

By Senator Hukill

14-01200-18

20181228__

1 A bill to be entitled
2 An act relating to annual business organization
3 reports and fees; amending s. 605.0212, F.S.;
4 authorizing domestic and registered foreign limited
5 liability companies to submit biennial reports to the
6 Department of State; amending s. 605.0213, F.S.;
7 establishing a biennial report filing fee for limited
8 liability companies; authorizing the department to
9 escrow an amount necessary to annualize revenues
10 collected from biennial report filing fees and
11 biennial supplemental corporate fees; amending s.
12 607.0122, F.S.; establishing a biennial report filing
13 fee for domestic and foreign corporations; authorizing
14 the department to escrow an amount necessary to
15 annualize revenues collected from biennial report
16 filing fees and biennial supplemental corporate fees;
17 amending s. 607.1622, F.S.; authorizing domestic and
18 foreign corporations to submit biennial reports to the
19 department; amending s. 607.193, F.S.; establishing a
20 biennial supplemental corporate fee for limited
21 liability companies, domestic and foreign
22 corporations, and domestic and foreign limited
23 partnerships; amending s. 617.0122, F.S.; establishing
24 a biennial report filing fee for domestic and foreign
25 corporations not for profit; authorizing the
26 department to escrow an amount necessary to annualize
27 revenues collected from biennial report filing fees;
28 amending s. 617.1622, F.S.; authorizing domestic and
29 foreign corporations not for profit to submit biennial

14-01200-18

20181228__

30 reports to the department; amending s. 620.1109, F.S.;

31 establishing a biennial report filing fee for domestic

32 and foreign limited partnerships; authorizing the

33 department to escrow an amount necessary to annualize

34 revenues collected from biennial report filing fees

35 and biennial supplemental corporate fees; amending s.

36 620.1210, F.S.; authorizing domestic and foreign

37 limited partnerships to submit biennial reports to the

38 department; amending s. 620.81055, F.S.; establishing

39 a biennial report filing fee for domestic and foreign

40 limited liability partnerships; authorizing the

41 department to escrow an amount necessary to annualize

42 revenues collected from biennial report filing fees;

43 amending s. 620.9003, F.S.; authorizing domestic and

44 foreign limited liability partnerships to submit

45 biennial reports to the department; amending ss.

46 605.0114, 605.0118, 605.0211, 605.0714, 605.0715,

47 605.0908, 605.0909, 606.06, 607.0121, 607.0128,

48 607.01401, 607.0141, 607.0502, 607.0705, 607.1420,

49 607.1421, 607.1509, 607.15101, 607.1530, 607.1531,

50 607.15315, 607.1601, 617.0121, 617.0128, 617.0502,

51 617.1420, 617.1421, 617.1509, 617.1510, 617.1530,

52 617.1531, 617.1533, 617.1601, 620.1111, 620.1115,

53 620.1209, 620.1809, 620.1810, 620.1906, 620.1909, and

54 622.05, F.S.; conforming provisions to changes made by

55 the act; providing an effective date.

56

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

58

14-01200-18

20181228__

59 Section 1. Section 605.0212, Florida Statutes, is amended
60 to read:

61 605.0212 Annual or biennial report for department.—

62 (1) A limited liability company or a registered foreign
63 limited liability company shall deliver to the department for
64 filing an annual or biennial report that states the following:

65 (a) The name of the limited liability company or, if a
66 foreign limited liability company, the name under which the
67 foreign limited liability company is registered to transact
68 business in this state.

69 (b) The street address of its principal office and its
70 mailing address.

71 (c) The date of its organization and, if a foreign limited
72 liability company, the jurisdiction of its formation and the
73 date on which it became qualified to transact business in this
74 state.

75 (d) The company's federal employer identification number
76 or, if none, whether one has been applied for.

77 (e) The name, title or capacity, and address of at least
78 one person who has the authority to manage the company.

79 (f) Any additional information that is necessary or
80 appropriate to enable the department to carry out this chapter.

81 (2) Information in the annual or biennial report must be
82 current as of the date the report is delivered to the department
83 for filing.

84 (3) The first ~~annual~~ report must be delivered to the
85 department between January 1 and May 1 of the year following the
86 calendar year in which the limited liability company's articles
87 of organization became effective or the foreign limited

14-01200-18

20181228__

88 liability company obtained a certificate of authority to
89 transact business in this state. Subsequent annual or biennial
90 reports must be delivered to the department between January 1
91 and May 1 of the subsequent calendar years in which the reports
92 are due ~~each calendar year thereafter~~. If one or more forms of
93 annual report are submitted for a calendar year, or if one or
94 more forms of biennial report are submitted for a biennial
95 period, the department shall file each of them and make the
96 information contained in them part of the official record. The
97 first form of annual report filed in a calendar year shall be
98 considered the annual report for that calendar year, and each
99 report filed after that one in the same calendar year shall be
100 treated as an amended report for that calendar year. The first
101 form of biennial report filed in a biennial period shall be
102 considered the biennial report for that biennial period, and
103 each report filed after that one in the same biennial period
104 shall be treated as an amended report for that biennial period.

105 (4) If an annual or biennial report does not contain the
106 information required in this section, the department shall
107 promptly notify the reporting limited liability company or
108 registered foreign limited liability company. If the report is
109 corrected to contain the information required in subsection (1)
110 and delivered to the department within 30 days after the
111 effective date of the notice, it is timely delivered.

112 (5) If an annual or biennial report contains the name or
113 address of a registered agent which differs from the information
114 shown in the records of the department immediately before the
115 annual or biennial report becomes effective, the differing
116 information in the annual or biennial report is considered a

14-01200-18

20181228__

117 statement of change under s. 605.0114.

118 (6) A limited liability company or foreign limited
119 liability company that fails to file an annual or biennial
120 report that complies with the requirements of this section may
121 not maintain or defend any action in a court of this state until
122 the report is filed and all fees and penalties due under this
123 chapter are paid, and shall be subject to dissolution or
124 cancellation of its certificate of authority to transact
125 business as provided in this chapter.

126 (7) The department shall prescribe the forms, which may be
127 in an electronic format, on which to make the annual or biennial
128 report called for in this section and may substitute the uniform
129 business report pursuant to s. 606.06 as a means of satisfying
130 the requirement of this chapter.

131 (8) As a condition of a merger under s. 605.1021, each
132 party to a merger which exists under the laws of this state, and
133 each party to the merger which exists under the laws of another
134 jurisdiction and has a certificate of authority to transact
135 business or conduct its affairs in this state, must be active
136 and current in filing its annual or biennial reports in the
137 records of the department through December 31 of the calendar
138 year in which the articles of merger are submitted to the
139 department for filing.

140 (9) As a condition of a conversion of an entity to a
141 limited liability company under s. 605.1041, the entity, if it
142 exists under the laws of this state, or if it exists under the
143 laws of another jurisdiction and has a certificate of authority
144 to transact business or conduct its affairs in this state, must
145 be active and current in filing its annual or biennial reports

14-01200-18

20181228__

146 in the records of the department through December 31 of the
147 calendar year in which the articles of conversion are submitted
148 to the department for filing.

149 (10) As a condition of a conversion of a limited liability
150 company to another type of entity under s. 605.1041, the limited
151 liability company converting to the other type of entity must be
152 active and current in filing its annual or biennial reports in
153 the records of the department through December 31 of the
154 calendar year in which the articles of conversion are submitted
155 to the department for filing.

