

By Senator Baxley

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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. 607.1622, F.S.;
7 authorizing domestic and foreign corporations to
8 submit biennial reports to the department; amending s.
9 607.193, F.S.; making a clarifying change; conforming
10 a provision to changes made by the act; amending s.
11 617.1622, F.S.; authorizing domestic and foreign
12 corporations not for profit to submit biennial reports
13 to the department; amending s. 620.1210, F.S.;
14 authorizing domestic and foreign limited partnerships
15 to submit biennial reports to the department; amending
16 s. 620.9003, F.S.; authorizing domestic and foreign
17 limited liability partnerships to submit biennial
18 reports to the department; amending ss. 605.0114,
19 605.0211, 605.0714, 605.0715, 605.0908, 605.0909,
20 606.06, 607.0121, 607.0128, 607.01401, 607.0141,
21 607.0502, 607.0705, 607.1420, 607.1421, 607.1509,
22 607.15101, 607.1530, 607.1531, 607.15315, 607.1601,
23 617.0121, 617.0128, 617.0502, 617.1420, 617.1421,
24 617.1509, 617.1510, 617.1530, 617.1531, 617.1533,
25 617.1601, 620.1111, 620.1115, 620.1209, 620.1809,
26 620.1810, 620.1906, 620.1909, and 622.05, F.S.;
27 conforming provisions to changes made by the act;
28 providing an effective date.
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30 Be It Enacted by the Legislature of the State of Florida:

31
32 Section 1. Section 605.0212, Florida Statutes, is amended
33 to read:

34 605.0212 Annual or biennial report for department.—

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

38 (a) The name of the limited liability company or, if a
39 foreign limited liability company, the name under which the
40 foreign limited liability company is registered to transact
41 business in this state.

42 (b) The street address of its principal office and its
43 mailing address.

44 (c) The date of its organization and, if a foreign limited
45 liability company, the jurisdiction of its formation and the
46 date on which it became qualified to transact business in this
47 state.

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

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

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

54 (2) Information in the annual or biennial report must be
55 current as of the date the report is delivered to the department
56 for filing.

57 (3) The first ~~annual~~ report must be delivered to the
58 department between January 1 and May 1 of the year following the

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59 calendar year in which the limited liability company's articles
60 of organization became effective or the foreign limited
61 liability company obtained a certificate of authority to
62 transact business in this state. Subsequent annual or biennial
63 reports must be delivered to the department between January 1
64 and May 1 of the subsequent calendar years in which the reports
65 are due ~~each calendar year thereafter~~. If one or more forms of
66 annual report are submitted for a calendar year, or if one or
67 more forms of biennial report are submitted for a biennial
68 period, the department shall file each of them and make the
69 information contained in them part of the official record. The
70 first form of annual report filed in a calendar year shall be
71 considered the annual report for that calendar year, and each
72 report filed after that one in the same calendar year shall be
73 treated as an amended report for that calendar year. The first
74 form of biennial report filed in a biennial period shall be
75 considered the biennial report for that biennial period, and
76 each report filed after that one in the same biennial period
77 shall be treated as an amended report for that biennial period.

78 (4) If an annual or biennial report does not contain the
79 information required in this section, the department shall
80 promptly notify the reporting limited liability company or
81 registered foreign limited liability company. If the report is
82 corrected to contain the information required in subsection (1)
83 and delivered to the department within 30 days after the
84 effective date of the notice, it is timely delivered.

85 (5) If an annual or biennial report contains the name or
86 address of a registered agent which differs from the information
87 shown in the records of the department immediately before the

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88 annual or biennial report becomes effective, the differing
89 information in the annual or biennial report is considered a
90 statement of change under s. 605.0114.

91 (6) A limited liability company or foreign limited
92 liability company that fails to file an annual or biennial
93 report that complies with the requirements of this section may
94 not maintain or defend any action in a court of this state until
95 the report is filed and all fees and penalties due under this
96 chapter are paid, and shall be subject to dissolution or
97 cancellation of its certificate of authority to transact
98 business as provided in this chapter.

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

104 (8) As a condition of a merger under s. 605.1021, each
105 party to a merger which exists under the laws of this state, and
106 each party to the merger which exists under the laws of another
107 jurisdiction and has a certificate of authority to transact
108 business or conduct its affairs in this state, must be active
109 and current in filing its annual or biennial reports in the
110 records of the department through December 31 of the calendar
111 year in which the articles of merger are submitted to the
112 department for filing.

