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LEGISLATIVE ACTION

Senate	.	House
Comm: RCS	.	
12/07/2017	.	
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Appropriations Subcommittee on Transportation, Tourism, and  
Economic Development (Young) recommended the following:

**Senate Amendment (with title amendment)**

Delete everything after the enacting clause  
and insert:

Section 1. Subsection (1) of section 605.0209, Florida  
Statutes, is amended, and subsection (5) is added to that  
section, to read:

605.0209 Correcting filed record.—

(1) A person on whose behalf a filed record was delivered  
to the department for filing may correct the record if any of



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11 the following applies:

12 (a) The record at the time of filing was inaccurate.~~†~~

13 (b) The record was defectively signed.~~†~~~~or~~

14 (c) The electronic transmission of the record to the  
15 department was defective.

16 (d) The record contains false, misleading, or fraudulent  
17 information.

18 (5) A statement of correction filed to correct false,  
19 misleading, or fraudulent information is not subject to any  
20 department fee if the statement of correction is delivered to  
21 the department within 15 days after the notification of filing  
22 sent pursuant to s. 605.0210.

23 Section 2. Subsection (2) of section 605.0210, Florida  
24 Statutes is amended to read:

25 605.0210 Duty of department to file; review of refusal to  
26 file; transmission of information by department.-

27 (2) After filing a record, the department shall send notice  
28 ~~deliver an acknowledgment~~ of the filing to the e-mail address on  
29 file for the entity or its authorized representative or shall  
30 send a ~~or certified~~ copy of the document to the mailing address  
31 of such entity ~~the company or foreign limited liability company~~  
32 or ~~its~~ authorized representative. If the record changes the  
33 entity's e-mail address, the department must send such notice to  
34 the new e-mail address and to the most recent prior e-mail  
35 address. If the record changes the entity's mailing address, the  
36 department must send such notice to the new mailing address and  
37 to the most recent prior mailing address.

38 Section 3. Subsection (1) of section 607.0124, Florida  
39 Statutes, is amended, and subsection (4) is added to that



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40 section, to read:

41 607.0124 Correcting filed document.—

42 (1) A domestic or foreign corporation may correct a  
43 document filed by the Department of State within 30 days after  
44 filing if the document if any of the following applies:

45 (a) The document contains an inaccuracy.†

46 (b) The document contains false, misleading, or fraudulent  
47 information.

48 (c) ~~(b)~~ The document was defectively executed, attested,  
49 sealed, verified, or acknowledged.† ~~or~~

50 (d) ~~(e)~~ The electronic transmission of the document was  
51 defective.

52 (4) Articles of correction filed to correct false,  
53 misleading, or fraudulent information are not subject to any  
54 Department of State fee if the articles of correction are  
55 delivered to the Department of State within 15 days after the  
56 notification of filing sent pursuant to s. 607.0125(2).

57 Section 4. Subsection (2) of section 607.0125, Florida  
58 Statutes, is amended to read:

59 607.0125 Filing duties of Department of State.—

60 (2) The Department of State files a document by recording  
61 it as filed on the date of receipt. After filing a document, the  
62 Department of State shall send a notice of the filing to the e-  
63 mail address on file for the entity or its representative or a  
64 deliver an acknowledgment or certified copy of the document to  
65 the mailing address such entity or the domestic or foreign  
66 corporation or its representative. If the record changes the  
67 entity's e-mail address, the Department of State must send such  
68 notice to the new e-mail address and to the most recent prior e-



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69 mail address. If the record changes the entity's mailing  
70 address, the Department of State must send such notice to the  
71 new mailing address and to the most recent prior mailing  
72 address.

73 Section 5. Subsection (1) of section 617.0124, Florida  
74 Statutes, is amended, and subsection (4) is added to that  
75 section, to read:

76 617.0124 Correcting filed document.—

77 (1) A domestic or foreign corporation may correct a  
78 document filed by the department within 30 days after filing if  
79 any of the following applies:

80 (a) The document contains an incorrect statement.~~†~~

81 (b) The document contains false, misleading, or fraudulent  
82 information.

83 (c)~~(b)~~ The document was defectively executed, attested,  
84 sealed, verified, or acknowledged.~~†~~~~or~~

85 (d)~~(c)~~ The electronic transmission of the document was  
86 defective.

