

1                   A bill to be entitled  
2           An act relating to business filings; amending ss.  
3           605.0210 and 607.0125, F.S.; requiring that the  
4           Department of State develop and offer an optional  
5           secure business filing service designed to discourage  
6           fraudulent filings; requiring that the service notify  
7           an entity via e-mail whenever a document relating to  
8           the entity is delivered for filing; requiring that the  
9           entity have the opportunity to review the file;  
10          requiring the department to give the entity an  
11          opportunity to reject further processing of the  
12          filing; authorizing the department to keep any fees  
13          associated with a rejected filing; requiring that the  
14          department file the document within 15 days after  
15          receipt if the entity does not reject further  
16          processing; providing an exception; requiring the  
17          department to deliver a notification of the filing  
18          through e-mail or deliver a certified copy of the  
19          document to the mailing address and physical address  
20          of the entity or its authorized representative;  
21          amending s. 617.0125, F.S.; requiring that the  
22          department develop and offer an optional secure  
23          business filing service designed to discourage  
24          fraudulent filings; requiring that the service notify  
25          a corporation via e-mail whenever a document relating

26 | to the corporation is delivered for filing; requiring  
27 | that the corporation have the opportunity to review  
28 | the file; requiring the department to give the  
29 | corporation an opportunity to reject further  
30 | processing of the filing; authorizing the department  
31 | to keep any fees associated with a rejected filing;  
32 | requiring that the department file the document within  
33 | 15 days after receipt if the corporation does not  
34 | reject further processing; providing exceptions;  
35 | requiring the department to deliver a notification of  
36 | the filing through e-mail or deliver a certified copy  
37 | of the document to the mailing address and physical  
38 | address of the corporation or its representative;  
39 | amending s. 620.8105, F.S.; requiring that the  
40 | department develop and offer an optional secure  
41 | business filing service designed to discourage  
42 | fraudulent filings; requiring that the service notify  
43 | a partnership whenever a document relating to the  
44 | partnership is delivered for filing; requiring that  
45 | the partnership have the opportunity to review the  
46 | file; requiring the department to give the partnership  
47 | an opportunity to reject further processing of the  
48 | filing; authorizing the department to keep any fees  
49 | associated with a rejected filing; requiring that the  
50 | department file the document within 15 days after

51 receipt if the partnership does not reject further  
 52 processing; requiring the department to deliver a  
 53 notification of the filing through e-mail or deliver a  
 54 certified copy of the document to the mailing address  
 55 and physical address of the partnership or its agent;  
 56 amending s. 605.0206, F.S.; conforming provisions;  
 57 amending ss. 605.0103, 607.0123, 617.0123, 620.8303,  
 58 620.8304, 620.8704, 620.8914, 620.8918, 620.9001, and  
 59 620.9102, F.S.; conforming cross-references; providing  
 60 an effective date.

61

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

63

64 Section 1. Present subsections (1) through (8) of section  
 65 605.0210, Florida Statutes, are renumbered as subsections (2)  
 66 through (9), respectively, a new subsection (1) is added to that  
 67 section, and present subsection (2) of that section is amended,  
 68 to read:

69 605.0210 Duty of department to file; review of refusal to  
 70 file; transmission of information by department.—

71 (1) By December 31, 2018, the department shall develop and  
 72 offer an optional secure business filing service designed to  
 73 discourage fraudulent business filings. The service must notify  
 74 an entity via e-mail whenever a document relating to that entity  
 75 is delivered for filing. The entity must have the opportunity to

76 review the filing and reject further processing of the filing by  
 77 the department. If an entity rejects further processing of the  
 78 filing, the department may keep any fees associated with the  
 79 rejected filing. The document must be filed within 15 days after  
 80 receipt if the entity does not reject further processing.

81 (3)~~(2)~~ After filing a record, the department shall deliver  
 82 a notification ~~an acknowledgment~~ of the filing to all e-mail  
 83 addresses on file for, or a certified copy of the document to  
 84 the mailing address and the physical address of, the entity ~~the~~  
 85 ~~company or foreign limited liability company~~ or its authorized  
 86 representative.