113 (9) As a condition of a conversion of an entity to a
114 limited liability company under s. 605.1041, the entity, if it
115 exists under the laws of this state, or if it exists under the
116 laws of another jurisdiction and has a certificate of authority

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117 to transact business or conduct its affairs in this state, must
118 be active and current in filing its annual or biennial reports
119 in the records of the department through December 31 of the
120 calendar year in which the articles of conversion are submitted
121 to the department for filing.

122 (10) As a condition of a conversion of a limited liability
123 company to another type of entity under s. 605.1041, the limited
124 liability company converting to the other type of entity must be
125 active and current in filing its annual or biennial reports in
126 the records of the department through December 31 of the
127 calendar year in which the articles of conversion are submitted
128 to the department for filing.

129 (11) As a condition of an interest exchange between a
130 limited liability company and another entity under s. 605.1031,
131 the limited liability company and each other entity that is a
132 party to the interest exchange which exists under the laws of
133 this state, and each party to the interest exchange which exists
134 under the laws of another jurisdiction and has a certificate of
135 authority to transact business or conduct its affairs in this
136 state, must be active and current in filing its annual or
137 biennial reports in the records of the department through
138 December 31 of the calendar year in which the articles of
139 interest exchange are submitted to the department for filing.

140 Section 2. Section 607.1622, Florida Statutes, is amended
141 to read:

142 607.1622 Annual or biennial report for Department of
143 State.—

144 (1) Each domestic corporation and each foreign corporation
145 authorized to transact business in this state shall deliver to

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146 the Department of State for filing a sworn annual or biennial
147 report on such forms as the Department of State prescribes that
148 sets forth:

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

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

153 (c) The address of its principal office and the mailing
154 address of the corporation;

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

157 (e) The names and business street addresses of its
158 directors and principal officers;

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

161 (g) Language permitting a voluntary contribution of \$5 per
162 taxpayer, which contribution shall be transferred into the
163 Election Campaign Financing Trust Fund. A statement providing an
164 explanation of the purpose of the trust fund shall also be
165 included; and

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

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

174 (3) If an annual or biennial report does not contain the

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175 information required by this section, the Department of State
176 shall promptly notify the reporting domestic or foreign
177 corporation in writing and return the report to it for
178 correction. If the report is corrected to contain the
179 information required by this section and delivered to the
180 Department of State within 30 days after the effective date of
181 notice, it is deemed to be timely filed.

182 (4) Each report shall be executed by the corporation by an
183 officer or director or, if the corporation is in the hands of a
184 receiver or trustee, shall be executed on behalf of the
185 corporation by such receiver or trustee, and the signing thereof
186 shall have the same legal effect as if made under oath, without
187 the necessity of appending such oath thereto.

188 (5) The first ~~annual~~ report must be delivered to the
189 Department of State between January 1 and May 1 of the year
190 following the calendar year in which a domestic corporation was
191 incorporated or a foreign corporation was authorized to transact
192 business. Subsequent annual or biennial reports must be
193 delivered to the Department of State between January 1 and May 1
194 of the subsequent calendar years in which the reports are due.

195 (6) Information in the annual or biennial report must be
196 current as of the date the ~~annual~~ report is executed on behalf
197 of the corporation.

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

201 (8) Any corporation failing to file an annual or biennial
202 report that ~~which~~ complies with ~~the requirements of~~ this section
203 shall not be permitted to maintain or defend any action in any

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204 court of this state until such report is filed and all fees and
205 taxes due under this act are paid and shall be subject to
206 dissolution or cancellation of its certificate of authority to
207 do business as provided in this act.

208 (9) The department shall prescribe the forms on which to
209 make the annual or biennial report called for in this section
210 and may substitute the uniform business report, pursuant to s.
211 606.06, as a means of satisfying the requirement of this part.

212 Section 3. Paragraph (b) of subsection (2) of section
213 607.193, Florida Statutes, is amended to read:

214 607.193 Supplemental corporate fee.—

215 (2)

216 (b) In addition to the fees levied under ss. 605.0213,
217 607.0122, and 620.1109 and the supplemental corporate fee, a
218 late charge of \$400 shall be imposed if the supplemental
219 corporate fee is remitted after May 1 of the year the fee is due
220 except in circumstances in which a business entity was
221 administratively dissolved or its certificate of authority was
222 revoked due to its failure to file an annual or biennial report
223 and the entity subsequently applied for reinstatement and paid
224 the applicable reinstatement fee.

