

1 A bill to be entitled
 2 An act relating to annual corporate reports and fees;
 3 amending s. 607.1622, F.S.; authorizing domestic and
 4 foreign corporations to submit biennial reports to the
 5 Department of State; amending s. 607.0122, F.S.;
 6 establishing a biennial report filing fee and a
 7 biennial supplemental corporate fee; amending ss.
 8 606.06, 607.0121, 607.0128, 607.01401, 607.0141,
 9 607.0502, 607.0705, 607.1420, 607.1421, 607.1509,
 10 607.15101, 607.1530, 607.1531, 607.15315, 607.1601,
 11 and 607.193, F.S.; conforming provisions to changes
 12 made by the act; providing an effective date.

13
 14 Be It Enacted by the Legislature of the State of Florida:

15
 16 Section 1. Section 607.1622, Florida Statutes, is amended
 17 to read:

18 607.1622 Annual or biennial report for Department of
 19 State.—

20 (1) Each domestic corporation and each foreign corporation
 21 authorized to transact business in this state shall deliver to
 22 the Department of State for filing a sworn annual or biennial
 23 report on such forms as the Department of State prescribes that
 24 sets forth:

25 (a) The name of the corporation and the state or country

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26 | under the law of which it is incorporated;

27 | (b) The date of incorporation or, if a foreign
28 | corporation, the date on which it was admitted to do business in
29 | this state;

30 | (c) The address of its principal office and the mailing
31 | address of the corporation;

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

34 | (e) The names and business street addresses of its
35 | directors and principal officers;

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

38 | (g) Language permitting a voluntary contribution of \$5 per
39 | taxpayer, which contribution shall be transferred into the
40 | Election Campaign Financing Trust Fund. A statement providing an
41 | explanation of the purpose of the trust fund shall also be
42 | included; and

43 | (h) Such additional information as may be necessary or
44 | appropriate to enable the Department of State to carry out ~~the~~
45 | ~~provisions of~~ this act.

46 | (2) Proof to the satisfaction of the Department of State
47 | that, on or before May 1 of the year the report was due, such
48 | report was deposited in the United States mail in a sealed
49 | envelope, properly addressed with postage prepaid, shall be
50 | deemed compliance with this requirement.

51 (3) If an annual or biennial report does not contain the
52 information required by this section, the Department of State
53 shall promptly notify the reporting domestic or foreign
54 corporation in writing and return the report to it for
55 correction. If the report is corrected to contain the
56 information required by this section and delivered to the
57 Department of State within 30 days after the effective date of
58 notice, it is deemed to be timely filed.

59 (4) Each report shall be executed by the corporation by an
60 officer or director or, if the corporation is in the hands of a
61 receiver or trustee, shall be executed on behalf of the
62 corporation by such receiver or trustee, and the signing thereof
63 shall have the same legal effect as if made under oath, without
64 the necessity of appending such oath thereto.

65 (5) The first ~~annual~~ report must be delivered to the
66 Department of State between January 1 and May 1 of the year
67 following the calendar year in which a domestic corporation was
68 incorporated or a foreign corporation was authorized to transact
69 business. Subsequent annual or biennial reports must be
70 delivered to the Department of State between January 1 and May 1
71 of the subsequent calendar years in which the reports are due.

72 (6) Information in the annual or biennial report must be
73 current as of the date the ~~annual~~ report is executed on behalf
74 of the corporation.

75 (7) If an additional updated report is received, the

76 | department shall file the document and make the information
 77 | contained therein part of the official record.

78 | (8) Any corporation failing to file an annual or biennial
 79 | report that ~~which~~ complies with ~~the requirements of~~ this section
 80 | shall not be permitted to maintain or defend any action in any
 81 | court of this state until such report is filed and all fees and
 82 | taxes due under this act are paid and shall be subject to
 83 | dissolution or cancellation of its certificate of authority to
 84 | do business as provided in this act.

85 | (9) The department shall prescribe the forms on which to
 86 | make the annual or biennial report called for in this section
 87 | and may substitute the uniform business report, pursuant to s.
 88 | 606.06, as a means of satisfying the requirement of this part.

89 | Section 2. Present subsections (4) and (18) through (24)
 90 | of section 607.0122, Florida Statutes, are amended, and new
 91 | subsections (18) and (25) are added to that section, to read:

92 | 607.0122 Fees for filing documents and issuing
 93 | certificates.—The Department of State shall collect the
 94 | following fees when the documents described in this section are
 95 | delivered to the department for filing:

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

99 | (18) Biennial report: \$122.50.

100 | (19)~~(18)~~ Articles of correction: \$35.

101 ~~(20)~~~~(19)~~ Application for certificate of status: \$8.75.

102 ~~(21)~~~~(20)~~ Certificate of domestication of a foreign
103 corporation: \$50.

104 ~~(22)~~~~(21)~~ Certified copy of document: \$52.50.