87 Section 2. Present subsections (1) through (5) of section  
 88 607.0125, Florida Statutes, are renumbered as subsections (2)  
 89 through (6), respectively, a new subsection (1) is added to that  
 90 section, and present subsections (1) and (2) are amended, to  
 91 read:

92 607.0125 Filing duties of Department of State.—

93 (1) By December 31, 2018, the Department of State shall  
 94 develop and offer an optional secure business filing service  
 95 designed to discourage fraudulent business filings. The service  
 96 must notify an entity via e-mail whenever a document relating to  
 97 the entity is delivered for filing. The entity must have the  
 98 opportunity to review the filing and reject further processing  
 99 by the Department of State. If an entity rejects further  
 100 processing of the filing, the Department of State may keep any

101 fees associated with the rejected filing. The document must be  
102 filed within 15 days after receipt if the entity does not reject  
103 further processing.

104 (2)~~(1)~~ Except as provided in subsection (1), if a document  
105 delivered to the Department of State for filing satisfies the  
106 requirements of s. 607.0120, the Department of State shall file  
107 it.

108 (3)~~(2)~~ The Department of State files a document by  
109 recording it as filed on the date of receipt. After filing a  
110 document, the Department of State shall deliver a notification  
111 of the filing to all e-mail addresses on file for, an  
112 acknowledgment or a certified copy to the mailing address and  
113 the physical address of, the entity ~~the domestic or foreign~~  
114 ~~corporation~~ or its representative.

115 Section 3. Section 617.0125, Florida Statutes, is amended  
116 to read:

117 617.0125 Filing duties of Department of State.—

118 (1) By December 31, 2018, the department shall develop and  
119 offer an optional secure business filing service designed to  
120 discourage fraudulent business filings. The service must notify  
121 a corporation via e-mail whenever a document relating to the  
122 corporation is delivered for filing. The corporation must have  
123 the opportunity to review the filing and reject further  
124 processing by the department. If a corporation rejects further  
125 processing, the department may keep any fees associated with the

126 rejected filing. The document must be filed within 15 days after  
127 receipt if the entity does not reject further processing.

128 (2)-(1) Except as provided in subsection (1), if a document  
129 delivered to the department ~~of State~~ for filing satisfies the  
130 requirements of s. 617.01201, the department ~~of State~~ shall file  
131 it.

132 (3)-(2) The department ~~of State~~ files a document by  
133 stamping or otherwise endorsing "filed," together with the  
134 Secretary of State's official title and the date and time of  
135 receipt. After filing a document, the department ~~of State~~ shall  
136 deliver a notification of the filing to all e-mail addresses on  
137 file for, the acknowledgment of filing or a certified copy to  
138 the mailing address and the physical address of, the domestic or  
139 foreign corporation or its representative.

140 (4)-(3) If the department ~~of State~~ refuses to file a  
141 document, it shall return it to the domestic or foreign  
142 corporation or its representative within 15 days after the  
143 document was received for filing, together with a brief, written  
144 explanation of the reason for refusal.

145 (5)-(4) The department's ~~department of State's~~ duty to file  
146 documents under this section is ministerial. The filing or  
147 refusing to file a document does not:

148 (a) Affect the validity or invalidity of the document in  
149 whole or part;

150 (b) Relate to the correctness or incorrectness of

151 information contained in the document; or

152 (c) Create a presumption that the document is valid or  
153 invalid or that information contained in the document is correct  
154 or incorrect.

155 ~~(6)~~~~(5)~~ If not otherwise provided by law and the provisions  
156 of this act, the department ~~of State~~ shall determine, by rule,  
157 the appropriate format for, number of copies of, manner of  
158 execution of, method of electronic transmission of, and amount  
159 of and method of payment of fees for, any document placed under  
160 its jurisdiction.