225 Section 4. Section 617.1622, Florida Statutes, is amended
226 to read:

227 617.1622 Annual or biennial report for Department of
228 State.—

229 (1) Each domestic and each foreign corporation authorized
230 to conduct its affairs in this state shall deliver to the
231 Department of State for filing a sworn annual or biennial
232 report, on such form as the Department of State prescribes, that

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233 sets forth:

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

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

239 (c) The address of the principal office and the mailing
240 address of the corporation;

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

243 (e) The names and business street addresses of its
244 directors and principal officers;

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

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

250 (2) The deposit of such report, on or before May 1 of the
251 year the report is due, in the United States mail in a sealed
252 envelope, properly addressed with postage prepaid, constitutes
253 compliance with subsection (1).

254 (3) If an annual or biennial report does not contain the
255 information required by subsection (1), the Department of State
256 shall promptly notify the reporting domestic or foreign
257 corporation in writing and return the report to it for
258 correction. If the report is corrected to contain the
259 information required by subsection (1) and delivered to the
260 Department of State within 30 days after the effective date of
261 notice, it is deemed to be timely filed.

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262 (4) Each annual or biennial report must be executed by the
263 corporation by an officer or director or, if the corporation is
264 in the hands of a receiver or trustee, must be executed on
265 behalf of the corporation by such receiver or trustee, and the
266 signing of the annual or biennial report shall have the same
267 legal effect as if made under oath, without the necessity of
268 appending such oath thereto.

269 (5) The first ~~annual~~ report must be delivered to the
270 Department of State between January 1 and May 1 of the year
271 following the calendar year in which a domestic corporation was
272 incorporated or a foreign corporation was authorized to conduct
273 affairs. Subsequent annual or biennial reports must be delivered
274 to the Department of State between January 1 and May 1 of the
275 subsequent calendar years in which the reports are due.

276 (6) Information in the annual or biennial report must be
277 current as of the date the ~~annual~~ report is executed on behalf
278 of the corporation.

279 (7) If an additional report is received, the department
280 shall file the document and make the information contained
281 therein part of the official record.

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

289 (9) The department shall prescribe the forms on which to
290 make the annual or biennial report called for in this section

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291 and may substitute the uniform business report, pursuant to s.
292 606.06, as a means of satisfying the requirement of this
293 section.

294 Section 5. Section 620.1210, Florida Statutes, is amended
295 to read:

296 620.1210 Annual or biennial report for Department of
297 State.—

298 (1) A limited partnership or a foreign limited partnership
299 authorized to transact business in this state shall deliver to
300 the Department of State for filing an annual or biennial report
301 that states:

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

305 (b) The street and mailing address of the limited
306 partnership or foreign limited partnership, the name of its
307 registered agent in this state, and the street address of its
308 registered office in this state.

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

314 (d) Federal Employer Identification number.

315 (e) Any additional information that is necessary or
316 appropriate to enable the Department of State to carry out the
317 provisions of this act.

318 (2) Information in an annual or biennial report must be
319 current as of the date the ~~annual~~ report is delivered to the

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320 Department of State for filing.

321 (3) The first ~~annual~~ report must be delivered to the
322 Department of State between January 1 and May 1 of the year
323 following the calendar year in which a limited partnership was
324 formed or a foreign limited partnership was authorized to
325 transact business. Subsequent ~~An~~ annual or biennial reports
326 ~~report~~ must be delivered to the Department of State between
327 January 1 and May 1 of the each subsequent calendar years in
328 which the reports are due year.

329 (4) If an annual or biennial report does not contain the
330 information required in subsection (1), the Department of State
331 shall promptly notify the reporting limited partnership or
332 foreign limited partnership and return the report to it for
333 correction. If the report is corrected to contain the
334 information required in subsection (1) and delivered to the
335 Department of State within 30 days after the effective date of
336 the notice, it is timely delivered.

337 (5) If a filed annual or biennial report contains the
338 address of a designated office, name of a registered agent, or
339 registered office address which differs from the information
340 shown in the records of the Department of State immediately
341 before the filing, the differing information in the ~~annual~~
342 report is considered a statement of change under s. 620.1115.