156 (11) As a condition of an interest exchange between a
157 limited liability company and another entity under s. 605.1031,
158 the limited liability company and each other entity that is a
159 party to the interest exchange which exists under the laws of
160 this state, and each party to the interest exchange which exists
161 under the laws of another jurisdiction and has a certificate of
162 authority to transact business or conduct its affairs in this
163 state, must be active and current in filing its annual or
164 biennial reports in the records of the department through
165 December 31 of the calendar year in which the articles of
166 interest exchange are submitted to the department for filing.

167 Section 2. Section 605.0213, Florida Statutes, is amended
168 to read:

169 605.0213 Fees of the department.—

170 (1) In addition to the annual supplemental corporate fee of
171 \$88.75 or the biennial supplemental corporate fee of \$177.50
172 imposed pursuant to s. 607.193, the fees of the department under
173 this chapter are as follows:

174 (a) ~~(1)~~ For furnishing a certified copy, \$30.

14-01200-18

20181228__

175 (b)~~(2)~~ For filing original articles of organization or
176 articles of revocation of dissolution, \$100.

177 (c)~~(3)~~ For filing a foreign limited liability company's
178 application for a certificate of authority to transact business,
179 \$100.

180 (d)~~(4)~~ For filing a certificate of merger of limited
181 liability companies or other business entities, \$25 per
182 constituent party to the merger, unless a specific fee is
183 required for a party under other applicable law.

184 (e)~~(5)~~ For filing an annual report, \$50.

185 (f) For filing a biennial report, \$100.

186 (g)~~(6)~~ For filing an application for reinstatement after an
187 administrative or judicial dissolution or a revocation of
188 authority to transact business, \$100.

189 (h)~~(7)~~ For filing a certificate designating a registered
190 agent or changing a registered agent, \$25.

191 (i)~~(8)~~ For filing a registered agent's statement of
192 resignation from an active limited liability company, \$85.

193 (j)~~(9)~~ For filing a registered agent's statement of
194 resignation from a dissolved limited liability company, \$25.

195 (k)~~(10)~~ For filing a certificate of conversion of a limited
196 liability company, \$25.

197 (l)~~(11)~~ For filing any other limited liability company
198 document, \$25.

199 (m)~~(12)~~ For furnishing a certificate of status, \$5.

200 (2) The department may escrow an amount necessary to
201 annualize revenues collected from biennial report filing fees
202 and biennial supplemental corporate fees until October 1 of the
203 following fiscal year and then account for that amount as

14-01200-18

20181228__

204 revenue for that fiscal year.

205 Section 3. Section 607.0122, Florida Statutes, is amended
206 to read:

207 607.0122 Fees for filing documents and issuing
208 certificates.—

209 (1) The Department of State shall collect the following
210 fees when the documents described in this section are delivered
211 to the department for filing:

212 (a)~~(1)~~ Articles of incorporation: \$35.

213 (b)~~(2)~~ Application for registered name: \$87.50.

214 (c)~~(3)~~ Application for renewal of registered name: \$87.50.

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

218 (e)~~(5)~~ Designation of and acceptance by registered agent:
219 \$35.

220 (f)~~(6)~~ Agent's statement of resignation from active
221 corporation: \$87.50.

222 (g)~~(7)~~ Agent's statement of resignation from an inactive
223 corporation: \$35.

224 (h)~~(8)~~ Amendment of articles of incorporation: \$35.

225 (i)~~(9)~~ Restatement of articles of incorporation with
226 amendment of articles: \$35.

227 (j)~~(10)~~ Articles of merger or share exchange for each party
228 thereto: \$35.

229 (k)~~(11)~~ Articles of dissolution: \$35.

230 (l)~~(12)~~ Articles of revocation of dissolution: \$35.

231 (m)~~(13)~~ Application for reinstatement following
232 administrative dissolution: \$600.

14-01200-18

20181228__

233 (n) ~~(14)~~ Application for certificate of authority to
 234 transact business in this state by a foreign corporation: \$35.

235 (o) ~~(15)~~ Application for amended certificate of authority:
 236 \$35.

237 (p) ~~(16)~~ Application for certificate of withdrawal by a
 238 foreign corporation: \$35.

239 (q) ~~(17)~~ Annual report: \$61.25.

240 (r) ~~(18)~~ Biennial report: \$122.50.

241 (s) ~~(19)~~ Articles of correction: \$35.

242 (t) ~~(20)~~ Application for certificate of status: \$8.75.

243 (u) ~~(21)~~ Certificate of domestication of a foreign
 244 corporation: \$50.

245 (v) ~~(22)~~ Certified copy of document: \$52.50.

246 (w) ~~(23)~~ Serving as agent for substitute service of process:
 247 \$87.50.

248 (x) ~~(24)~~ Annual supplemental corporate fee: \$88.75.

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

250 (z) ~~(26)~~ Any other document required or permitted to be
 251 filed by this act: \$35.

252 (2) The Department of State may escrow an amount necessary
 253 to annualize revenues collected from biennial report filing fees
 254 and biennial supplemental corporate fees until October 1 of the
 255 following fiscal year and then account for that amount as
 256 revenue for that fiscal year.

257 Section 4. Section 607.1622, Florida Statutes, is amended
 258 to read:

259 607.1622 Annual or biennial report for Department of
 260 State.—

261 (1) Each domestic corporation and each foreign corporation

14-01200-18

20181228__

262 authorized to transact business in this state shall deliver to
263 the Department of State for filing a sworn annual or biennial
264 report on such forms as the Department of State prescribes that
265 sets forth:

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

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

270 (c) The address of its principal office and the mailing
271 address of the corporation;

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

274 (e) The names and business street addresses of its
275 directors and principal officers;

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

278 (g) Language permitting a voluntary contribution of \$5 per
279 taxpayer, which contribution must ~~shall~~ be transferred into the
280 Election Campaign Financing Trust Fund. A statement providing an
281 explanation of the purpose of the trust fund must ~~shall~~ also be
282 included; and

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

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

14-01200-18

20181228__

291 (3) If an annual or biennial report does not contain the
292 information required by this section, the Department of State
293 shall promptly notify the reporting domestic or foreign
294 corporation in writing and return the report to it for
295 correction. If the report is corrected to contain the
296 information required by this section and delivered to the
297 Department of State within 30 days after the effective date of
298 notice, it is deemed to be timely filed.

299 (4) Each report shall be executed by the corporation by an
300 officer or director or, if the corporation is in the hands of a
301 receiver or trustee, shall be executed on behalf of the
302 corporation by such receiver or trustee, and the signing thereof
303 shall have the same legal effect as if made under oath, without
304 the necessity of appending such oath thereto.

305 (5) The first ~~annual~~ report must be delivered to the
306 Department of State between January 1 and May 1 of the year
307 following the calendar year in which a domestic corporation was
308 incorporated or a foreign corporation was authorized to transact
309 business. Subsequent annual or biennial reports must be
310 delivered to the Department of State between January 1 and May 1
311 of the subsequent calendar years in which the reports are due.

312 (6) Information in the annual or biennial report must be
313 current as of the date the ~~annual~~ report is executed on behalf
314 of the corporation.

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

318 (8) Any corporation failing to file an annual or biennial
319 report that ~~which~~ complies with ~~the requirements of~~ this section

14-01200-18

20181228__

320 ~~may not shall not be permitted to~~ maintain or defend any action
321 in any court of this state until such report is filed and all
322 fees and taxes due under this act are paid and shall be subject
323 to dissolution or cancellation of its certificate of authority
324 to do business as provided in this act.

325 (9) The department shall prescribe the forms on which to
326 make the annual or biennial report called for in this section
327 and may substitute the uniform business report, pursuant to s.
328 606.06, as a means of satisfying the requirement of this part.