105 ~~(23)~~~~(22)~~ Serving as agent for substitute service of
106 process: \$87.50.

107 ~~(24)~~~~(23)~~ Annual supplemental corporate fee: \$88.75.

108 ~~(25)~~ Biennial supplemental corporate fee: \$177.50.

109 ~~(26)~~~~(24)~~ Any other document required or permitted to be
110 filed by this act: \$35.

111 Section 3. Subsection (2) of section 606.06, Florida
112 Statutes, is amended to read:

113 606.06 Uniform business report.—The department may use the
114 uniform business report:

115 (2) As a substitute for any annual or biennial report or
116 renewal filing required by chapters 495, 605, 607, 609, 617,
117 620, 621, and 865.

118 Section 4. Paragraph (d) of subsection (1) of section
119 607.0121, Florida Statutes, is amended to read:

120 607.0121 Forms.—

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

123 (d) The annual or biennial report, for which the
124 department may prescribe the use of the uniform business report,
125 pursuant to s. 606.06.

126
 127 If the Department of State so requires, the use of these forms
 128 shall be mandatory.

129 Section 5. Paragraph (d) of subsection (2) of section
 130 607.0128, Florida Statutes, is amended to read:

131 607.0128 Certificate of status.—

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

133 (d) That its most recent annual or biennial report
 134 required by s. 607.1622 has been delivered to the department;
 135 and

136 Section 6. Subsection (20) of section 607.01401, Florida
 137 Statutes, is amended to read:

138 607.01401 Definitions.—As used in this act, unless the
 139 context otherwise requires, the term:

140 (20) "Principal office" means the office (in or out of
 141 this state) where the principal executive offices of a domestic
 142 or foreign corporation are located as designated in the articles
 143 of incorporation or other initial filing until an annual or
 144 biennial report has been filed, and thereafter as designated in
 145 the annual or biennial report.

146 Section 7. Paragraph (b) of subsection (4) of section
 147 607.0141, Florida Statutes, is amended to read:

148 607.0141 Notice.—

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

151 (b) To the corporation or its secretary at its principal
152 office or electronic mail address as authorized and shown in its
153 most recent annual or biennial report or, in the case of a
154 corporation that has not yet delivered an annual or biennial
155 report, in a domestic corporation's articles of incorporation or
156 in a foreign corporation's application for certificate of
157 authority.

158 Section 8. Subsections (2) and (4) of section 607.0502,
159 Florida Statutes, are amended to read:

160 607.0502 Change of registered office or registered agent;
161 resignation of registered agent.—

162 (2) Any registered agent may resign his or her agency
163 appointment by signing and delivering for filing with the
164 Department of State a statement of resignation and mailing a
165 copy of such statement to the corporation at its principal
166 office address shown in its most recent annual or biennial
167 report or, if none, filed in the articles of incorporation or
168 other most recently filed document. The statement of resignation
169 shall state that a copy of such statement has been mailed to the
170 corporation at the address so stated. The agency is terminated
171 as of the 31st day after the date on which the statement was
172 filed and unless otherwise provided in the statement,
173 termination of the agency acts as a termination of the
174 registered office.

175 (4) Changes of the registered office or registered agent

176 | may be made by a change on the corporation's annual or biennial
 177 | report form filed with the Department of State.

178 | Section 9. Subsection (5) of section 607.0705, Florida
 179 | Statutes, is amended to read:

180 | 607.0705 Notice of meeting.—

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

183 | (a) An annual or biennial report and proxy statements for
 184 | two consecutive annual meetings of shareholders or

185 | (b) All, and at least two checks in payment of dividends
 186 | or interest on securities during a 12-month period,

187 |
 188 | have been sent by first-class United States mail, addressed to
 189 | the shareholder at her or his address as it appears on the share
 190 | transfer books of the corporation, and returned undeliverable.

191 | The obligation of the corporation to give notice of a
 192 | shareholders' meeting to any such shareholder shall be
 193 | reinstated once the corporation has received a new address for
 194 | such shareholder for entry on its share transfer books.

195 | Section 10. Paragraph (a) of subsection (1) of section
 196 | 607.1420, Florida Statutes, is amended to read:

197 | 607.1420 Grounds for administrative dissolution.—

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

200 | (a) The corporation has failed to file its annual or

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201 biennial report and pay the annual or biennial report filing fee
202 by 5 p.m. Eastern Time on the third Friday in September of the
203 year the report is due;

204 Section 11. Subsection (1) of section 607.1421, Florida
205 Statutes, is amended to read:

206 607.1421 Procedure for and effect of administrative
207 dissolution.—

208 (1) If the Department of State determines that one or more
209 grounds exist under s. 607.1420 for dissolving a corporation, it
210 shall serve the corporation with notice of its intention to
211 administratively dissolve the corporation. If the corporation
212 has provided the department with an electronic mail address,
213 such notice shall be by electronic transmission. Administrative
214 dissolution for failure to file an annual or biennial report
215 shall occur on the fourth Friday in September of the ~~each~~ year
216 the report is due. The Department of State shall issue a
217 certificate of dissolution to each dissolved corporation.
218 Issuance of the certificate of dissolution may be by electronic
219 transmission to any corporation that has provided the department
220 with an electronic mail address.

