrative dissolution.—

883 (1) The Department of State may dissolve a limited  
884 partnership administratively if the limited partnership does  
885 not:

886 (a) Pay any fee or penalty due to the Department of State  
887 under this act;

888 (b) Deliver its biennial ~~annual~~ report to the Department of  
889 State by 5 p.m. Eastern Time on the third Friday in September of  
890 the year in which the report is due;

891 (c) Appoint and maintain a registered agent as required by  
892 s. 620.1114; or

893 (d) Deliver for filing a statement of a change under s.  
894 620.1115 within 30 days after a change has occurred in the name  
895 of the registered agent or the registered office address.

896 (2) If the Department of State determines that a ground  
897 exists for administratively dissolving a limited partnership,  
898 the Department of State shall serve notice on the limited  
899 partnership of its intent to administratively dissolve the

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900 limited partnership. If the limited partnership has provided the  
901 department with an electronic mail address, such notice shall be  
902 by electronic transmission. Administrative dissolution for  
903 failure to file a biennial ~~an annual~~ report shall occur on the  
904 fourth Friday in September of the each year in which the report  
905 is due. The Department of State shall issue a certificate of  
906 dissolution to each dissolved limited partnership. Issuance of  
907 the certificate of dissolution may be by electronic transmission  
908 to any limited partnership that has provided the department with  
909 an electronic mail address.

910 Section 48. Subsections (2) and (3) of section 620.1810,  
911 Florida Statutes, are amended to read:

912 620.1810 Reinstatement following administrative  
913 dissolution.—

914 (2) As an alternative to submitting the form of  
915 reinstatement referred to in subsection (1), the limited  
916 partnership may submit a current biennial ~~annual~~ report, signed  
917 by its registered agent and a general partner, that ~~which~~  
918 contains the same information described in subsection (1).

919 (3) If the Department of State determines that the  
920 application for reinstatement, or current biennial ~~annual~~ report  
921 described in subsection (2), contains the information required  
922 by subsection (1) and that the information is correct, the  
923 Department of State shall reinstate the limited partnership.

924 Section 49. Paragraph (b) of subsection (1) and subsection  
925 (2) of section 620.1906, Florida Statutes, are amended to read:

926 620.1906 Revocation of certificate of authority.—

927 (1) A certificate of authority of a foreign limited  
928 partnership to transact business in this state may be revoked by



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929 the Department of State in the manner provided in subsections  
930 (2) and (3) if the foreign limited partnership does not:

931 (b) Deliver its biennial ~~annual~~ report to the Department of  
932 State by 5 p.m. Eastern Time on the third Friday in September of  
933 the year in which the report is due;

934 (2) If the Department of State determines that one or more  
935 grounds exist under this section for revocation of a foreign  
936 limited partnership, it shall notify the foreign limited  
937 partnership of its intent to revoke the foreign limited  
938 partnership's certificate of authority. If the foreign limited  
939 partnership has provided the department with an electronic mail  
940 address, such notice shall be by electronic transmission.  
941 Revocation for failure to file a biennial ~~an annual~~ report shall  
942 occur on the fourth Friday in September of the ~~each~~ year in  
943 which the report is due. The Department of State shall issue a  
944 certificate of revocation to each revoked foreign limited  
945 partnership. Issuance of the certificate of revocation may be by  
946 electronic transmission to any foreign limited partnership that  
947 has provided the department with an electronic mail address.

948 Section 50. Subsections (2) and (3) of section 620.1909,  
949 Florida Statutes, are amended to read:

950 620.1909 Reinstatement following administrative  
951 revocation.—

952 (2) As an alternative to submitting the form of  
953 reinstatement referred to in subsection (1), the foreign limited  
954 partnership may submit a current biennial ~~annual~~ report, signed  
955 by its registered agent and a general partner, that ~~which~~  
956 contains the same information described in subsection (1).

957 (3) If the Department of State determines that the

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958 application for reinstatement or the current biennial ~~annual~~  
959 report described in subsection (2) contains the information  
960 required by subsection (1) and that the information is correct,  
961 it shall reinstate the foreign limited partnership's certificate  
962 of authority.

963 Section 51. Subsections (1), (2), and (3) of section  
964 620.9003, Florida Statutes, are amended to read:

965 620.9003 Biennial ~~Annual~~ report.-

966 (1) A limited liability partnership, and a foreign limited  
967 liability partnership authorized to transact business in this  
968 state, shall file a biennial ~~an-annual~~ report in the office of  
969 the Secretary of State that ~~which~~ contains:

970 (a) The name of the limited liability partnership and the  
971 state or other jurisdiction under whose laws the foreign limited  
972 liability partnership is formed;

973 (b) The current street address of the partnership's chief  
974 executive office and, if different, the current street address  
975 of its principal office in this state, if there is one;

976 (c) The partnership's Federal Employer Identification  
977 Number, if any, or, if none, whether one has been applied for;  
978 and

979 (d) The name and street address of the partnership's  
980 current agent for service of process, who must be an individual  
981 resident of this state or other person authorized to do business  
982 in this state.

983 (2) A biennial ~~An-annual~~ report must be filed between  
984 January 1 and May 1 of each year following the calendar year in  
985 which a partnership files a statement of qualification or a  
986 foreign partnership becomes authorized to transact business in

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987 this state.

988 (3) The Department of State may administratively revoke the  
989 statement of qualification of a partnership that fails to file  
990 its biennial ~~annual~~ report and pay the required filing fee by 5  
991 p.m. Eastern Time on the third Friday in September of the year  
992 in which the report is due. The Department of State shall serve  
993 a 60-day notice on the limited liability partnership of its  
994 intent to revoke the statement of qualification. If the  
995 partnership has provided the department with an electronic mail  
996 address, such notice shall be by electronic transmission.  
997 Revocation for failure to file a biennial ~~an annual~~ report shall  
998 occur on the fourth Friday in September of the ~~each~~ year in  
999 which the report is due. The Department of State shall issue a  
1000 certificate of revocation of the statement of qualification to  
1001 each revoked partnership. Issuance of the certificate of  
1002 revocation of the statement of qualification may be by  
1003 electronic transmission to any partnership that has provided the  
1004 department with an electronic mail address.

1005 Section 52. This act shall take effect July 1, 2013.