

By the Committee on Appropriations; and Senator Young

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1                   A bill to be entitled  
2           An act relating to business filings; amending s.  
3           605.0209, F.S.; authorizing certain persons to correct  
4           filed records that contain certain information;  
5           providing that a statement of correction filed for  
6           certain reasons is not subject to a Department of  
7           State fee if delivered within a certain timeframe;  
8           amending s. 605.0210, F.S.; requiring the department  
9           to send a notice of the filing of a record through e-  
10          mail or send a copy of the document to the mailing  
11          address of the entity or its representative; providing  
12          notice requirements for the department if the record  
13          changes an entity's e-mail or mailing address;  
14          amending s. 607.0124 F.S.; authorizing a domestic or  
15          foreign corporation to correct certain documents if  
16          they contain false, misleading, or fraudulent  
17          information; providing that articles of correction  
18          filed for certain reasons are not subject to any  
19          department fee if delivered within a certain  
20          timeframe; amending s. 607.0125, F.S.; requiring the  
21          department to send a notice of the filing of a record  
22          through e-mail or send a copy of the document to the  
23          mailing address of the entity or its representative;  
24          providing notice requirements for the department if  
25          the record changes the entity's e-mail or mailing  
26          address; amending s. 617.0124, F.S.; authorizing a  
27          domestic or foreign corporation to correct certain  
28          documents if they contain false, misleading, or  
29          fraudulent information; providing that articles of

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30 correction filed for certain reasons are not subject  
31 to any department fee if delivered within a certain  
32 timeframe; amending s. 617.0125, F.S.; requiring the  
33 department to send a notice of the filing of a record  
34 through e-mail or send a copy of the document to the  
35 mailing address of the domestic or foreign corporation  
36 or its representative; providing notice requirements  
37 for the department if the record changes the domestic  
38 or foreign corporation's e-mail or mailing address;  
39 amending s. 620.1206, F.S.; requiring the department  
40 to send a notice of the filing of a record through e-  
41 mail or send a copy of the document to the mailing  
42 address of the limited partnership, foreign limited  
43 partnership, or its registered agent; providing notice  
44 requirements for the department if the record changes  
45 the limited partnership's or foreign limited  
46 partnership's e-mail or mailing address; amending s.  
47 620.1207, F.S.; authorizing a limited partnership or  
48 foreign limited partnership to correct certain  
49 documents if they contain misleading or fraudulent  
50 information; providing that a statement of correction  
51 filed for certain reasons is not subject to any  
52 department fee if delivered within a certain  
53 timeframe; amending s. 620.8105, F.S.; requiring the  
54 department to send a notice of the filing of a  
55 document through e-mail or send a copy of the document  
56 to the mailing address of the partnership, limited  
57 liability partnership, or its agent; providing notice  
58 requirements for the department if the record changes

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59 the partnership's or limited liability partnership's  
60 e-mail or mailing address; creating s. 620.81054,  
61 F.S.; authorizing a partnership or limited liability  
62 partnership to correct a document filed by the  
63 department within a certain timeframe and under  
64 certain circumstances; providing guidelines for  
65 correcting a document; providing construction;  
66 providing that articles of correction filed for  
67 certain reasons are not subject to a department fee if  
68 delivered within a certain timeframe; amending ss.  
69 620.1201, 620.1202, 620.1203, 620.1812, and 620.2108,  
70 F.S.; conforming provisions to changes made by the  
71 act; providing an effective date.

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

74

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

78 605.0209 Correcting filed record.—

79 (1) A person on whose behalf a filed record was delivered  
80 to the department for filing may correct the record if any of  
81 the following applies:

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

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

84 (c) The electronic transmission of the record to the  
85 department was defective.

86 (d) The record contains false, misleading, or fraudulent  
87 information.

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88       (5) A statement of correction filed to correct false,  
89 misleading, or fraudulent information is not subject to any  
90 department fee if the statement of correction is delivered to  
91 the department within 15 days after the notification of filing  
92 sent pursuant to s. 605.0210.

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

95       605.0210 Duty of department to file; review of refusal to  
96 file; transmission of information by department.—

97       (2) After filing a record, the department shall send notice  
98 ~~deliver an acknowledgment~~ of the filing to the e-mail address on  
99 file for the entity or its authorized representative or shall  
100 send a ~~or certified~~ copy of the document to the mailing address  
101 of such entity the company or foreign limited liability company  
102 or ~~its~~ authorized representative. If the record changes the  
103 entity's e-mail address, the department must send such notice to  
104 the new e-mail address and to the most recent prior e-mail  
105 address. If the record changes the entity's mailing address, the  
106 department must send such notice to the new mailing address and  
107 to the most recent prior mailing address.

