

By Senator Baxley

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1 A bill to be entitled
2 An act relating to annual corporate reports and fees;
3 amending s. 607.0122, F.S.; establishing a biennial
4 report filing fee and a biennial supplemental
5 corporate fee; amending s. 607.1622, F.S.; authorizing
6 domestic and foreign corporations to submit biennial
7 reports to the Department of State; 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. Present subsections (4) and (18) through (24) of
17 section 607.0122, Florida Statutes, are amended, and a new
18 subsection (18) and subsection (25) are added to that section,
19 to read:

20 607.0122 Fees for filing documents and issuing
21 certificates.—The Department of State shall collect the
22 following fees when the documents described in this section are
23 delivered to the department for filing:

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

27 (18) Biennial report: \$122.50.

28 (19)~~(18)~~ Articles of correction: \$35.

29 (20)~~(19)~~ Application for certificate of status: \$8.75.

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30 (21)~~(20)~~ Certificate of domestication of a foreign
31 corporation: \$50.

32 (22)~~(21)~~ Certified copy of document: \$52.50.

33 (23)~~(22)~~ Serving as agent for substitute service of
34 process: \$87.50.

35 (24)~~(23)~~ Annual supplemental corporate fee: \$88.75.

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

37 (26)~~(24)~~ Any other document required or permitted to be
38 filed by this act: \$35.

39 Section 2. Section 607.1622, Florida Statutes, is amended
40 to read:

41 607.1622 Annual or biennial report for Department of
42 State.—

43 (1) Each domestic corporation and each foreign corporation
44 authorized to transact business in this state shall deliver to
45 the Department of State for filing a sworn annual or biennial
46 report on such forms as the Department of State prescribes that
47 sets forth:

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

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

52 (c) The address of its principal office and the mailing
53 address of the corporation;

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

56 (e) The names and business street addresses of its
57 directors and principal officers;

58 (f) The street address of its registered office and the

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59 name of its registered agent at that office in this state;

60 (g) Language permitting a voluntary contribution of \$5 per
61 taxpayer, which contribution shall be transferred into the
62 Election Campaign Financing Trust Fund. A statement providing an
63 explanation of the purpose of the trust fund shall also be
64 included; and

65 (h) Such additional information as may be necessary or
66 appropriate to enable the Department of State to carry out ~~the~~
67 ~~provisions of~~ this act.

68 (2) Proof to the satisfaction of the Department of State
69 that, on or before May 1 of the year the report was due, such
70 report was deposited in the United States mail in a sealed
71 envelope, properly addressed with postage prepaid, shall be
72 deemed compliance with this requirement.

73 (3) If an annual or biennial report does not contain the
74 information required by this section, the Department of State
75 shall promptly notify the reporting domestic or foreign
76 corporation in writing and return the report to it for
77 correction. If the report is corrected to contain the
78 information required by this section and delivered to the
79 Department of State within 30 days after the effective date of
80 notice, it is deemed to be timely filed.

81 (4) Each report shall be executed by the corporation by an
82 officer or director or, if the corporation is in the hands of a
83 receiver or trustee, shall be executed on behalf of the
84 corporation by such receiver or trustee, and the signing thereof
85 shall have the same legal effect as if made under oath, without
86 the necessity of appending such oath thereto.

87 (5) The first ~~annual~~ report must be delivered to the

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88 Department of State between January 1 and May 1 of the year
89 following the calendar year in which a domestic corporation was
90 incorporated or a foreign corporation was authorized to transact
91 business. Subsequent annual or biennial reports must be
92 delivered to the Department of State between January 1 and May 1
93 of the subsequent calendar years in which the reports are due.

94 (6) Information in the annual or biennial report must be
95 current as of the date the ~~annual~~ report is executed on behalf
96 of the corporation.

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

100 (8) Any corporation failing to file an annual or biennial
101 report that ~~which~~ complies with ~~the requirements of~~ this section
102 shall not be permitted to maintain or defend any action in any
103 court of this state until such report is filed and all fees and
104 taxes due under this act are paid and shall be subject to
105 dissolution or cancellation of its certificate of authority to
106 do business as provided in this act.

107 (9) The department shall prescribe the forms on which to
108 make the annual or biennial report called for in this section
109 and may substitute the uniform business report, pursuant to s.
110 606.06, as a means of satisfying the requirement of this part.

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,

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117 620, 621, and 865.

118 Section 4. Subsection (1) of section 607.0121, Florida
119 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 (a) An application for certificate of status,

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

126 (c) A foreign corporation's application for certificate of
127 withdrawal, and

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

131
132 If the Department of State so requires, the use of these forms
133 shall be mandatory.