221 Section 12. Subsection (1) of section 607.1509, Florida
222 Statutes, is amended to read:

223 607.1509 Resignation of registered agent of foreign
224 corporation.—

225 (1) The registered agent of a foreign corporation may

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226 resign his or her agency appointment by signing and delivering
227 to the Department of State for filing a statement of resignation
228 and mailing a copy of such statement to the corporation at the
229 corporation's principal office address shown in its most recent
230 annual or biennial report or, if none, shown in its application
231 for a certificate of authority or other most recently filed
232 document. The statement of resignation must state that a copy of
233 such statement has been mailed to the corporation at the address
234 so stated. The statement of resignation may include a statement
235 that the registered office is also discontinued.

236 Section 13. Subsection (2) of section 607.15101, Florida
237 Statutes, is amended to read:

238 607.15101 Service of process, notice, or demand on a
239 foreign corporation.—

240 (2) A foreign corporation may be served by registered or
241 certified mail, return receipt requested, addressed to the
242 secretary of the foreign corporation at its principal office
243 shown in its application for a certificate of authority or in
244 its most recent annual or biennial report if the foreign
245 corporation:

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

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

250 (c) Has had its certificate of authority revoked under s.

251 607.1531.

252 Section 14. Subsection (1) of section 607.1530, Florida
253 Statutes, is amended to read:

254 607.1530 Grounds for revocation of authority to transact
255 business.—The Department of State may commence a proceeding
256 under s. 607.1531 to revoke the certificate of authority of a
257 foreign corporation authorized to transact business in this
258 state if:

259 (1) The foreign corporation has failed to file its annual
260 or biennial report with the Department of State by 5 p.m.
261 Eastern Time on the third Friday in September of the year the
262 report is due.

263 Section 15. Subsection (1) of section 607.1531, Florida
264 Statutes, is amended to read:

265 607.1531 Procedure for and effect of revocation.—

266 (1) If the Department of State determines that one or more
267 grounds exist under s. 607.1530 for revocation of a certificate
268 of authority, the Department of State shall serve the foreign
269 corporation with notice of its intent to revoke the foreign
270 corporation's certificate of authority. If the foreign
271 corporation has provided the department with an electronic mail
272 address, such notice shall be by electronic transmission.
273 Revocation for failure to file an annual or biennial report
274 shall occur on the fourth Friday in September of the ~~each~~ year
275 the report is due. The department shall issue a certificate of

276 | revocation to each revoked corporation. Issuance of the
277 | certificate of revocation may be by electronic transmission to
278 | any corporation that has provided the department with an
279 | electronic mail address.

280 | Section 16. Paragraph (b) of subsection (1) of section
281 | 607.15315, Florida Statutes, is amended to read:

282 | 607.15315 Revocation; application for reinstatement.—

283 | (1)

284 | (b) As an alternative, the foreign corporation may submit
285 | a current annual or biennial report, signed by the registered
286 | agent and an officer or director, which substantially complies
287 | with the requirements of paragraph (a).

288 | Section 17. Paragraph (g) of subsection (5) of section
289 | 607.1601, Florida Statutes, is amended to read:

290 | 607.1601 Corporate records.—

291 | (5) A corporation shall keep a copy of the following
292 | records:

293 | (g) Its most recent annual or biennial report delivered to
294 | the Department of State under s. 607.1622.

295 | Section 18. Section 607.193, Florida Statutes, is amended
296 | to read:

297 | 607.193 Supplemental corporate fee.—

298 | (1) In addition to any other taxes imposed by law, an
299 | annual supplemental corporate fee of \$88.75 or a biennial
300 | supplemental corporate fee of \$177.50, as applicable, is imposed

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301 on each business entity that is authorized to transact business
302 in this state and is required to file an annual or biennial
303 report with the Department of State under s. 605.0212, s.
304 607.1622, or s. 620.1210.

305 (2) (a) The business entity shall remit the supplemental
306 corporate fee to the Department of State at the time it files
307 the annual or biennial report required by s. 605.0212, s.
308 607.1622, or s. 620.1210.

309 (b) In addition to the fees levied under ss. 605.0213,
310 607.0122, and 620.1109 and the supplemental corporate fee, a
311 late charge of \$400 shall be imposed if the supplemental
312 corporate fee is remitted after May 1 of the year the fee is due
313 except in circumstances in which a business entity was
314 administratively dissolved or its certificate of authority was
315 revoked due to its failure to file an annual or biennial report
316 and the entity subsequently applied for reinstatement and paid
317 the applicable reinstatement fee.

318 Section 19. This act shall take effect January 1, 2018.