329 Section 5. Section 607.193, Florida Statutes, is amended to
330 read:

331 607.193 Supplemental corporate fee.—

332 (1) In addition to any other taxes imposed by law, an
333 annual supplemental corporate fee of \$88.75 or a biennial
334 supplemental corporate fee of \$177.50, as applicable, is imposed
335 on each business entity that is authorized to transact business
336 in this state and is required to file an annual or biennial
337 report with the Department of State under s. 605.0212, s.
338 607.1622, or s. 620.1210.

339 (2) (a) The business entity shall remit the supplemental
340 corporate fee to the Department of State at the time it files
341 the annual or biennial report required by s. 605.0212, s.
342 607.1622, or s. 620.1210.

343 (b) In addition to the fees levied under ss. 605.0213,
344 607.0122, and 620.1109 and the supplemental corporate fee, a
345 late charge of \$400 shall be imposed if the supplemental
346 corporate fee is remitted after May 1 of the year the fee is due
347 except in circumstances in which a business entity was
348 administratively dissolved or its certificate of authority was

14-01200-18

20181228__

349 revoked due to its failure to file an annual or biennial report
350 and the entity subsequently applied for reinstatement and paid
351 the applicable reinstatement fee.

352 Section 6. Section 617.0122, Florida Statutes, is amended
353 to read:

354 617.0122 Fees for filing documents and issuing
355 certificates.—

356 (1) The Department of State shall collect the following
357 fees on documents delivered to the department for filing:

358 (a)~~(1)~~ Articles of incorporation: \$35.

359 (b)~~(2)~~ Application for registered name: \$87.50.

360 (c)~~(3)~~ Application for renewal of registered name: \$87.50.

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

364 (e)~~(5)~~ Designation of and acceptance by registered agent:
365 \$35.

366 (f)~~(6)~~ Agent's statement of resignation from active
367 corporation: \$87.50.

368 (g)~~(7)~~ Agent's statement of resignation from inactive
369 corporation: \$35.

370 (h)~~(8)~~ Amendment of articles of incorporation: \$35.

371 (i)~~(9)~~ Restatement of articles of incorporation with
372 amendment of articles: \$35.

373 (j)~~(10)~~ Articles of merger for each party thereto: \$35.

374 (k)~~(11)~~ Articles of dissolution: \$35.

375 (l)~~(12)~~ Articles of revocation of dissolution: \$35.

376 (m)~~(13)~~ Application for reinstatement following
377 administrative dissolution: \$175.

14-01200-18

20181228__

378 (n)~~(14)~~ Application for certificate of authority to
 379 transact business in this state by a foreign corporation: \$35.

380 (o)~~(15)~~ Application for amended certificate of authority:
 381 \$35.

382 (p)~~(16)~~ Application for certificate of withdrawal by a
 383 foreign corporation: \$35.

384 (q)~~(17)~~ Annual report: \$61.25.

385 (r) Biennial report: \$122.50.

386 (s)~~(18)~~ Articles of correction: \$35.

387 (t)~~(19)~~ Application for certificate of status: \$8.75.

388 (u)~~(20)~~ Certified copy of document: \$52.50.

389 (v)~~(21)~~ Serving as agent for substitute service of process:
 390 \$87.50.

391 (w)~~(22)~~ Certificate of conversion of a limited agricultural
 392 association to a domestic corporation: \$35.

393 (x)~~(23)~~ Any other document required or permitted to be
 394 filed by this chapter: \$35.

395

396 Any citizen support organization that is required by rule of the
 397 Department of Environmental Protection to be formed as a
 398 nonprofit organization and is under contract with the department
 399 is exempt from any fees required for incorporation as a
 400 nonprofit organization, and the Secretary of State may not
 401 assess any such fees if the citizen support organization is
 402 certified by the Department of Environmental Protection to the
 403 Secretary of State as being under contract with the Department
 404 of Environmental Protection.

405 (2) The Department of State may escrow an amount necessary
 406 to annualize revenues collected from biennial report filing fees

14-01200-18

20181228__

407 until October 1 of the following fiscal year and then account
408 for that amount as revenue for that fiscal year.

409 Section 7. Section 617.1622, Florida Statutes, is amended
410 to read:

411 617.1622 Annual or biennial report for Department of
412 State.—

413 (1) Each domestic and each foreign corporation authorized
414 to conduct its affairs in this state shall deliver to the
415 Department of State for filing a sworn annual or biennial
416 report, on such form as the Department of State prescribes, that
417 sets forth:

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

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

423 (c) The address of the principal office and the mailing
424 address of the corporation;

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

427 (e) The names and business street addresses of its
428 directors and principal officers;

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

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

434 (2) The deposit of such report, on or before May 1 of the
435 year the report is due, in the United States mail in a sealed

14-01200-18

20181228__

436 envelope, properly addressed with postage prepaid, constitutes
437 compliance with subsection (1).

438 (3) If an annual or biennial report does not contain the
439 information required by subsection (1), the Department of State
440 shall promptly notify the reporting domestic or foreign
441 corporation in writing and return the report to it for
442 correction. If the report is corrected to contain the
443 information required by subsection (1) and delivered to the
444 Department of State within 30 days after the effective date of
445 notice, it is deemed to be timely filed.

446 (4) Each annual or biennial report must be executed by the
447 corporation by an officer or director or, if the corporation is
448 in the hands of a receiver or trustee, must be executed on
449 behalf of the corporation by such receiver or trustee, and the
450 signing of the annual or biennial report shall have the same
451 legal effect as if made under oath, without the necessity of
452 appending such oath thereto.

453 (5) The first ~~annual~~ report must be delivered to the
454 Department of State between January 1 and May 1 of the year
455 following the calendar year in which a domestic corporation was
456 incorporated or a foreign corporation was authorized to conduct
457 affairs. Subsequent annual or biennial reports must be delivered
458 to the Department of State between January 1 and May 1 of the
459 subsequent calendar years in which the reports are due.

460 (6) Information in the annual or biennial report must be
461 current as of the date the ~~annual~~ report is executed on behalf
462 of the corporation.

463 (7) If an additional report is received, the department
464 shall file the document and make the information contained

14-01200-18

20181228__

465 therein part of the official record.

466 (8) Any corporation that fails to file an annual or
467 biennial report which complies with the requirements of this
468 section may not maintain or defend any action in any court of
469 this state until such report is filed and all fees and taxes due
470 under this act are paid, and such corporation is subject to
471 dissolution or cancellation of its certificate of authority to
472 conduct its affairs as provided in this act.

473 (9) The department shall prescribe the forms on which to
474 make the annual or biennial report called for in this section
475 and may substitute the uniform business report, pursuant to s.
476 606.06, as a means of satisfying the requirement of this
477 section.

478 Section 8. Section 620.1109, Florida Statutes, is amended
479 to read:

480 620.1109 Department of State; fees.—

481 (1) In addition to the annual supplemental corporate fee of
482 \$88.75 or the biennial supplemental corporate fee of \$177.50
483 imposed pursuant to s. 607.193, the fees of the Department of
484 State under this act are as follows:

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

487 (b)~~(2)~~ For filing an original certificate of limited
488 partnership, \$965.

489 (c)~~(3)~~ For filing an original application for registration
490 as a foreign limited partnership, \$965.

491 (d)~~(4)~~ For filing certificate of conversion, \$52.50.

492 (e)~~(5)~~ For filing certificate of merger, \$52.50 for each
493 party thereto.