343 Section 6. Subsections (1), (2), and (3) of section
344 620.9003, Florida Statutes, are amended to read:

345 620.9003 Annual or biennial report.—

346 (1) A limited liability partnership, and a foreign limited
347 liability partnership authorized to transact business in this
348 state, shall file an annual or biennial report in the office of

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349 the Secretary of State which contains:

350 (a) The name of the limited liability partnership and the
351 state or other jurisdiction under whose laws the foreign limited
352 liability partnership is formed;

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

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

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

363 (2) An annual or biennial report must be filed between
364 January 1 and May 1 of the ~~each~~ year following the calendar year
365 in which a partnership files a statement of qualification or a
366 foreign partnership becomes authorized to transact business in
367 this state. Subsequent annual or biennial reports must be filed
368 between January 1 and May 1 of the subsequent calendar years in
369 which the reports are due.

370 (3) The Department of State may administratively revoke the
371 statement of qualification of a partnership that fails to file
372 its annual or biennial report and pay the required filing fee by
373 5 p.m. Eastern Time on the third Friday in September of the year
374 the report is due. The Department of State shall serve a 60-day
375 notice on the limited liability partnership of its intent to
376 revoke the statement of qualification. If the partnership has
377 provided the department with an electronic mail address, such

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378 notice shall be by electronic transmission. Revocation for
379 failure to file an annual or biennial report shall occur on the
380 fourth Friday in September of the ~~each~~ year the report is due.
381 The Department of State shall issue a certificate of revocation
382 of the statement of qualification to each revoked partnership.
383 Issuance of the certificate of revocation of the statement of
384 qualification may be by electronic transmission to any
385 partnership that has provided the department with an electronic
386 mail address.

387 Section 7. Subsection (4) of section 605.0114, Florida
388 Statutes, is amended to read:

389 605.0114 Change of registered agent or registered office.—

390 (4) The changes described in this section may also be made
391 on the limited liability company's or foreign limited liability
392 company's annual or biennial report, in an application for
393 reinstatement filed with the department under s. 605.0715(1), in
394 an amendment to or restatement of a company's articles of
395 organization in accordance with s. 605.0202, or in an amendment
396 to a foreign limited liability company's certificate of
397 authority in accordance with s. 605.0907.

398 Section 8. Paragraph (d) of subsection (1) and paragraph
399 (d) of subsection (2) of section 605.0211, Florida Statutes, are
400 amended to read:

401 605.0211 Certificate of status.—

402 (1) The department, upon request and payment of the
403 requisite fee, shall issue a certificate of status for a limited
404 liability company if the records filed in the department show
405 that the department has accepted and filed the company's
406 articles of organization. A certificate of status must state the

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407 following:

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

410 (2) The department, upon request and payment of the
411 requisite fee, shall furnish a certificate of status for a
412 foreign limited liability company if the records filed show that
413 the department has filed a certificate of authority. A
414 certificate of status for a foreign limited liability company
415 must state the following:

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

419 Section 9. Paragraph (a) of subsection (1) and subsection
420 (2) of section 605.0714, Florida Statutes, are amended to read:
421 605.0714 Administrative dissolution.—

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

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

427 (2) Administrative dissolution of a limited liability
428 company for failure to file an annual or biennial report must
429 occur on the fourth Friday in September of the each year the
430 report is due. The department shall issue a notice in a record
431 of administrative dissolution to the limited liability company
432 dissolved for failure to file an annual or biennial report.
433 Issuance of the notice may be by electronic transmission to a
434 limited liability company that has provided the department with
435 an e-mail address.

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436 Section 10. Subsection (2) of section 605.0715, Florida
437 Statutes, is amended to read:

438 605.0715 Reinstatement.—

439 (2) In lieu of the requirement to file an application for
440 reinstatement as described in subsection (1), an
441 administratively dissolved limited liability company may submit
442 all fees and penalties owed by the company at the rates provided
443 by law at the time the company applies for reinstatement,
444 together with a current annual or biennial report, signed by
445 both the registered agent and an authorized representative of
446 the company, which contains the information described in
447 subsection (1).