87 (4) Articles of correction filed to correct false,  
88 misleading, or fraudulent information are not subject to a  
89 department fee if the articles of correction are delivered to  
90 the department within 15 days after the notification of filing  
91 sent pursuant to s. 617.0125(2).

92 Section 6. Section 617.0125, Florida Statutes, is amended  
93 to read:

94 617.0125 Filing duties of the department ~~Department of~~  
95 ~~State.~~—

96 (1) If a document delivered to the department ~~Department of~~  
97 ~~State~~ for filing satisfies the requirements of s. 617.01201, the



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98 department ~~Department of State~~ shall file it.

99           (2) The department ~~of State~~ files a document by stamping or  
100 otherwise endorsing "filed," together with the Secretary of  
101 State's official title and the date and time of receipt. After  
102 filing a document, the department ~~of State~~ shall send a notice  
103 ~~deliver the acknowledgment~~ of the filing to the e-mail address  
104 on file for the domestic or foreign corporation or its  
105 representative or send a certified copy of the document to the  
106 mailing address of such the domestic or foreign corporation or  
107 its representative. If the record changes the domestic or  
108 foreign corporation's e-mail address, the department must send  
109 such notice to the new e-mail address and to the most recent  
110 prior e-mail address. If the record changes the domestic or  
111 foreign corporation's mailing address, the department must send  
112 such notice to new the mailing address and to the most recent  
113 prior mailing address.

114           (3) If the department ~~of State~~ refuses to file a document,  
115 it shall return it to the domestic or foreign corporation or its  
116 representative within 15 days after the document was received  
117 for filing, together with a brief, written explanation of the  
118 reason for refusal.

119           (4) The department's ~~Department of State's~~ duty to file  
120 documents under this section is ministerial. The filing or  
121 refusing to file a document does not:

122           (a) Affect the validity or invalidity of the document in  
123 whole or part;

124           (b) Relate to the correctness or incorrectness of  
125 information contained in the document; or

126           (c) Create a presumption that the document is valid or



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127 invalid or that information contained in the document is correct  
128 or incorrect.

129 (5) If not otherwise provided by law and the provisions of  
130 this act, the department ~~of State~~ shall determine, by rule, the  
131 appropriate format for, number of copies of, manner of execution  
132 of, method of electronic transmission of, and amount of and  
133 method of payment of fees for, any document placed under its  
134 jurisdiction.

135 Section 7. Present subsections (2) and (3) of section  
136 620.1206, Florida Statutes, are redesignated as subsections (3)  
137 and (4), respectively, and a new subsection (2) is added to that  
138 section, to read:

139 620.1206 Delivery to and filing of records by Department of  
140 State; effective time and date; notice.-

141 (1) A record authorized or required to be delivered to the  
142 Department of State for filing under this act must be captioned  
143 to describe the record's purpose, be in a medium permitted by  
144 the Department of State, and be delivered to the Department of  
145 State. Unless the Department of State determines that a record  
146 does not comply with the filing requirements of this act, and if  
147 all filing fees have been paid, the Department of State shall  
148 file the record.

149 (2) After filing a record, the Department of State shall  
150 send a notice to the email address on file for the limited  
151 partnership or foreign limited partnership or the registered  
152 agent of such partnership or send a copy of the document to the  
153 mailing address of such partnership or registered agent. If the  
154 record changes the limited partnership's or foreign limited  
155 partnership's e-mail address, the Department of State must send



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156 such notice to the new e-mail address and to the most recent  
157 prior e-mail address. If the record changes the limited  
158 partnership or foreign limited partnership's mailing address,  
159 the Department of State must send such notice to the new mailing  
160 address and to the most recent prior mailing address.

161 Section 8. Subsection (1) of section 620.1207, Florida  
162 Statutes, is amended, and subsection (4) is added to that  
163 section, to read:

164 620.1207 Correcting filed record.—

165 (1) A limited partnership or foreign limited partnership  
166 may deliver to the Department of State for filing a statement of  
167 correction to correct a record previously delivered by the  
168 limited partnership or foreign limited partnership to the  
169 Department of State and filed by the Department of State, if at  
170 the time of filing the record contained false, misleading,  
171 fraudulent, or erroneous information or was defectively signed.

172 (4) A statement of correction filed under subsection (1) to  
173 correct a record that contains false, misleading, or fraudulent  
174 information is not subject to any Department of State fee if  
175 delivered to the Department of State within 15 days after the  
176 notification of filing sent pursuant to s. 620.1206.