14-01200-18

20181228__

494 (f)~~(6)~~ For filing a reinstatement, \$500 for each calendar
495 year or part thereof the limited partnership was
496 administratively dissolved or foreign limited partnership was
497 revoked in the records of the Department of State.

498 (g)~~(7)~~ For filing an annual report, \$411.25.

499 (h) For filing a biennial report, \$822.50.

500 (i)~~(8)~~ For filing a certificate:

501 1.~~(a)~~ Designating a registered agent, \$35;

502 2.~~(b)~~ Changing a registered agent or registered office
503 address, \$35;

504 3.~~(c)~~ Resigning as a registered agent, \$87.50; or

505 4.~~(d)~~ Of amendment or restatement of the certificate of
506 limited partnership, \$52.50.

507 (j)~~(9)~~ For filing a statement of termination, \$52.50.

508 (k)~~(10)~~ For filing a notice of cancellation for foreign
509 limited partnership, \$52.50.

510 (l)~~(11)~~ For furnishing a certificate of status or
511 authorization, \$8.75.

512 (m)~~(12)~~ For filing a certificate of dissolution, \$52.50.

513 (n)~~(13)~~ For filing a certificate of revocation of
514 dissolution, \$52.50.

515 (o)~~(14)~~ For filing any other domestic or foreign limited
516 partnership document, \$52.50.

517 (2) The Department of State may escrow an amount necessary
518 to annualize revenues collected from biennial report filing fees
519 and biennial supplemental corporate fees until October 1 of the
520 following fiscal year and then account for that amount as
521 revenue for that fiscal year.

522 Section 9. Section 620.1210, Florida Statutes, is amended

14-01200-18

20181228__

523 to read:

524 620.1210 Annual or biennial report for Department of
525 State.—

526 (1) A limited partnership or a foreign limited partnership
527 authorized to transact business in this state shall deliver to
528 the Department of State for filing an annual or biennial report
529 that states:

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

533 (b) The street and mailing address of the limited
534 partnership or foreign limited partnership, the name of its
535 registered agent in this state, and the street address of its
536 registered office in this state.

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

542 (d) Federal Employer Identification number.

543 (e) Any additional information that is necessary or
544 appropriate to enable the Department of State to carry out the
545 provisions of this act.

546 (2) Information in an annual or biennial report must be
547 current as of the date the ~~annual~~ report is delivered to the
548 Department of State for filing.

549 (3) The first ~~annual~~ report must be delivered to the
550 Department of State between January 1 and May 1 of the year
551 following the calendar year in which a limited partnership was

14-01200-18

20181228__

552 formed or a foreign limited partnership was authorized to
553 transact business. Subsequent ~~An~~ annual or biennial reports
554 ~~report~~ must be delivered to the Department of State between
555 January 1 and May 1 of the each subsequent calendar years in
556 which the reports are due year.

557 (4) If an annual or biennial report does not contain the
558 information required in subsection (1), the Department of State
559 shall promptly notify the reporting limited partnership or
560 foreign limited partnership and return the report to it for
561 correction. If the report is corrected to contain the
562 information required in subsection (1) and delivered to the
563 Department of State within 30 days after the effective date of
564 the notice, it is timely delivered.

565 (5) If a filed annual or biennial report contains the
566 address of a designated office, name of a registered agent, or
567 registered office address which differs from the information
568 shown in the records of the Department of State immediately
569 before the filing, the differing information in the ~~annual~~
570 report is considered a statement of change under s. 620.1115.

571 Section 10. Paragraphs (i) through (o) of subsection (1) of
572 section 620.81055, Florida Statutes, are redesignated as
573 paragraphs (j) through (p), respectively, a new paragraph (i) is
574 added to that subsection, and subsection (3) is added to that
575 section, to read:

576 620.81055 Fees for filing documents and issuing
577 certificates; powers of the Department of State.—

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

14-01200-18

20181228__

581 (i) Limited liability partnership biennial report: \$50.
582 (3) The Department of State may escrow an amount necessary
583 to annualize revenues collected from biennial report filing fees
584 until October 1 of the following fiscal year and then account
585 for that amount as revenue for that fiscal year.

586 Section 11. Section 620.9003, Florida Statutes, is amended
587 to read:

588 620.9003 Annual or biennial report.—

589 (1) A limited liability partnership, and a foreign limited
590 liability partnership authorized to transact business in this
591 state, shall file an annual or biennial report in the office of
592 the Secretary of State which contains:

593 (a) The name of the limited liability partnership and the
594 state or other jurisdiction under whose laws the foreign limited
595 liability partnership is formed;

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

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

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

606 (2) An annual or biennial report must be filed between
607 January 1 and May 1 of the ~~each~~ year following the calendar year
608 in which a partnership files a statement of qualification or a
609 foreign partnership becomes authorized to transact business in

14-01200-18

20181228__

610 this state. Subsequent annual or biennial reports must be filed
611 between January 1 and May 1 of the subsequent calendar years in
612 which the reports are due.

613 (3) The Department of State may administratively revoke the
614 statement of qualification of a partnership that fails to file
615 its annual or biennial report and pay the required filing fee by
616 5 p.m. Eastern Time on the third Friday in September of the year
617 the report is due. The Department of State shall serve a 60-day
618 notice on the limited liability partnership of its intent to
619 revoke the statement of qualification. If the partnership has
620 provided the department with an e-mail ~~electronic mail~~ address,
621 such notice must ~~shall~~ be by electronic transmission. Revocation
622 for failure to file an annual or biennial report shall occur on
623 the fourth Friday in September of the each year the report is
624 due. The Department of State shall issue a certificate of
625 revocation of the statement of qualification to each revoked
626 partnership. Issuance of the certificate of revocation of the
627 statement of qualification may be by electronic transmission to
628 any partnership that has provided the department with an e-mail
629 ~~electronic mail~~ address.

630 (4) A revocation under subsection (3) affects only a
631 partnership's status as a limited liability partnership and is
632 not an event of dissolution of the partnership.

633 (5) A partnership whose statement of qualification has been
634 administratively revoked may apply to the Secretary of State for
635 reinstatement within 2 years after the effective date of the
636 revocation. The application must state:

637 (a) The name of the partnership and the effective date of
638 the revocation; and

14-01200-18

20181228__

639 (b) That the ground for revocation either did not exist or
640 has been corrected.

641 (6) A reinstatement under subsection (5) relates back to
642 and takes effect as of the effective date of the revocation, and
643 the partnership's status as a limited liability partnership
644 continues as if the revocation had never occurred.

645 Section 12. Subsection (4) of section 605.0114, Florida
646 Statutes, is amended to read:

647 605.0114 Change of registered agent or registered office.—

648 (4) The changes described in this section may also be made
649 on the limited liability company's or foreign limited liability
650 company's annual or biennial report, in an application for
651 reinstatement filed with the department under s. 605.0715(1), in
652 an amendment to or restatement of a company's articles of
653 organization in accordance with s. 605.0202, or in an amendment
654 to a foreign limited liability company's certificate of
655 authority in accordance with s. 605.0907.

656 Section 13. Subsection (3) of section 605.0118, Florida
657 Statutes, is amended to read:

658 605.0118 Delivery of record.—

659 (3) If a check is mailed to the department for payment of
660 an annual or biennial report fee or the annual or biennial fee
661 required under s. 607.193, the check shall be deemed to have
662 been received by the department as of the postmark date
663 appearing on the envelope or package transmitting the check if
664 the envelope or package is received by the department.