108       Section 3. Subsection (1) of section 607.0124, Florida  
109 Statutes, is amended, and subsection (4) is added to that  
110 section, to read:

111       607.0124 Correcting filed document.—

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

115       (a) The document contains an inaccuracy.†

116       (b) The document contains false, misleading, or fraudulent

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117 information.

118 (c) ~~(b)~~ The document was defectively executed, attested,  
119 sealed, verified, or acknowledged. ~~;~~ ~~or~~

120 (d) ~~(e)~~ The electronic transmission of the document was  
121 defective.

122 (4) Articles of correction filed to correct false,  
123 misleading, or fraudulent information are not subject to any  
124 Department of State fee if the articles of correction are  
125 delivered to the Department of State within 15 days after the  
126 notification of filing sent pursuant to s. 607.0125(2).

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

129 607.0125 Filing duties of Department of State.—

130 (2) The Department of State files a document by recording  
131 it as filed on the date of receipt. After filing a document, the  
132 Department of State shall send a notice of the filing to the e-  
133 mail address on file for the entity or its representative or a  
134 deliver an acknowledgment or certified copy of the document to  
135 the mailing address of such entity or the domestic or foreign  
136 corporation or its representative. If the record changes the  
137 entity's e-mail address, the Department of State must send such  
138 notice to the new e-mail address and to the most recent prior e-  
139 mail address. If the record changes the entity's mailing  
140 address, the Department of State must send such notice to the  
141 new mailing address and to the most recent prior mailing  
142 address.

143 Section 5. Subsection (1) of section 617.0124, Florida  
144 Statutes, is amended, and subsection (4) is added to that  
145 section, to read:

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146 617.0124 Correcting filed document.—

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

150 (a) The document contains an incorrect statement.†

151 (b) The document contains false, misleading, or fraudulent  
152 information.

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

155 (d)~~(e)~~ The electronic transmission of the document was  
156 defective.

157 (4) Articles of correction filed to correct false,  
158 misleading, or fraudulent information are not subject to a  
159 department fee if the articles of correction are delivered to  
160 the department within 15 days after the notification of filing  
161 sent pursuant to s. 617.0125(2).

162 Section 6. Section 617.0125, Florida Statutes, is amended  
163 to read:

164 617.0125 Filing duties of the department ~~Department of~~  
165 ~~State.~~—

166 (1) If a document delivered to the department ~~Department of~~  
167 ~~State~~ for filing satisfies the requirements of s. 617.01201, the  
168 department ~~Department of State~~ shall file it.

169 (2) The department ~~of State~~ files a document by stamping or  
170 otherwise endorsing "filed," together with the Secretary of  
171 State's official title and the date and time of receipt. After  
172 filing a document, the department ~~of State~~ shall send a notice  
173 ~~deliver the acknowledgment~~ of the filing to the e-mail address  
174 on file for the domestic or foreign corporation or its

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175 representative or send a ~~certified~~ copy of the document to the  
176 mailing address of such ~~the domestic or foreign~~ corporation or  
177 its representative. If the record changes the domestic or  
178 foreign corporation's e-mail address, the department must send  
179 such notice to the new e-mail address and to the most recent  
180 prior e-mail address. If the record changes the domestic or  
181 foreign corporation's mailing address, the department must send  
182 such notice to new the mailing address and to the most recent  
183 prior mailing address.

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

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

192 (a) Affect the validity or invalidity of the document in  
193 whole or part;

194 (b) Relate to the correctness or incorrectness of  
195 information contained in the document; or

196 (c) Create a presumption that the document is valid or  
197 invalid or that information contained in the document is correct  
198 or incorrect.

199 (5) If not otherwise provided by law and the provisions of  
200 this act, the department ~~of State~~ shall determine, by rule, the  
201 appropriate format for, number of copies of, manner of execution  
202 of, method of electronic transmission of, and amount of and  
203 method of payment of fees for, any document placed under its

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204 jurisdiction.

205 Section 7. Present subsections (2) and (3) of section  
206 620.1206, Florida Statutes, are redesignated as subsections (3)  
207 and (4), respectively, and a new subsection (2) is added to that  
208 section, to read:

209 620.1206 Delivery to and filing of records by Department of  
210 State; effective time and date; notice.-

211 (1) A record authorized or required to be delivered to the  
212 Department of State for filing under this act must be captioned  
213 to describe the record's purpose, be in a medium permitted by  
214 the Department of State, and be delivered to the Department of  
215 State. Unless the Department of State determines that a record  
216 does not comply with the filing requirements of this act, and if  
217 all filing fees have been paid, the Department of State shall  
218 file the record.