177 Section 9. Subsection (11) is added to section 620.8105,  
178 Florida Statutes, to read:

179 620.8105 Execution, filing, and recording of partnership  
180 registration and other statements.—

181 (11) After filing a document, the Department of State shall  
182 send a notice of the filing to all e-mail address on file for  
183 the partnership or limited liability partnership, or the agent  
184 of such partnership, or send a copy of the document to the



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185 mailing address of such partnership or agent. If the record  
186 changes the partnership's or limited liability partnership's e-  
187 mail address, the Department of State must send such notice to  
188 the new e-mail address and to the most recent prior e-mail  
189 address. If the record changes the partnership or limited  
190 liability partnership's mailing address, the Department of State  
191 must send such notice to the new mailing address in and to the  
192 most recent mailing address.

193 Section 10. Section 620.81054, Florida Statutes, is created  
194 to read:

195 620.81054 Correcting a filed record.-

196 (1) A partnership or limited liability partnership may  
197 correct a document filed by the Department of State within 30  
198 days after filing if any of the following applies:

199 (a) The document contains an inaccuracy.

200 (b) The document contains false, misleading, or fraudulent  
201 information.

202 (c) The document was defectively executed, attested,  
203 sealed, verified, or acknowledged.

204 (d) The electronic transmission of the document was  
205 defective.

206 (2) A document must be corrected by doing both of the  
207 following:

208 (a) Preparing articles of correction that describe the  
209 document, including its filing date; specify the inaccuracy or  
210 defect to be corrected; and correct the inaccuracy or defect.

211 (b) Delivering the articles of correction to the Department  
212 of State for filing, executed in accordance with s. 620.8105.

213 (3) Articles of correction are effective as of the





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214 effective date of the document they correct except as to persons  
215 relying on the uncorrected document who are adversely affected  
216 by the correction. As to those persons, articles of correction  
217 are effective when filed.

218 (4) Articles of correction filed to correct false,  
219 misleading, or fraudulent information are not subject to any  
220 Department of State fee if delivered to the Department of State  
221 within 15 days after the notification of filing sent pursuant to  
222 s. 620.8105.

223 Section 11. Subsection (3) of section 620.1201, Florida  
224 Statutes, is amended to read:

225 620.1201 Formation of limited partnership; certificate of  
226 limited partnership.—

227 (3) If there has been substantial compliance with  
228 subsection (1), then subject to s. 620.1206(4) ~~s. 620.1206(3)~~, a  
229 limited partnership is formed when the Department of State files  
230 the certificate of limited partnership.

231 Section 12. Subsections (5) and (8) of section 620.1202,  
232 Florida Statutes, are amended to read:

233 620.1202 Amendment or restatement of certificate.—

234 (5) Subject to s. 620.1206(4) ~~s. 620.1206(3)~~, an amendment  
235 or restated certificate is effective when filed by the  
236 Department of State.

237 (8) A restated certificate of limited partnership shall  
238 state, either in its heading or in an introductory paragraph,  
239 the limited partnership's present name, and, if it has been  
240 changed, the name under which it was originally filed; the date  
241 of filing of its original certificate of limited partnership  
242 with the Department of State; and, subject to s. 620.1206(4) ~~s.~~



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243 ~~620.1206(3)~~, the delayed effective date or time, which shall be  
244 a date or time certain, of the restated certificate if it is not  
245 to be effective upon the filing of the restated certificate. A  
246 restated certificate shall also state that it was duly executed  
247 and is being filed in accordance with this section. If the  
248 restated certificate only restates and integrates and does not  
249 further amend the limited partnership's certificate of limited  
250 partnership as theretofore amended or supplemented and there is  
251 no discrepancy between those provisions and the restated  
252 certificate, it shall state that fact as well.

253 Section 13. Subsection (2) of section 620.1203, Florida  
254 Statutes, is amended to read:

255 620.1203 Certificate of dissolution; statement of  
256 termination.—

257 (2) If there has been substantial compliance with  
258 subsection (1), then subject to s. 620.1206(4) ~~s. 620.1206(3)~~  
259 the dissolution of the limited partnership shall be effective  
260 when the Department of State files the certificate of  
261 dissolution.