665 Section 14. Paragraph (d) of subsection (1) and paragraph
666 (d) of subsection (2) of section 605.0211, Florida Statutes, are
667 amended to read:

14-01200-18

20181228__

668 605.0211 Certificate of status.—

669 (1) The department, upon request and payment of the
670 requisite fee, shall issue a certificate of status for a limited
671 liability company if the records filed in the department show
672 that the department has accepted and filed the company's
673 articles of organization. A certificate of status must state the
674 following:

675 (d) If the company's most recent annual or biennial report
676 required under s. 605.0212 has not been filed by the department.

677 (2) The department, upon request and payment of the
678 requisite fee, shall furnish a certificate of status for a
679 foreign limited liability company if the records filed show that
680 the department has filed a certificate of authority. A
681 certificate of status for a foreign limited liability company
682 must state the following:

683 (d) If the foreign limited liability company's most recent
684 annual or biennial report required under s. 605.0212 has not
685 been filed by the department.

686 Section 15. Subsections (1) and (2) of section 605.0714,
687 Florida Statutes, are amended to read:

688 605.0714 Administrative dissolution.—

689 (1) The department may dissolve a limited liability company
690 administratively if the company does not:

691 (a) Deliver its annual or biennial report to the department
692 by 5:00 p.m. Eastern Time on the third Friday in September of
693 the each year the report is due;

694 (b) Pay a fee or penalty due to the department under this
695 chapter;

696 (c) Appoint and maintain a registered agent as required

14-01200-18

20181228__

697 under s. 605.0113; or

698 (d) Deliver for filing a statement of a change under s.
699 605.0114 within 30 days after a change has occurred in the name
700 or address of the agent unless, within 30 days after the change
701 occurred:

702 1. The agent filed a statement of change under s. 605.0116;
703 or

704 2. The change was made in accordance with s. 605.0114(4).

705 (2) Administrative dissolution of a limited liability
706 company for failure to file an annual or biennial report must
707 occur on the fourth Friday in September of the ~~each~~ year the
708 report is due. The department shall issue a notice in a record
709 of administrative dissolution to the limited liability company
710 dissolved for failure to file an annual or biennial report.
711 Issuance of the notice may be by electronic transmission to a
712 limited liability company that has provided the department with
713 an e-mail address.

714 Section 16. Subsection (2) of section 605.0715, Florida
715 Statutes, is amended to read:

716 605.0715 Reinstatement.—

717 (2) In lieu of the requirement to file an application for
718 reinstatement as described in subsection (1), an
719 administratively dissolved limited liability company may submit
720 all fees and penalties owed by the company at the rates provided
721 by law at the time the company applies for reinstatement,
722 together with a current annual or biennial report, signed by
723 both the registered agent and an authorized representative of
724 the company, which contains the information described in
725 subsection (1).

14-01200-18

20181228__

726 Section 17. Subsections (1) and (2) of section 605.0908,
727 Florida Statutes, are amended to read:

728 605.0908 Revocation of certificate of authority.—

729 (1) A certificate of authority of a foreign limited
730 liability company to transact business in this state may be
731 revoked by the department if:

732 (a) The foreign limited liability company does not deliver
733 its annual or biennial report to the department by 5 p.m.
734 Eastern Time on the third Friday in September of the ~~each~~ year
735 the report is due;

736 (b) The foreign limited liability company does not pay a
737 fee or penalty due to the department under this chapter;

738 (c) The foreign limited liability company does not appoint
739 and maintain a registered agent as required under s. 605.0113;

740 (d) The foreign limited liability company does not deliver
741 for filing a statement of a change under s. 605.0114 within 30
742 days after a change has occurred in the name or address of the
743 agent, unless, within 30 days after the change occurred, either:

744 1. The registered agent files a statement of change under
745 s. 605.0116; or

746 2. The change was made in accordance with s. 605.0114(4) or
747 s. 605.0907(1) (d);

748 (e) The foreign limited liability company has failed to
749 amend its certificate of authority to reflect a change in its
750 name on the records of the department or its jurisdiction of
751 formation;

752 (f) The department receives a duly authenticated
753 certificate from the official having custody of records in the
754 company's jurisdiction of formation stating that it has been

14-01200-18

20181228__

755 dissolved or is no longer active on the official's records;

756 (g) The foreign limited liability company's period of
757 duration has expired;

758 (h) A member, manager, or agent of the foreign limited
759 liability company signs a document that the member, manager, or
760 agent knew was false in a material respect with the intent that
761 the document be delivered to the department for filing; or

762 (i) The foreign limited liability company has failed to
763 answer truthfully and fully, within the time prescribed in s.
764 605.1104, interrogatories propounded by the department.

765 (2) Revocation of a foreign limited liability company's
766 certificate of authority for failure to file an annual or
767 biennial report shall occur on the fourth Friday in September of
768 the each year the report is due. The department shall issue a
769 notice in a record of the revocation to the revoked foreign
770 limited liability company. Issuance of the notice may be by
771 electronic transmission to a foreign limited liability company
772 that has provided the department with an e-mail address.

773 Section 18. Subsection (2) of section 605.0909, Florida
774 Statutes, is amended to read:

775 605.0909 Reinstatement following revocation of certificate
776 of authority.—

777 (2) In lieu of the requirement to file an application for
778 reinstatement as described in subsection (1), a foreign limited
779 liability company whose certificate of authority has been
780 revoked may submit all fees and penalties owed by the company at
781 the rates provided by law at the time the company applies for
782 reinstatement, together with a current annual or biennial
783 report, signed by both the registered agent and an authorized

14-01200-18

20181228__

784 representative of the company, which contains the information
785 described in subsection (1).

786 Section 19. Subsection (2) of section 606.06, Florida
787 Statutes, is amended to read:

788 606.06 Uniform business report.—The department may use the
789 uniform business report:

790 (2) As a substitute for any annual or biennial report or
791 renewal filing required by chapters 495, 605, 607, 609, 617,
792 620, 621, and 865.

793 Section 20. Paragraph (d) of subsection (1) of section
794 607.0121, Florida Statutes, is amended to read:

795 607.0121 Forms.—

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

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

801
802 If the Department of State so requires, the use of these forms
803 shall be mandatory.

804 Section 21. Subsection (2) of section 607.0128, Florida
805 Statutes, is amended to read:

806 607.0128 Certificate of status.—

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

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

810 (b)1. That the domestic corporation is duly incorporated
811 under the law of this state and the date of its incorporation,
812 or

14-01200-18

20181228__

813 2. That the foreign corporation is authorized to transact
814 business in this state;

815 (c) That all fees and penalties owed to the department have
816 been paid, if:

817 1. Payment is reflected in the records of the department,
818 and

819 2. Nonpayment affects the existence or authorization of the
820 domestic or foreign corporation;

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

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

824 Section 22. Subsection (20) of section 607.01401, Florida
825 Statutes, is amended to read:

826 607.01401 Definitions.—As used in this act, unless the
827 context otherwise requires, the term:

828 (20) "Principal office" means the office (in or out of this
829 state) where the principal executive offices of a domestic or
830 foreign corporation are located as designated in the articles of
831 incorporation or other initial filing until an annual or
832 biennial report has been filed, and thereafter as designated in
833 the annual or biennial report.

834 Section 23. Subsection (4) of section 607.0141, Florida
835 Statutes, is amended to read:

836 607.0141 Notice.—

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

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

840 (b) To the corporation or its secretary at its principal
841 office or e-mail ~~electronic-mail~~ address as authorized and shown

14-01200-18

20181228__

842 in its most recent annual or biennial report or, in the case of
843 a corporation that has not yet delivered an annual or biennial
844 report, in a domestic corporation's articles of incorporation or
845 in a foreign corporation's application for certificate of
846 authority.