448 Section 11. Paragraph (a) of subsection (1) and subsection
449 (2) of section 605.0908, Florida Statutes, are amended to read:

450 605.0908 Revocation of certificate of authority.—

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

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

458 (2) Revocation of a foreign limited liability company's
459 certificate of authority for failure to file an annual or
460 biennial report shall occur on the fourth Friday in September of
461 the ~~each~~ year the report is due. The department shall issue a
462 notice in a record of the revocation to the revoked foreign
463 limited liability company. Issuance of the notice may be by
464 electronic transmission to a foreign limited liability company

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465 that has provided the department with an e-mail address.

466 Section 12. Subsection (2) of section 605.0909, Florida
467 Statutes, is amended to read:

468 605.0909 Reinstatement following revocation of certificate
469 of authority.—

470 (2) In lieu of the requirement to file an application for
471 reinstatement as described in subsection (1), a foreign limited
472 liability company whose certificate of authority has been
473 revoked may submit all fees and penalties owed by the company at
474 the rates provided by law at the time the company applies for
475 reinstatement, together with a current annual or biennial
476 report, signed by both the registered agent and an authorized
477 representative of the company, which contains the information
478 described in subsection (1).

479 Section 13. Subsection (2) of section 606.06, Florida
480 Statutes, is amended to read:

481 606.06 Uniform business report.—The department may use the
482 uniform business report:

483 (2) As a substitute for any annual or biennial report or
484 renewal filing required by chapters 495, 605, 607, 609, 617,
485 620, 621, and 865.

486 Section 14. Paragraph (d) of subsection (1) of section
487 607.0121, Florida Statutes, is amended to read:

488 607.0121 Forms.—

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

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

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495 If the Department of State so requires, the use of these forms
496 shall be mandatory.

497 Section 15. Paragraph (d) of subsection (2) of section
498 607.0128, Florida Statutes, is amended to read:

499 607.0128 Certificate of status.—

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

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

503 Section 16. Subsection (20) of section 607.01401, Florida
504 Statutes, is amended to read:

505 607.01401 Definitions.—As used in this act, unless the
506 context otherwise requires, the term:

507 (20) "Principal office" means the office (in or out of this
508 state) where the principal executive offices of a domestic or
509 foreign corporation are located as designated in the articles of
510 incorporation or other initial filing until an annual or
511 biennial report has been filed, and thereafter as designated in
512 the annual or biennial report.

513 Section 17. Paragraph (b) of subsection (4) of section
514 607.0141, Florida Statutes, is amended to read:

515 607.0141 Notice.—

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

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

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523 in a foreign corporation's application for certificate of
524 authority.

525 Section 18. Subsections (2) and (4) of section 607.0502,
526 Florida Statutes, are amended to read:

527 607.0502 Change of registered office or registered agent;
528 resignation of registered agent.—

529 (2) Any registered agent may resign his or her agency
530 appointment by signing and delivering for filing with the
531 Department of State a statement of resignation and mailing a
532 copy of such statement to the corporation at its principal
533 office address shown in its most recent annual or biennial
534 report or, if none, filed in the articles of incorporation or
535 other most recently filed document. The statement of resignation
536 shall state that a copy of such statement has been mailed to the
537 corporation at the address so stated. The agency is terminated
538 as of the 31st day after the date on which the statement was
539 filed and unless otherwise provided in the statement,
540 termination of the agency acts as a termination of the
541 registered office.

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

545 Section 19. Subsection (5) of section 607.0705, Florida
546 Statutes, is amended to read:

547 607.0705 Notice of meeting.—

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

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

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

554
555 have been sent by first-class United States mail, addressed to
556 the shareholder at her or his address as it appears on the share
557 transfer books of the corporation, and returned undeliverable.
558 The obligation of the corporation to give notice of a
559 shareholders' meeting to any such shareholder shall be
560 reinstated once the corporation has received a new address for
561 such shareholder for entry on its share transfer books.

562 Section 20. Paragraph (a) of subsection (1) of section
563 607.1420, Florida Statutes, is amended to read:

564 607.1420 Grounds for administrative dissolution.—

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

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

571 Section 21. Subsection (1) of section 607.1421, Florida
572 Statutes, is amended to read:

573 607.1421 Procedure for and effect of administrative
574 dissolution.—

575 (1) If the Department of State determines that one or more
576 grounds exist under s. 607.1420 for dissolving a corporation, it
577 shall serve the corporation with notice of its intention to
578 administratively dissolve the corporation. If the corporation
579 has provided the department with an electronic mail address,
580 such notice shall be by electronic transmission. Administrative

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581 dissolution for failure to file an annual or biennial report
582 shall occur on the fourth Friday in September of the ~~each~~ year
583 the report is due. The Department of State shall issue a
584 certificate of dissolution to each dissolved corporation.
585 Issuance of the certificate of dissolution may be by electronic
586 transmission to any corporation that has provided the department
587 with an electronic mail address.