161 Section 4. Present subsections (1) through (10) of section  
162 620.8105, Florida Statutes, are renumbered as subsections (2)  
163 through (11), respectively, a new subsection (1) is added to  
164 that section, present subsections (2), (3), and (4) are amended,  
165 and subsection (12) is added to that section, to read:

166 620.8105 Execution, filing, and recording of partnership  
167 registration and other statements.—

168 (1) By December 31, 2018, the Department of State shall  
169 develop and offer an optional secure business filing service  
170 designed to discourage fraudulent business filings. The service  
171 must notify a partnership via e-mail whenever a document  
172 relating to the partnership is delivered for filing. The  
173 partnership must have the opportunity to review the filing and  
174 reject further processing by the Department of State. If a  
175 partnership rejects further processing, the Department of State

176 may keep any fees associated with the rejected filing. The  
177 document must be filed within 15 days after receipt if the  
178 entity does not reject further processing.

179 (3)~~(2)~~ The Department of State shall file a partnership  
180 registration statement under subsection (2) ~~(1)~~ without regard  
181 to the use of the same or a similar name by another partnership  
182 registered or other entity organized or qualified in this state.  
183 The use of a partnership name in a registration statement filed  
184 with the Department of State is for the purpose of public notice  
185 only and does not create a presumption of ownership of the name  
186 used beyond that acquired under the common law.

187 (4)~~(3)~~ Each partner of a registered partnership, and any  
188 agent named pursuant to subparagraph (2)(c)2. ~~(1)(e)2.~~ that is a  
189 legal or other commercial entity, and not an individual, must:

190 (a) Be organized or otherwise registered with the  
191 Department of State as required by law.

192 (b) Maintain an active status with the Department of  
193 State.

194 (c) Not be dissolved, revoked, canceled, or withdrawn.

195 (5)~~(4)~~ Except as provided in s. 620.8304 or s. 620.8704, a  
196 statement or a certificate of conversion or certificate of  
197 merger may be filed with the Department of State only if the  
198 partnership has filed a registration statement pursuant to  
199 subsection (2) ~~(1)~~. If otherwise sufficient, a certified copy of  
200 a statement that is filed in a jurisdiction other than this

201 state may be filed with the Department of State in lieu of an  
202 original statement. Any such filing has the effect provided in  
203 this act with respect to partnership property located in, or  
204 transactions that occur in, this state.

205 (12) After filing a document, the Department of State  
206 shall deliver an electronic notification of the filing to all e-  
207 mail addresses on file for, or a certified copy to the mailing  
208 address and the physical address of, the partnership or its  
209 agent.

210 Section 5. Subsection (1) of section 605.0206, Florida  
211 Statutes, is amended to read:

212 605.0206 Filing requirements.—

213 (1) A record authorized or required to be delivered to the  
214 department for filing under this chapter must be captioned to  
215 describe the record's purpose, be in a medium authorized by the  
216 department, and be delivered to the department. If all filing  
217 fees are paid, the department shall file the record unless the  
218 department determines that the record does not comply with the  
219 filing requirements or an entity rejects further processing  
220 under s. 605.0210.

221 Section 6. Subsection (3) of section 605.0103, Florida  
222 Statutes, is amended to read:

223 605.0103 Knowledge; notice.—

224 (3) Subject to s. 605.0210(9) ~~s. 605.0210(8)~~, a person  
225 notifies another person of a fact by taking steps reasonably

226 required to inform the other person in the ordinary course of  
 227 events, regardless of whether those steps actually cause the  
 228 other person to know of the fact.

229 Section 7. Subsection (3) of section 607.0123, Florida  
 230 Statutes, is amended to read:

231 607.0123 Effective time and date of document.—

232 (3) If a document is determined by the Department of State  
 233 to be incomplete and inappropriate for filing, the Department of  
 234 State may return the document to the person or corporation  
 235 filing it, together with a brief written explanation of the  
 236 reason for the refusal to file, in accordance with s.

237 607.0125(4) ~~s. 607.0125(3)~~. If the applicant returns the  
 238 document with corrections in accordance with the rules of the  
 239 department within 60 days after it was mailed to the applicant  
 240 by the department and if at the time of return the applicant so  
 241 requests in writing, the filing date of the document will be the  
 242 filing date that would have been applied had the original  
 243 document not been deficient, except as to persons who relied on  
 244 the record before correction and were adversely affected  
 245 thereby.