847 Section 24. Subsections (2) and (4) of section 607.0502,
848 Florida Statutes, are amended to read:

849 607.0502 Change of registered office or registered agent;
850 resignation of registered agent.—

851 (2) Any registered agent may resign his or her agency
852 appointment by signing and delivering for filing with the
853 Department of State a statement of resignation and mailing a
854 copy of such statement to the corporation at its principal
855 office address shown in its most recent annual or biennial
856 report or, if none, filed in the articles of incorporation or
857 other most recently filed document. The statement of resignation
858 shall state that a copy of such statement has been mailed to the
859 corporation at the address so stated. The agency is terminated
860 as of the 31st day after the date on which the statement was
861 filed and unless otherwise provided in the statement,
862 termination of the agency acts as a termination of the
863 registered office.

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

867 Section 25. Subsection (5) of section 607.0705, Florida
868 Statutes, is amended to read:

869 607.0705 Notice of meeting.—

870 (5) Notwithstanding the foregoing, no notice of a

14-01200-18

20181228__

871 shareholders' meeting need be given to a shareholder if:

872 (a) An annual or biennial report and proxy statements for
873 two consecutive annual meetings of shareholders or

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

876

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

880 The obligation of the corporation to give notice of a

881 shareholders' meeting to any such shareholder shall be

882 reinstated once the corporation has received a new address for

883 such shareholder for entry on its share transfer books.

884 Section 26. Subsection (1) of section 607.1420, Florida
885 Statutes, is amended to read:

886 607.1420 Grounds for administrative dissolution.—

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

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

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

895 (c) The corporation does not notify the Department of State
896 within 30 days that its registered agent or registered office
897 has been changed, that its registered agent has resigned, or
898 that its registered office has been discontinued;

899 (d) The corporation has failed to answer truthfully and

14-01200-18

20181228__

900 fully, within the time prescribed by this act, interrogatories
901 propounded by the Department of State; or

902 (e) The corporation's period of duration stated in its
903 articles of incorporation has expired.

904 Section 27. Subsection (1) of section 607.1421, Florida
905 Statutes, is amended to read:

906 607.1421 Procedure for and effect of administrative
907 dissolution.—

908 (1) If the Department of State determines that one or more
909 grounds exist under s. 607.1420 for dissolving a corporation, it
910 shall serve the corporation with notice of its intention to
911 administratively dissolve the corporation. If the corporation
912 has provided the department with an electronic mail address,
913 such notice shall be by electronic transmission. Administrative
914 dissolution for failure to file an annual or biennial report
915 shall occur on the fourth Friday in September of the ~~each~~ year
916 the report is due. The Department of State shall issue a
917 certificate of dissolution to each dissolved corporation.
918 Issuance of the certificate of dissolution may be by electronic
919 transmission to any corporation that has provided the department
920 with an electronic mail address.

921 Section 28. Subsection (1) of section 607.1509, Florida
922 Statutes, is amended to read:

923 607.1509 Resignation of registered agent of foreign
924 corporation.—

925 (1) The registered agent of a foreign corporation may
926 resign his or her agency appointment by signing and delivering
927 to the Department of State for filing a statement of resignation
928 and mailing a copy of such statement to the corporation at the

14-01200-18

20181228__

929 corporation's principal office address shown in its most recent
930 annual or biennial report or, if none, shown in its application
931 for a certificate of authority or other most recently filed
932 document. The statement of resignation must state that a copy of
933 such statement has been mailed to the corporation at the address
934 so stated. The statement of resignation may include a statement
935 that the registered office is also discontinued.

936 Section 29. Subsection (2) of section 607.15101, Florida
937 Statutes, is amended to read:

938 607.15101 Service of process, notice, or demand on a
939 foreign corporation.—

940 (2) A foreign corporation may be served by registered or
941 certified mail, return receipt requested, addressed to the
942 secretary of the foreign corporation at its principal office
943 shown in its application for a certificate of authority or in
944 its most recent annual or biennial report if the foreign
945 corporation:

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

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

950 (c) Has had its certificate of authority revoked under s.
951 607.1531.

952 Section 30. Subsection (1) of section 607.1530, Florida
953 Statutes, is amended to read:

954 607.1530 Grounds for revocation of authority to transact
955 business.—The Department of State may commence a proceeding
956 under s. 607.1531 to revoke the certificate of authority of a
957 foreign corporation authorized to transact business in this

14-01200-18

20181228__

958 state if:

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

963 Section 31. Subsection (1) of section 607.1531, Florida
964 Statutes, is amended to read:

965 607.1531 Procedure for and effect of revocation.—

966 (1) If the Department of State determines that one or more
967 grounds exist under s. 607.1530 for revocation of a certificate
968 of authority, the Department of State shall serve the foreign
969 corporation with notice of its intent to revoke the foreign
970 corporation's certificate of authority. If the foreign
971 corporation has provided the department with an e-mail
972 ~~electronic mail~~ address, such notice must ~~shall~~ be by electronic
973 transmission. Revocation for failure to file an annual or
974 biennial report shall occur on the fourth Friday in September of
975 the each year the report is due. The department shall issue a
976 certificate of revocation to each revoked corporation. Issuance
977 of the certificate of revocation may be by electronic
978 transmission to any corporation that has provided the department
979 with an e-mail ~~electronic mail~~ address.

980 Section 32. Paragraph (b) of subsection (1) of section
981 607.15315, Florida Statutes, is amended to read:

982 607.15315 Revocation; application for reinstatement.—

983 (1)

984 (b) As an alternative, the foreign corporation may submit a
985 current annual or biennial report, signed by the registered
986 agent and an officer or director, which substantially complies

14-01200-18

20181228__

987 with the requirements of paragraph (a).

988 Section 33. Subsection (5) of section 607.1601, Florida
989 Statutes, is amended to read:

990 607.1601 Corporate records.—

991 (5) A corporation shall keep a copy of the following
992 records:

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

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

997 (c) Resolutions adopted by its board of directors creating
998 one or more classes or series of shares and fixing their
999 relative rights, preferences, and limitations, if shares issued
1000 pursuant to those resolutions are outstanding;

1001 (d) The minutes of all shareholders' meetings and records
1002 of all action taken by shareholders without a meeting for the
1003 past 3 years;

1004 (e) Written communications to all shareholders generally or
1005 all shareholders of a class or series within the past 3 years,
1006 including the financial statements furnished for the past 3
1007 years under s. 607.1620;

1008 (f) A list of the names and business street addresses of
1009 its current directors and officers; and

1010 (g) Its most recent annual or biennial report delivered to
1011 the Department of State under s. 607.1622.

1012 Section 34. Subsection (1) of section 617.0121, Florida
1013 Statutes, is amended to read:

1014 617.0121 Forms.—

1015 (1) The Department of State may prescribe and furnish on

14-01200-18

20181228__

1016 request forms for:

1017 (a) An application for certificate of status;;

1018 (b) A foreign corporation's application for certificate of
1019 authority to conduct its affairs in the state;;

1020 (c) A foreign corporation's application for certificate of
1021 withdrawal;; and

1022 (d) The annual or biennial report, for which the department
1023 may prescribe the use of the uniform business report, pursuant
1024 to s. 606.06.