134 Section 5. Subsection (2) of section 607.0128, Florida
135 Statutes, is amended to read:

136 607.0128 Certificate of status.—

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

138 (a) The domestic corporation's corporate name or the
139 foreign corporation's corporate name used in this state;

140 (b)1. That the domestic corporation is duly incorporated
141 under the law of this state and the date of its incorporation,
142 or

143 2. That the foreign corporation is authorized to transact
144 business in this state;

145 (c) That all fees and penalties owed to the department have

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146 been paid, if:

147 1. Payment is reflected in the records of the department,
148 and

149 2. Nonpayment affects the existence or authorization of the
150 domestic or foreign corporation;

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

153 (e) That articles of dissolution have not been filed.

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

156 607.01401 Definitions.—As used in this act, unless the
157 context otherwise requires, the term:

158 (20) "Principal office" means the office (in or out of this
159 state) where the principal executive offices of a domestic or
160 foreign corporation are located as designated in the articles of
161 incorporation or other initial filing until an annual or
162 biennial report has been filed, and thereafter as designated in
163 the annual or biennial report.

164 Section 7. Subsection (4) of section 607.0141, Florida
165 Statutes, is amended to read:

166 607.0141 Notice.—

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

169 (a) To its registered agent at its registered office; or

170 (b) To the corporation or its secretary at its principal
171 office or electronic mail address as authorized and shown in its
172 most recent annual or biennial report or, in the case of a
173 corporation that has not yet delivered an annual or biennial
174 report, in a domestic corporation's articles of incorporation or

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175 in a foreign corporation's application for certificate of
176 authority.

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

179 607.0502 Change of registered office or registered agent;
180 resignation of registered agent.—

181 (2) Any registered agent may resign his or her agency
182 appointment by signing and delivering for filing with the
183 Department of State a statement of resignation and mailing a
184 copy of such statement to the corporation at its principal
185 office address shown in its most recent annual or biennial
186 report or, if none, filed in the articles of incorporation or
187 other most recently filed document. The statement of resignation
188 shall state that a copy of such statement has been mailed to the
189 corporation at the address so stated. The agency is terminated
190 as of the 31st day after the date on which the statement was
191 filed and unless otherwise provided in the statement,
192 termination of the agency acts as a termination of the
193 registered office.

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

197 Section 9. Subsection (5) of section 607.0705, Florida
198 Statutes, is amended to read:

199 607.0705 Notice of meeting.—

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

202 (a) An annual or biennial report and proxy statements for
203 two consecutive annual meetings of shareholders; or

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

206
207 have been sent by first-class United States mail, addressed to
208 the shareholder at her or his address as it appears on the share
209 transfer books of the corporation, and returned undeliverable.
210 The obligation of the corporation to give notice of a
211 shareholders' meeting to any such shareholder shall be
212 reinstated once the corporation has received a new address for
213 such shareholder for entry on its share transfer books.

214 Section 10. Subsection (1) of section 607.1420, Florida
215 Statutes, is amended to read:

216 607.1420 Grounds for administrative dissolution.—

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

219 (a) The corporation has failed to file its annual or
220 biennial report and pay the annual or biennial report filing fee
221 by 5 p.m. Eastern Time on the third Friday in September of the
222 year the report is due;

223 (b) The corporation is without a registered agent or
224 registered office in this state for 30 days or more;

225 (c) The corporation does not notify the Department of State
226 within 30 days that its registered agent or registered office
227 has been changed, that its registered agent has resigned, or
228 that its registered office has been discontinued;

229 (d) The corporation has failed to answer truthfully and
230 fully, within the time prescribed by this act, interrogatories
231 propounded by the Department of State; or

232 (e) The corporation's period of duration stated in its

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233 articles of incorporation has expired.

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

236 607.1421 Procedure for and effect of administrative
237 dissolution.—

238 (1) If the Department of State determines that one or more
239 grounds exist under s. 607.1420 for dissolving a corporation, it
240 shall serve the corporation with notice of its intention to
241 administratively dissolve the corporation. If the corporation
242 has provided the department with an electronic mail address,
243 such notice shall be by electronic transmission. Administrative
244 dissolution for failure to file an annual or biennial report
245 shall occur on the fourth Friday in September of the ~~each~~ year
246 the report is due. The Department of State shall issue a
247 certificate of dissolution to each dissolved corporation.
248 Issuance of the certificate of dissolution may be by electronic
249 transmission to any corporation that has provided the department
250 with an electronic mail address.

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

253 607.1509 Resignation of registered agent of foreign
254 corporation.—

255 (1) The registered agent of a foreign corporation may
256 resign his or her agency appointment by signing and delivering
257 to the Department of State for filing a statement of resignation
258 and mailing a copy of such statement to the corporation at the
259 corporation's principal office address shown in its most recent
260 annual or biennial report or, if none, shown in its application
261 for a certificate of authority or other most recently filed

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262 document. The statement of resignation must state that a copy of
263 such statement has been mailed to the corporation at the address
264 so stated. The statement of resignation may include a statement
265 that the registered office is also discontinued.