219 (2) After filing a record, the Department of State shall  
220 send a notice to the e-mail address on file for the limited  
221 partnership or foreign limited partnership or the registered  
222 agent of such partnership or send a copy of the document to the  
223 mailing address of such partnership or registered agent. If the  
224 record changes the limited partnership's or foreign limited  
225 partnership's e-mail address, the Department of State must send  
226 such notice to the new e-mail address and to the most recent  
227 prior e-mail address. If the record changes the limited  
228 partnership or foreign limited partnership's mailing address,  
229 the Department of State must send such notice to the new mailing  
230 address and to the most recent prior mailing address.

231 Section 8. Subsection (1) of section 620.1207, Florida  
232 Statutes, is amended, and subsection (4) is added to that



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233 section, to read:

234 620.1207 Correcting filed record.—

235 (1) A limited partnership or foreign limited partnership  
236 may deliver to the Department of State for filing a statement of  
237 correction to correct a record previously delivered by the  
238 limited partnership or foreign limited partnership to the  
239 Department of State and filed by the Department of State, if at  
240 the time of filing the record contained false, misleading,  
241 fraudulent, or erroneous information or was defectively signed.

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

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

249 620.8105 Execution, filing, and recording of partnership  
250 registration and other statements.—

251 (11) After filing a document, the Department of State shall  
252 send a notice of the filing to all e-mail address on file for  
253 the partnership or limited liability partnership, or the agent  
254 of such partnership, or send a copy of the document to the  
255 mailing address of such partnership or agent. If the record  
256 changes the partnership's or limited liability partnership's e-  
257 mail address, the Department of State must send such notice to  
258 the new e-mail address and to the most recent prior e-mail  
259 address. If the record changes the partnership or limited  
260 liability partnership's mailing address, the Department of State  
261 must send such notice to the new mailing address and to the most

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262 recent mailing address.

263 Section 10. Section 620.81054, Florida Statutes, is created  
264 to read:

265 620.81054 Correcting a filed record.-

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

269 (a) The document contains an inaccuracy.

270 (b) The document contains false, misleading, or fraudulent  
271 information.

272 (c) The document was defectively executed, attested,  
273 sealed, verified, or acknowledged.

274 (d) The electronic transmission of the document was  
275 defective.

276 (2) A document must be corrected by doing both of the  
277 following:

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

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

283 (3) Articles of correction are effective as of the  
284 effective date of the document they correct except as to persons  
285 relying on the uncorrected document who are adversely affected  
286 by the correction. As to those persons, articles of correction  
287 are effective when filed.

288 (4) Articles of correction filed to correct false,  
289 misleading, or fraudulent information are not subject to any  
290 Department of State fee if delivered to the Department of State

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291 within 15 days after the notification of filing sent pursuant to  
292 s. 620.8105.

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

295 620.1201 Formation of limited partnership; certificate of  
296 limited partnership.—

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

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

303 620.1202 Amendment or restatement of certificate.—

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

307 (8) A restated certificate of limited partnership shall  
308 state, either in its heading or in an introductory paragraph,  
309 the limited partnership's present name, and, if it has been  
310 changed, the name under which it was originally filed; the date  
311 of filing of its original certificate of limited partnership  
312 with the Department of State; and, subject to s. 620.1206(4) ~~s.~~  
313 ~~620.1206(3)~~, the delayed effective date or time, which shall be  
314 a date or time certain, of the restated certificate if it is not  
315 to be effective upon the filing of the restated certificate. A  
316 restated certificate shall also state that it was duly executed  
317 and is being filed in accordance with this section. If the  
318 restated certificate only restates and integrates and does not  
319 further amend the limited partnership's certificate of limited

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320 partnership as theretofore amended or supplemented and there is  
321 no discrepancy between those provisions and the restated  
322 certificate, it shall state that fact as well.

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

325 620.1203 Certificate of dissolution; statement of  
326 termination.—

327 (2) If there has been substantial compliance with  
328 subsection (1), then subject to s. 620.1206(4) ~~s. 620.1206(3)~~  
329 the dissolution of the limited partnership shall be effective  
330 when the Department of State files the certificate of  
331 dissolution.

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

334 620.1812 Revocation of dissolution.—

335 (4) If there has been substantial compliance with  
336 subsection (3), subject to s. 620.1206(4) ~~s. 620.1206(3)~~ the  
337 revocation of dissolution is effective when the Department of  
338 State files the certificate of revocation of dissolution.

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

341 620.2108 Filings required for merger; effective date.—

342 (4) A merger becomes effective under this act:

343 (a) If the surviving organization is a limited partnership,  
344 upon the later of:

345 1. Compliance with subsection (3); or

346 2. Subject to s. 620.1206(4) ~~s. 620.1206(3)~~, as specified  
347 in the certificate of merger; or

348 (b) If the surviving organization is not a limited

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349 partnership, as provided by the governing law of the surviving  
350 organization.

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