1025

1026 If the Department of State so requires, the use of these forms
1027 shall be mandatory.

1028 Section 35. Subsection (2) of section 617.0128, Florida
1029 Statutes, is amended to read:

1030 617.0128 Certificate of status.—

1031 (2) A certificate of status or authorization sets forth:

1032 (a) The domestic corporation's corporate name or the
1033 foreign corporation's corporate name used in this state;

1034 (b)1. That the domestic corporation is duly incorporated
1035 under the law of this state and the date of its incorporation;;
1036 or

1037 2. That the foreign corporation is authorized to conduct
1038 its affairs in this state;

1039 (c) That all fees and penalties owed to the department have
1040 been paid, if:

1041 1. Payment is reflected in the records of the department;;
1042 and

1043 2. Nonpayment affects the existence or authorization of the
1044 domestic or foreign corporation;

14-01200-18

20181228__

1045 (d) That its most recent annual or biennial report required
1046 by s. 617.1622 has been delivered to the department; and

1047 (e) That articles of dissolution have not been filed.

1048 Section 36. Subsections (2) and (4) of section 617.0502,
1049 Florida Statutes, are amended to read:

1050 617.0502 Change of registered office or registered agent;
1051 resignation of registered agent.—

1052 (2) Any registered agent may resign his or her agency
1053 appointment by signing and delivering for filing with the
1054 Department of State a statement of resignation and mailing a
1055 copy of such statement to the corporation at its principal
1056 office address shown in its most recent annual or biennial
1057 report or, if none, filed in the articles of incorporation or
1058 other most recently filed document. The statement of resignation
1059 shall state that a copy of such statement has been mailed to the
1060 corporation at the address so stated. The agency is terminated
1061 as of the 31st day after the date on which the statement was
1062 filed and unless otherwise provided in the statement,
1063 termination of the agency acts as a termination of the
1064 registered office.

1065 (4) Changes of the registered office or registered agent
1066 may be made by a change on the corporation's annual or biennial
1067 report form filed with the Department of State.

1068 Section 37. Subsection (1) of section 617.1420, Florida
1069 Statutes, is amended to read:

1070 617.1420 Grounds for administrative dissolution.—

1071 (1) The Department of State may commence a proceeding under
1072 s. 617.1421 to administratively dissolve a corporation if:

1073 (a) The corporation has failed to file its annual or

14-01200-18

20181228__

1074 biennial report and pay the ~~annual~~ report filing fee by 5 p.m.
1075 Eastern Time on the third Friday in September of the year the
1076 report is due;

1077 (b) The corporation is without a registered agent or
1078 registered office in this state for 30 days or more;

1079 (c) The corporation does not notify the Department of State
1080 within 30 days after its registered agent or registered office
1081 has been changed, after its registered agent has resigned, or
1082 after its registered office has been discontinued;

1083 (d) The corporation has failed to answer truthfully and
1084 fully, within the time prescribed by this act, interrogatories
1085 propounded by the Department of State; or

1086 (e) The corporation's period of duration stated in its
1087 articles of incorporation has expired.

1088 Section 38. Subsection (1) of section 617.1421, Florida
1089 Statutes, is amended to read:

1090 617.1421 Procedure for and effect of administrative
1091 dissolution.—

1092 (1) If the Department of State determines that one or more
1093 grounds exist under s. 617.1420 for administratively dissolving
1094 a corporation, it shall serve the corporation with notice of its
1095 intent under s. 617.0504(2) to administratively dissolve the
1096 corporation. If the corporation has provided the department with
1097 an e-mail ~~electronic mail~~ address, such notice shall be by
1098 electronic transmission. Administrative dissolution for failure
1099 to file an annual or biennial report shall occur on the fourth
1100 Friday in September of the ~~each~~ year the report is due. The
1101 Department of State shall issue a certificate of dissolution to
1102 each dissolved corporation. Issuance of the certificate of

14-01200-18

20181228__

1103 dissolution may be by electronic transmission to any corporation
1104 that has provided the department with an e-mail ~~electronic mail~~
1105 address.

1106 Section 39. Subsection (1) of section 617.1509, Florida
1107 Statutes, is amended to read:

1108 617.1509 Resignation of registered agent of foreign
1109 corporation.—

1110 (1) The registered agent of a foreign corporation may
1111 resign his or her agency appointment by signing and delivering
1112 to the Department of State for filing a statement of resignation
1113 and mailing a copy of such statement to the corporation at the
1114 corporation's principal office address shown in its most recent
1115 annual or biennial report or, if none, shown in its application
1116 for a certificate of authority or other most recently filed
1117 document. The statement of resignation must state that a copy of
1118 such statement has been mailed to the corporation at the address
1119 so stated. The statement of resignation may include a statement
1120 that the registered office is also discontinued.

1121 Section 40. Subsection (2) of section 617.1510, Florida
1122 Statutes, is amended to read:

1123 617.1510 Service of process, notice, or demand on a foreign
1124 corporation.—

1125 (2) A foreign corporation may be served by registered or
1126 certified mail, return receipt requested, addressed to the
1127 secretary of the foreign corporation at its principal office
1128 shown in its application for a certificate of authority or in
1129 its most recent annual or biennial report if the foreign
1130 corporation:

1131 (a) Has no registered agent or its registered agent cannot

14-01200-18

20181228__

1132 with reasonable diligence be served;

1133 (b) Has withdrawn from conducting its affairs in this state
1134 under s. 617.1520; or

1135 (c) Has had its certificate of authority revoked under s.
1136 617.1531.

1137 Section 41. Subsection (1) of section 617.1530, Florida
1138 Statutes, is amended to read:

1139 617.1530 Grounds for revocation of authority to conduct
1140 affairs.—The Department of State may commence a proceeding under
1141 s. 617.1531 to revoke the certificate of authority of a foreign
1142 corporation authorized to conduct its affairs in this state if:

1143 (1) The foreign corporation has failed to file its annual
1144 or biennial report with the Department of State by 5 p.m.
1145 Eastern Time on the third Friday in September of the year the
1146 report is due.

1147 Section 42. Subsection (1) of section 617.1531, Florida
1148 Statutes, is amended to read:

1149 617.1531 Procedure for and effect of revocation.—

1150 (1) If the Department of State determines that one or more
1151 grounds exist under s. 617.1530 for revocation of a certificate
1152 of authority, the Department of State shall serve the foreign
1153 corporation with notice of its intent to revoke the foreign
1154 corporation's certificate of authority. If the foreign
1155 corporation has provided the department with an e-mail
1156 ~~electronic mail~~ address, such notice must ~~shall~~ be by electronic
1157 transmission. Revocation for failure to file an annual or
1158 biennial report shall occur on the fourth Friday in September of
1159 the each year the report is due. The Department of State shall
1160 issue a certificate of revocation to each revoked corporation.

14-01200-18

20181228__

1161 Issuance of the certificate of revocation may be by electronic
1162 transmission to any foreign corporation that has provided the
1163 department with an e-mail ~~electronic-mail~~ address.

1164 Section 43. Subsection (1) of section 617.1533, Florida
1165 Statutes, is amended to read:

1166 617.1533 Reinstatement following revocation.—

1167 (1) (a) A foreign corporation whose certificate of authority
1168 has been revoked under s. 617.1531 may apply to the Department
1169 of State for reinstatement at any time after the effective date
1170 of revocation of authority. The application must:

1171 1. Recite the name of the corporation and the effective
1172 date of its revocation of authority;

1173 2. State that the ground or grounds for revocation either
1174 did not exist or have been eliminated and that no further
1175 grounds currently exist for revocation of authority;

1176 3. State that the corporation's name satisfies the
1177 requirements of s. 617.1506; and

1178 4. State that all fees owed by the corporation and computed
1179 at the rate provided by law at the time the corporation applies
1180 for reinstatement have been paid; or

1181 (b) In the alternative, the foreign corporation may submit
1182 a current annual or biennial report, signed by the registered
1183 agent and an officer or director, which substantially complies
1184 with the requirements of paragraph (a).