246 Section 8. Subsection (3) of section 617.0123, Florida  
 247 Statutes, is amended to read:

248 617.0123 Effective date of document.—

249 (3) If a document is determined by the department ~~of State~~  
 250 to be incomplete and inappropriate for filing, the department ~~of~~

251 ~~State~~ may return the document to the person or corporation  
252 filing it, together with a brief written explanation of the  
253 reason for the refusal to file, in accordance with s.  
254 617.0125(4) ~~s. 617.0125(3)~~. If the applicant returns the  
255 document with corrections in accordance with the rules of the  
256 department within 60 days after it was mailed to the applicant  
257 by the department, and if at the time of return the applicant so  
258 requests in writing, the filing date of the document will be the  
259 filing date that would have been applied had the original  
260 document not been deficient, except as to persons who relied on  
261 the record before correction and were adversely affected  
262 thereby.

263 Section 9. Subsection (2) of section 620.8303, Florida  
264 Statutes, is amended to read:

265 620.8303 Statement of partnership authority.—

266 (2) If a filed statement of partnership authority is  
267 executed pursuant to s. 620.8105(7) ~~s. 620.8105(6)~~ and states  
268 the name of the partnership but does not contain all of the  
269 other information required by subsection (1), the statement  
270 nevertheless operates with respect to a person not a partner as  
271 provided in subsections (3) and (4).

272 Section 10. Subsections (1) and (2) of section 620.8304,  
273 Florida Statutes, are amended to read:

274 620.8304 Statement of denial.—

275 (1) A partner or other person named as a partner in a

276 filed registration, statement of partnership authority, or in a  
277 list maintained by an agent pursuant to s. 620.8105(2)(c) ~~s.~~  
278 ~~620.8105(1)(c)~~ may file a statement of denial stating:

279 (a) The name of the partnership, as identified in the  
280 records of the Department of State; and

281 (b) The fact that is being denied, which may include  
282 denial of a person's authority or status as a partner.

283 (2) A statement of denial may be filed without regard to  
284 the provisions of s. 620.8105(5) ~~s. 620.8105(4)~~ if it states  
285 that no partnership registration statement has been filed with  
286 the Department of State.

287 Section 11. Subsection (2) of section 620.8704, Florida  
288 Statutes, is amended to read:

289 620.8704 Statement of dissociation.—

290 (2) A statement of dissociation may be filed without  
291 regard to the provisions of s. 620.8105(5) ~~s. 620.8105(4)~~ if it  
292 states that no partnership registration statement has been filed  
293 with the Department of State.

294 Section 12. Section 620.8914, Florida Statutes, is amended  
295 to read:

296 620.8914 Filings required for conversion; effective date.—

297 (1) After a plan of conversion is approved:

298 (a) A converting partnership shall deliver to the  
299 Department of State for filing a registration statement in  
300 accordance with s. 620.8105, if such statement was not

301 | previously filed, and a certificate of conversion, in accordance  
 302 | with s. 620.8105, which must include:

303 |       1. A statement that the partnership has been converted  
 304 | into another organization.

305 |       2. The name and form of the organization and the  
 306 | jurisdiction of its governing law.

307 |       3. The date the conversion is effective under the  
 308 | governing law of the converted organization.

309 |       4. A statement that the conversion was approved as  
 310 | required by this act.

311 |       5. A statement that the conversion was approved as  
 312 | required by the governing law of the converted organization.

313 |       6. If the converted organization is a foreign organization  
 314 | not authorized to transact business in this state, the street  
 315 | and mailing address of an office which the Department of State  
 316 | may use for the purposes of s. 620.8915(3).

317 |       (b) In the case of a converting organization converting  
 318 | into a partnership to be governed by this act, the converting  
 319 | organization shall deliver to the Department of State for  
 320 | filing:

321 |           1. A registration statement in accordance with s.  
 322 | 620.8105.