588 Section 22. Subsection (1) of section 607.1509, Florida
589 Statutes, is amended to read:

590 607.1509 Resignation of registered agent of foreign
591 corporation.—

592 (1) The registered agent of a foreign corporation may
593 resign his or her agency appointment by signing and delivering
594 to the Department of State for filing a statement of resignation
595 and mailing a copy of such statement to the corporation at the
596 corporation's principal office address shown in its most recent
597 annual or biennial report or, if none, shown in its application
598 for a certificate of authority or other most recently filed
599 document. The statement of resignation must state that a copy of
600 such statement has been mailed to the corporation at the address
601 so stated. The statement of resignation may include a statement
602 that the registered office is also discontinued.

603 Section 23. Subsection (2) of section 607.15101, Florida
604 Statutes, is amended to read:

605 607.15101 Service of process, notice, or demand on a
606 foreign corporation.—

607 (2) A foreign corporation may be served by registered or
608 certified mail, return receipt requested, addressed to the
609 secretary of the foreign corporation at its principal office

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610 shown in its application for a certificate of authority or in
611 its most recent annual or biennial report if the foreign
612 corporation:

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

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

617 (c) Has had its certificate of authority revoked under s.
618 607.1531.

619 Section 24. Subsection (1) of section 607.1530, Florida
620 Statutes, is amended to read:

621 607.1530 Grounds for revocation of authority to transact
622 business.—The Department of State may commence a proceeding
623 under s. 607.1531 to revoke the certificate of authority of a
624 foreign corporation authorized to transact business in this
625 state if:

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

630 Section 25. Subsection (1) of section 607.1531, Florida
631 Statutes, is amended to read:

632 607.1531 Procedure for and effect of revocation.—

633 (1) If the Department of State determines that one or more
634 grounds exist under s. 607.1530 for revocation of a certificate
635 of authority, the Department of State shall serve the foreign
636 corporation with notice of its intent to revoke the foreign
637 corporation's certificate of authority. If the foreign
638 corporation has provided the department with an electronic mail

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639 address, such notice shall be by electronic transmission.
640 Revocation for failure to file an annual or biennial report
641 shall occur on the fourth Friday in September of the ~~each~~ year
642 the report is due. The department shall issue a certificate of
643 revocation to each revoked corporation. Issuance of the
644 certificate of revocation may be by electronic transmission to
645 any corporation that has provided the department with an
646 electronic mail address.

647 Section 26. Paragraph (b) of subsection (1) of section
648 607.15315, Florida Statutes, is amended to read:

649 607.15315 Revocation; application for reinstatement.—

650 (1)

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

655 Section 27. Paragraph (g) of subsection (5) of section
656 607.1601, Florida Statutes, is amended to read:

657 607.1601 Corporate records.—

658 (5) A corporation shall keep a copy of the following
659 records:

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

662 Section 28. Paragraph (d) of subsection (1) of section
663 617.0121, Florida Statutes, is amended to read:

664 617.0121 Forms.—

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

667 (d) The annual or biennial report, for which the department

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668 may prescribe the use of the uniform business report, pursuant
669 to s. 606.06.

670

671 If the Department of State so requires, the use of these forms
672 shall be mandatory.

673 Section 29. Paragraph (d) of subsection (2) of section
674 617.0128, Florida Statutes, is amended to read:

675 617.0128 Certificate of status.—

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

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

679 Section 30. Subsections (2) and (4) of section 617.0502,
680 Florida Statutes, are amended to read:

681 617.0502 Change of registered office or registered agent;
682 resignation of registered agent.—

683 (2) Any registered agent may resign his or her agency
684 appointment by signing and delivering for filing with the
685 Department of State a statement of resignation and mailing a
686 copy of such statement to the corporation at its principal
687 office address shown in its most recent annual or biennial
688 report or, if none, filed in the articles of incorporation or
689 other most recently filed document. The statement of resignation
690 shall state that a copy of such statement has been mailed to the
691 corporation at the address so stated. The agency is terminated
692 as of the 31st day after the date on which the statement was
693 filed and unless otherwise provided in the statement,
694 termination of the agency acts as a termination of the
695 registered office.