262 Section 14. Subsection (4) of section 620.1812, Florida  
263 Statutes, is amended to read:

264 620.1812 Revocation of dissolution.—

265 (4) If there has been substantial compliance with  
266 subsection (3), subject to s. 620.1206(4) ~~s. 620.1206(3)~~ the  
267 revocation of dissolution is effective when the Department of  
268 State files the certificate of revocation of dissolution.

269 Section 15. Subsection (4) of section 620.2108, Florida  
270 Statutes, is amended to read:

271 620.2108 Filings required for merger; effective date.—



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272 (4) A merger becomes effective under this act:  
273 (a) If the surviving organization is a limited partnership,  
274 upon the later of:  
275 1. Compliance with subsection (3); or  
276 2. Subject to s. 620.1206(4) ~~s. 620.1206(3)~~, as specified  
277 in the certificate of merger; or  
278 (b) If the surviving organization is not a limited  
279 partnership, as provided by the governing law of the surviving  
280 organization.

281 Section 16. This act shall take effect July 1, 2018.

282  
283 ===== T I T L E A M E N D M E N T =====

284 And the title is amended as follows:

285 Delete everything before the enacting clause  
286 and insert:

287 A bill to be entitled  
288 An act relating to business filings; amending s.  
289 605.0209, F.S.; authorizing certain persons to correct  
290 filed records that contain certain information;  
291 providing that a statement of correction filed for  
292 certain reasons is not subject to a Department of  
293 State fee if delivered within a certain timeframe;  
294 amending s. 605.0210, F.S.; requiring the department  
295 to send a notice of the filing of a record through e-  
296 mail or send a copy of the document to the mailing  
297 address of the entity or its representative; providing  
298 notice requirements for the department if the record  
299 changes an entity's e-mail or mailing address;  
300 amending s. 607.0124; authorizing a domestic or



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301 foreign corporation to correct certain documents if  
302 they contain false, misleading, or fraudulent  
303 information; providing that articles of correction  
304 filed for certain reasons are not subject to any  
305 department fee if delivered within a certain  
306 timeframe; amending s. 607.0125, F.S.; requiring the  
307 department to send a notice of the filing of a record  
308 through e-mail or send a copy of the document to the  
309 mailing address of the entity or its representative;  
310 providing notice requirements for the department if  
311 the record changes the entity's e-mail or mailing  
312 address; amending s. 617.0124, F.S.; authorizing a  
313 domestic or foreign corporation to correct certain  
314 documents if they contain false, misleading, or  
315 fraudulent information; providing that articles of  
316 correction filed for certain reasons are not subject  
317 to any department fee if delivered within a certain  
318 timeframe; amending s. 617.0125, F.S.; requiring the  
319 department to send a notice of the filing of a record  
320 through e-mail or send a copy of the document to the  
321 mailing address of the domestic or foreign corporation  
322 or its representative; providing notice requirements  
323 for the department if the record changes the domestic  
324 or foreign corporation's e-mail or mailing address;  
325 amending s. 620.1206, F.S.; requiring the department  
326 to send a notice of the filing of a record through e-  
327 mail or send a copy of the document to the mailing  
328 address of the limited partnership, foreign limited  
329 partnership, or its registered agent; providing notice



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330 requirements for the department if the record changes  
331 the limited partnership's or foreign limited  
332 partnership's e-mail or mailing address; amending s.  
333 620.1207, F.S.; authorizing a limited partnership or  
334 foreign limited partnership to correct certain  
335 documents if they contain misleading or fraudulent  
336 information; providing that a statement of correction  
337 filed for certain reasons is not subject to any  
338 department fee if delivered within a certain  
339 timeframe; amending s. 620.8105, F.S.; requiring the  
340 department to send a notice of the filing of a  
341 document through e-mail or send a copy of the document  
342 to the mailing address of the partnership, limited  
343 liability partnership, or its agent; providing notice  
344 requirements for the department if the record changes  
345 the partnership's or limited liability partnership's  
346 e-mail or mailing address; creating s. 620.81054,  
347 F.S.; authorizing a partnership or limited liability  
348 partnership to correct a document filed by the  
349 department within a certain timeframe and under  
350 certain circumstances; providing guidelines for  
351 correcting a document; providing construction;  
352 providing that articles of correction filed for  
353 certain reasons are not subject to a department fee if  
354 delivered within a certain timeframe; amending ss.  
355 620.1201, 620.1202, 620.1203, 620.1812, and 620.2108,  
356 F.S.; conforming provisions to changes made by the  
357 act; providing an effective date.