323 |           2. A certificate of conversion, in accordance with s.  
 324 | 620.8105, signed by a general partner of the partnership in  
 325 | accordance with s. 620.8105(7) ~~s. 620.8105(6)~~ and by the

326 converting organization as required by applicable law, which  
327 certificate of conversion must include:

328 a. A statement that the partnership was converted from  
329 another organization.

330 b. The name and form of the converting organization and  
331 the jurisdiction of its governing law.

332 c. A statement that the conversion was approved as  
333 required by this act.

334 d. A statement that the conversion was approved in a  
335 manner that complied with the converting organization's  
336 governing law.

337 e. The effective time of the conversion, if other than the  
338 time of the filing of the certificate of conversion.

339

340 A converting domestic partnership is not required to file a  
341 certificate of conversion pursuant to paragraph (a) if the  
342 converting domestic partnership files articles of conversion or  
343 a certificate of conversion that substantially complies with the  
344 requirements of this section pursuant to s. 605.1045, s.  
345 607.1115, or s. 620.2104(1)(b) and contains the signatures  
346 required by this chapter. In such a case, the other certificate  
347 of conversion may also be used for purposes of s. 620.8915(4).

348 (2) A conversion becomes effective:

349 (a) If the converted organization is a partnership, at the  
350 time specified in the certificate of conversion, which may be as

351 of or after the time of the filing of the certificate of  
352 conversion, and, if the certificate of conversion does not  
353 contain such an effective time, the effective time shall be upon  
354 the filing of the certificate of conversion with the Department  
355 of State. However, if the certificate has a delayed effective  
356 date, the certificate may not be effective any later than the  
357 90th day after the date it was filed and the effective date may  
358 not be any earlier than the effective date of the registration  
359 statement filed with the Department of State for the partnership  
360 in accordance with s. 620.8105.

361 (b) If the converted organization is not a partnership, as  
362 provided by the governing law of the converted organization.  
363

364 A certificate of conversion acts as a cancellation of any  
365 registration statement for a converting partnership for purposes  
366 of s. 620.8105, and the cancellation shall be deemed filed upon  
367 the effective date of the conversion.

368 Section 13. Subsection (3) of section 620.8918, Florida  
369 Statutes, is amended to read:

370 620.8918 Filings required for merger; effective date.—

371 (3) Each domestic constituent partnership shall deliver  
372 the certificate of merger for filing with the Department of  
373 State, unless the domestic constituent partnership is named as a  
374 party or constituent organization in articles of merger or a  
375 certificate of merger filed for the same merger in accordance

376 with s. 605.1025, s. 607.1109(1), s. 617.1108, or s.  
 377 620.2108(3). The articles of merger or certificate of merger  
 378 must substantially comply with the requirements of this section.  
 379 In such a case, the other articles of merger or certificate of  
 380 merger may also be used for purposes of s. 620.8919(3). Each  
 381 domestic constituent partnership in the merger shall also file a  
 382 registration statement in accordance with s. 620.8105(2) ~~s.~~  
 383 ~~620.8105(1)~~ if it does not have a currently effective  
 384 registration statement filed with the Department of State.

385 Section 14. Subsection (4) of section 620.9001, Florida  
 386 Statutes, is amended to read:

387 620.9001 Statement of qualification.—

388 (4) The status of a partnership as a limited liability  
 389 partnership is effective on the later of the filing of the  
 390 statement or a date specified in the statement. The status  
 391 remains effective, regardless of changes in the partnership,  
 392 until it is canceled pursuant to s. 620.8105(8) ~~s. 620.8105(7)~~  
 393 or revoked pursuant to s. 620.9003.

394 Section 15. Subsection (2) of section 620.9102, Florida  
 395 Statutes, is amended to read:

396 620.9102 Statement of foreign qualification.—

397 (2) The status of a partnership as a foreign limited  
 398 liability partnership is effective on the later of the filing of  
 399 the statement of foreign qualification or a date specified in  
 400 the statement. The status remains effective, regardless of

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401 changes in the partnership, until it is canceled pursuant to s.  
402 620.8105(8) ~~s. 620.8105(7)~~ or revoked pursuant to s. 620.9003.  
403 Section 16. This act shall take effect July 1, 2018.