696 (4) Changes of the registered office or registered agent

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697 may be made by a change on the corporation's annual or biennial
698 report form filed with the Department of State.

699 Section 31. Paragraph (a) of subsection (1) of section
700 617.1420, Florida Statutes, is amended to read:

701 617.1420 Grounds for administrative dissolution.—

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

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

708 Section 32. Subsection (1) of section 617.1421, Florida
709 Statutes, is amended to read:

710 617.1421 Procedure for and effect of administrative
711 dissolution.—

712 (1) If the Department of State determines that one or more
713 grounds exist under s. 617.1420 for administratively dissolving
714 a corporation, it shall serve the corporation with notice of its
715 intent under s. 617.0504(2) to administratively dissolve the
716 corporation. If the corporation has provided the department with
717 an electronic mail address, such notice shall be by electronic
718 transmission. Administrative dissolution for failure to file an
719 annual or biennial report shall occur on the fourth Friday in
720 September of the ~~each~~ year the report is due. The Department of
721 State shall issue a certificate of dissolution to each dissolved
722 corporation. Issuance of the certificate of dissolution may be
723 by electronic transmission to any corporation that has provided
724 the department with an electronic mail address.

725 Section 33. Subsection (1) of section 617.1509, Florida

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726 Statutes, is amended to read:

727 617.1509 Resignation of registered agent of foreign
728 corporation.—

729 (1) The registered agent of a foreign corporation may
730 resign his or her agency appointment by signing and delivering
731 to the Department of State for filing a statement of resignation
732 and mailing a copy of such statement to the corporation at the
733 corporation's principal office address shown in its most recent
734 annual or biennial report or, if none, shown in its application
735 for a certificate of authority or other most recently filed
736 document. The statement of resignation must state that a copy of
737 such statement has been mailed to the corporation at the address
738 so stated. The statement of resignation may include a statement
739 that the registered office is also discontinued.

740 Section 34. Subsection (2) of section 617.1510, Florida
741 Statutes, is amended to read:

742 617.1510 Service of process, notice, or demand on a foreign
743 corporation.—

744 (2) A foreign corporation may be served by registered or
745 certified mail, return receipt requested, addressed to the
746 secretary of the foreign corporation at its principal office
747 shown in its application for a certificate of authority or in
748 its most recent annual or biennial report if the foreign
749 corporation:

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

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

754 (c) Has had its certificate of authority revoked under s.

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755 617.1531.

756 Section 35. Subsection (1) of section 617.1530, Florida
757 Statutes, is amended to read:

758 617.1530 Grounds for revocation of authority to conduct
759 affairs.—The Department of State may commence a proceeding under
760 s. 617.1531 to revoke the certificate of authority of a foreign
761 corporation authorized to conduct its affairs in this state if:

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

766 Section 36. Subsection (1) of section 617.1531, Florida
767 Statutes, is amended to read:

768 617.1531 Procedure for and effect of revocation.—

769 (1) If the Department of State determines that one or more
770 grounds exist under s. 617.1530 for revocation of a certificate
771 of authority, the Department of State shall serve the foreign
772 corporation with notice of its intent to revoke the foreign
773 corporation's certificate of authority. If the foreign
774 corporation has provided the department with an electronic mail
775 address, such notice shall be by electronic transmission.

776 Revocation for failure to file an annual or biennial report
777 shall occur on the fourth Friday in September of the ~~each~~ year
778 the report is due. The Department of State shall issue a
779 certificate of revocation to each revoked corporation. Issuance
780 of the certificate of revocation may be by electronic
781 transmission to any foreign corporation that has provided the
782 department with an electronic mail address.

783 Section 37. Paragraph (b) of subsection (1) of section

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784 617.1533, Florida Statutes, is amended to read:

785 617.1533 Reinstatement following revocation.—

786 (1)

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

791 Section 38. Paragraph (f) of subsection (5) of section
792 617.1601, Florida Statutes, is amended to read:

793 617.1601 Corporate records.—

794 (5) A corporation shall keep a copy of the following
795 records:

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

798 Section 39. Subsection (7) of section 620.1111, Florida
799 Statutes, is amended to read:

800 620.1111 Required information.—A limited partnership shall
801 maintain at its designated office the following information:

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

805 Section 40. Subsection (3) of section 620.1115, Florida
806 Statutes, is amended to read:

807 620.1115 Change of registered agent or registered office.—

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

811 Section 41. Paragraph (d) of subsection (1) and paragraph

812 (d) of subsection (2) of section 620.1209, Florida Statutes, are

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813 amended to read:

814 620.1209 Certificate of status.—

815 (1) The Department of State, upon request and payment of
816 the requisite fee, shall furnish a certificate of status for a
817 limited partnership if the records filed in the Department of
818 State show that the Department of State has filed a certificate
819 of limited partnership. A certificate of status must state:

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

823 (2) The Department of State, upon request and payment of
824 the requisite fee, shall furnish a certificate of status for a
825 foreign limited partnership if the records filed in the
826 Department of State show that the Department of State has filed
827 a certificate of authority. A certificate of status must state:

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

831 Section 42. Paragraph (b) of subsection (1) and subsection
832 (2) of section 620.1809, Florida Statutes, are amended to read:

833 620.1809 Administrative dissolution.—

834 (1) The Department of State may dissolve a limited
835 partnership administratively if the limited partnership does
836 not:

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

840 (2) If the Department of State determines that a ground
841 exists for administratively dissolving a limited partnership,

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842 the Department of State shall serve notice on the limited
843 partnership of its intent to administratively dissolve the
844 limited partnership. If the limited partnership has provided the
845 department with an electronic mail address, such notice shall be
846 by electronic transmission. Administrative dissolution for
847 failure to file an annual or biennial report shall occur on the
848 fourth Friday in September of the each year the report is due.
849 The Department of State shall issue a certificate of dissolution
850 to each dissolved limited partnership. Issuance of the
851 certificate of dissolution may be by electronic transmission to
852 any limited partnership that has provided the department with an
853 electronic mail address.

854 Section 43. Subsections (2) and (3) of section 620.1810,
855 Florida Statutes, are amended to read:

856 620.1810 Reinstatement following administrative
857 dissolution.—

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

863 (3) If the Department of State determines that the
864 application for reinstatement, or current annual or biennial
865 report described in subsection (2), contains the information
866 required by subsection (1) and that the information is correct,
867 the Department of State shall reinstate the limited partnership.

868 Section 44. Paragraph (b) of subsection (1) and subsection
869 (2) of section 620.1906, Florida Statutes, are amended to read:

870 620.1906 Revocation of certificate of authority.—

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

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

878 (2) If the Department of State determines that one or more
879 grounds exist under this section for revocation of a foreign
880 limited partnership, it shall notify the foreign limited
881 partnership of its intent to revoke the foreign limited
882 partnership's certificate of authority. If the foreign limited
883 partnership has provided the department with an electronic mail
884 address, such notice shall be by electronic transmission.
885 Revocation for failure to file an annual or biennial report
886 shall occur on the fourth Friday in September of the ~~each~~ year
887 the report is due. The Department of State shall issue a
888 certificate of revocation to each revoked foreign limited
889 partnership. Issuance of the certificate of revocation may be by
890 electronic transmission to any foreign limited partnership that
891 has provided the department with an electronic mail address.

892 Section 45. Subsections (2) and (3) of section 620.1909,
893 Florida Statutes, are amended to read:

894 620.1909 Reinstatement following administrative
895 revocation.—

896 (2) As an alternative to submitting the form of
897 reinstatement referred to in subsection (1), the foreign limited
898 partnership may submit a current annual or biennial report,
899 signed by its registered agent and a general partner, which

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900 contains the same information described in subsection (1).

901 (3) If the Department of State determines that the
902 application for reinstatement or the current annual or biennial
903 report described in subsection (2) contains the information
904 required by subsection (1) and that the information is correct,
905 it shall reinstate the foreign limited partnership's certificate
906 of authority.

907 Section 46. Section 622.05, Florida Statutes, is amended to
908 read:

909 622.05 Annual and biennial reports.—Every association shall
910 comply with all requirements of law, including but not limited
911 to the paying of all fees, taxes, and other charges, now or
912 hereafter prescribed for the filing of annual or biennial
913 reports by foreign corporations for profit qualified to transact
914 business in this state, except railroad, pullman, telephone,
915 telegraph, and insurance companies, and all laws heretofore or
916 hereafter enacted with respect to such reports shall apply to
917 and govern and control all associations.

918 Section 47. This act shall take effect July 1, 2019.