1185 Section 44. Paragraph (f) of subsection (5) of section
1186 617.1601, Florida Statutes, is amended to read:

1187 617.1601 Corporate records.—

1188 (5) A corporation shall keep a copy of the following
1189 records:

14-01200-18

20181228__

1190 (f) Its most recent annual or biennial report delivered to
1191 the Department of State under s. 617.1622.

1192 Section 45. Subsection (7) of section 620.1111, Florida
1193 Statutes, is amended to read:

1194 620.1111 Required information.—A limited partnership shall
1195 maintain at its designated office the following information:

1196 (7) A copy of the three most recent annual reports or the
1197 two most recent biennial reports delivered by the limited
1198 partnership to the Department of State pursuant to s. 620.1210.

1199 Section 46. Subsection (3) of section 620.1115, Florida
1200 Statutes, is amended to read:

1201 620.1115 Change of registered agent or registered office.—

1202 (3) The changes described in this section may also be made
1203 on the limited partnership or foreign limited partnership's
1204 annual or biennial report filed with the Department of State.

1205 Section 47. Paragraph (d) of subsection (1) and paragraph
1206 (d) of subsection (2) of section 620.1209, Florida Statutes, are
1207 amended to read:

1208 620.1209 Certificate of status.—

1209 (1) The Department of State, upon request and payment of
1210 the requisite fee, shall furnish a certificate of status for a
1211 limited partnership if the records filed in the Department of
1212 State show that the Department of State has filed a certificate
1213 of limited partnership. A certificate of status must state:

1214 (d) Whether the limited partnership's most recent annual or
1215 biennial report required by s. 620.1210 has been filed by the
1216 Department of State.

1217 (2) The Department of State, upon request and payment of
1218 the requisite fee, shall furnish a certificate of status for a

14-01200-18

20181228__

1219 foreign limited partnership if the records filed in the
1220 Department of State show that the Department of State has filed
1221 a certificate of authority. A certificate of status must state:

1222 (d) Whether the foreign limited partnership's most recent
1223 annual or biennial report required by s. 620.1210 has been filed
1224 by the Department of State.

1225 Section 48. Subsection (1) and subsection (2) of section
1226 620.1809, Florida Statutes, are amended to read:

1227 620.1809 Administrative dissolution.—

1228 (1) The Department of State may dissolve a limited
1229 partnership administratively if the limited partnership does
1230 not:

1231 (a) Pay any fee or penalty due to the Department of State
1232 under this act;

1233 (b) Deliver its annual or biennial report to the Department
1234 of State by 5 p.m. Eastern Time on the third Friday in September
1235 of the year the report is due;

1236 (c) Appoint and maintain a registered agent as required by
1237 s. 620.1114; or

1238 (d) Deliver for filing a statement of a change under s.
1239 620.1115 within 30 days after a change has occurred in the name
1240 of the registered agent or the registered office address.

1241 (2) If the Department of State determines that a ground
1242 exists for administratively dissolving a limited partnership,
1243 the Department of State shall serve notice on the limited
1244 partnership of its intent to administratively dissolve the
1245 limited partnership. If the limited partnership has provided the
1246 department with an e-mail ~~electronic mail~~ address, such notice
1247 shall be by electronic transmission. Administrative dissolution

14-01200-18

20181228__

1248 for failure to file an annual or biennial report shall occur on
1249 the fourth Friday in September of the each year the report is
1250 due. The Department of State shall issue a certificate of
1251 dissolution to each dissolved limited partnership. Issuance of
1252 the certificate of dissolution may be by electronic transmission
1253 to any limited partnership that has provided the department with
1254 an e-mail ~~electronic mail~~ address.

1255 Section 49. Subsections (2) and (3) of section 620.1810,
1256 Florida Statutes, are amended to read:

1257 620.1810 Reinstatement following administrative
1258 dissolution.—

1259 (2) As an alternative to submitting the form of
1260 reinstatement referred to in subsection (1), the limited
1261 partnership may submit a current annual or biennial report,
1262 signed by its registered agent and a general partner, which
1263 contains the same information described in subsection (1).

1264 (3) If the Department of State determines that the
1265 application for reinstatement, or current annual or biennial
1266 report described in subsection (2), contains the information
1267 required by subsection (1) and that the information is correct,
1268 the Department of State shall reinstate the limited partnership.

1269 Section 50. Subsections (1) and (2) of section 620.1906,
1270 Florida Statutes, are amended to read:

1271 620.1906 Revocation of certificate of authority.—

1272 (1) A certificate of authority of a foreign limited
1273 partnership to transact business in this state may be revoked by
1274 the Department of State in the manner provided in subsections
1275 (2) and (3) if the foreign limited partnership does not:

1276 (a) Pay, within 60 days after the due date, any fee or

14-01200-18

20181228__

1277 penalty due to the Department of State under this act;

1278 (b) Deliver its annual or biennial report to the Department
1279 of State by 5 p.m. Eastern Time on the third Friday in September
1280 of the year the report is due;

1281 (c) Appoint and maintain an agent for service of process as
1282 required by s. 620.1114(2); or

1283 (d) Deliver for filing a statement of a change under s.
1284 620.1115 within 30 days after a change has occurred in the name
1285 or address of the agent.

1286 (2) If the Department of State determines that one or more
1287 grounds exist under this section for revocation of a foreign
1288 limited partnership, it shall notify the foreign limited
1289 partnership of its intent to revoke the foreign limited
1290 partnership's certificate of authority. If the foreign limited
1291 partnership has provided the department with an e-mail
1292 ~~electronic mail~~ address, such notice must ~~shall~~ be by electronic
1293 transmission. Revocation for failure to file an annual or
1294 biennial report shall occur on the fourth Friday in September of
1295 the each year the report is due. The Department of State shall
1296 issue a certificate of revocation to each revoked foreign
1297 limited partnership. Issuance of the certificate of revocation
1298 may be by electronic transmission to any foreign limited
1299 partnership that has provided the department with an e-mail
1300 ~~electronic mail~~ address.

1301 Section 51. Subsections (2) and (3) of section 620.1909,
1302 Florida Statutes, are amended to read:

1303 620.1909 Reinstatement following administrative
1304 revocation.—

1305 (2) As an alternative to submitting the form of

14-01200-18

20181228__

1306 reinstatement referred to in subsection (1), the foreign limited
1307 partnership may submit a current annual or biennial report,
1308 signed by its registered agent and a general partner, which
1309 contains the same information described in subsection (1).

1310 (3) If the Department of State determines that the
1311 application for reinstatement or the current annual or biennial
1312 report described in subsection (2) contains the information
1313 required by subsection (1) and that the information is correct,
1314 it shall reinstate the foreign limited partnership's certificate
1315 of authority.

1316 Section 52. Section 622.05, Florida Statutes, is amended to
1317 read:

1318 622.05 Annual and biennial reports.—Every association shall
1319 comply with all requirements of law, including but not limited
1320 to the paying of all fees, taxes, and other charges, now or
1321 hereafter prescribed for the filing of annual or biennial
1322 reports by foreign corporations for profit qualified to transact
1323 business in this state, except railroad, pullman, telephone,
1324 telegraph, and insurance companies, and all laws heretofore or
1325 hereafter enacted with respect to such reports shall apply to
1326 and govern and control all associations.

1327 Section 53. This act shall take effect July 1, 2018.