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

268 607.15101 Service of process, notice, or demand on a
269 foreign corporation.—

270 (2) A foreign corporation may be served by registered or
271 certified mail, return receipt requested, addressed to the
272 secretary of the foreign corporation at its principal office
273 shown in its application for a certificate of authority or in
274 its most recent annual or biennial report if the foreign
275 corporation:

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

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

280 (c) Has had its certificate of authority revoked under s.
281 607.1531.

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

284 607.1530 Grounds for revocation of authority to transact
285 business.—The Department of State may commence a proceeding
286 under s. 607.1531 to revoke the certificate of authority of a
287 foreign corporation authorized to transact business in this
288 state if:

289 (1) The foreign corporation has failed to file its annual
290 or biennial report with the Department of State by 5 p.m.

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291 Eastern Time on the third Friday in September of the year the
292 report is due.

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

295 607.1531 Procedure for and effect of revocation.—

296 (1) If the Department of State determines that one or more
297 grounds exist under s. 607.1530 for revocation of a certificate
298 of authority, the Department of State shall serve the foreign
299 corporation with notice of its intent to revoke the foreign
300 corporation's certificate of authority. If the foreign
301 corporation has provided the department with an electronic mail
302 address, such notice shall be by electronic transmission.
303 Revocation for failure to file an annual or biennial report
304 shall occur on the fourth Friday in September of the ~~each~~ year
305 the report is due. The department shall issue a certificate of
306 revocation to each revoked corporation. Issuance of the
307 certificate of revocation may be by electronic transmission to
308 any corporation that has provided the department with an
309 electronic mail address.

310 Section 16. Subsection (1) of section 607.15315, Florida
311 Statutes, is amended to read:

312 607.15315 Revocation; application for reinstatement.—

313 (1) (a) A foreign corporation the certificate of authority
314 of which has been revoked pursuant to s. 607.1531 may apply to
315 the Department of State for reinstatement at any time after the
316 effective date of revocation of authority. The application must:

- 317 1. Recite the name of the foreign corporation and the
318 effective date of its revocation of authority;
- 319 2. State that the ground or grounds for revocation of

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320 authority either did not exist or have been eliminated and that
321 no further grounds currently exist for revocation of authority;

322 3. State that the foreign corporation's name satisfies the
323 requirements of s. 607.1506; and

324 4. State that all fees owed by the corporation and computed
325 at the rate provided by law at the time the foreign corporation
326 applies for reinstatement have been paid; or

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

331 Section 17. Subsection (5) of section 607.1601, Florida
332 Statutes, is amended to read:

333 607.1601 Corporate records.—

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

336 (a) Its articles or restated articles of incorporation and
337 all amendments to them currently in effect;

338 (b) Its bylaws or restated bylaws and all amendments to
339 them currently in effect;

340 (c) Resolutions adopted by its board of directors creating
341 one or more classes or series of shares and fixing their
342 relative rights, preferences, and limitations, if shares issued
343 pursuant to those resolutions are outstanding;

344 (d) The minutes of all shareholders' meetings and records
345 of all action taken by shareholders without a meeting for the
346 past 3 years;

347 (e) Written communications to all shareholders generally or
348 all shareholders of a class or series within the past 3 years,

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349 including the financial statements furnished for the past 3
350 years under s. 607.1620;

351 (f) A list of the names and business street addresses of
352 its current directors and officers; and

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

355 Section 18. Section 607.193, Florida Statutes, is amended
356 to read:

357 607.193 Supplemental corporate fee.—

358 (1) In addition to any other taxes imposed by law, an
359 annual supplemental corporate fee of \$88.75 or a biennial
360 supplemental corporate fee of \$177.50, as applicable, is imposed
361 on each business entity that is authorized to transact business
362 in this state and is required to file an annual or biennial
363 report with the Department of State under s. 605.0212, s.
364 607.1622, or s. 620.1210.

365 (2) (a) The business entity shall remit the supplemental
366 corporate fee to the Department of State at the time it files
367 the annual or biennial report required by s. 605.0212, s.
368 607.1622, or s. 620.1210.

369 (b) In addition to the fees levied under ss. 605.0213,
370 607.0122, and 620.1109 and the supplemental corporate fee, a
371 late charge of \$400 shall be imposed if the supplemental
372 corporate fee is remitted after May 1 of the year the fee is due
373 except in circumstances in which a business entity was
374 administratively dissolved or its certificate of authority was
375 revoked due to its failure to file an annual or biennial report
376 and the entity subsequently applied for reinstatement and paid
377 the applicable reinstatement fee.

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