

The Florida Senate
BILL ANALYSIS AND FISCAL IMPACT STATEMENT

(This document is based on the provisions contained in the legislation as of the latest date listed below.)

Prepared By: The Professional Staff of the Committee on Commerce and Tourism

BILL: SB 1324

INTRODUCER: Senator McClain

SUBJECT: Principal Offices of Limited Liability Companies and Corporations

DATE: January 27, 2026

REVISED: _____

	ANALYST	STAFF DIRECTOR	REFERENCE	ACTION
1.	Dike	McKay	CM	Pre-meeting
2.			JU	
3.			RC	

I. Summary:

SB 1324 amends Florida’s Revised Limited Liability Company Act (LLC Act) and the Florida Business Corporation Act (FBCA) to include a registered agent’s address in the definition of a business’s “principal office” and require registered agents to add the registered address to their statement of acceptance.

The bill takes effect on July 1, 2026.

II. Present Situation:

Florida’s Revised Limited Liability Company Act

Florida’s LLC Act, ss. 605.0101-605.2802, F.S., governs the internal affairs and liabilities of Limited Liability Companies in the state. An LLC can be organized for any lawful purpose and is created by naming the business, designating a registered agent, and filing articles of organization with the Department of State (department).¹ Every LLC must designate a registered agent, who must be:

- An individual who resides in this state and whose business address is identical to the address of the registered office;
- Another domestic entity that is an authorized entity and whose business address is identical to the address of the registered office; or
- A foreign entity authorized to transact business in this state that is an authorized entity and whose business address is identical to the address of the registered office.²

¹ Section 605.0201, F.S.

² Section 605.0113(1)(b), F.S.

The registered agent must file a statement of acceptance with the department, which states the registered agent is familiar with and accepts the obligations of the position.³ The LLC's articles of organization must include the agent's written acceptance and the street and mailing address of the company's principal office.⁴ Currently, the principal office is defined as "the principal executive office of a limited liability company or foreign limited liability company, regardless of whether the office is located in this state."⁵

Florida Business Corporation Act

The FBCA, ss. 607.001-607.414, F.S., governs the internal affairs and liabilities of corporations created in Florida. Corporations that seek to transact business in Florida must file articles of incorporation with the department.⁶ Among other information, the articles of incorporation must include:

- The street address of the initial principal office and, if different, the mailing address of the corporation; and
- The street address of the corporation's initial registered office and the name of its initial registered agent at that office together with a written acceptance as required in s. 607.0501(3), F.S.⁷

Identical to the requirements for an LLC, the registered agent of a corporation must be:

- An individual who resides in this state whose business address is identical to the address of the registered office;
- Another domestic entity that is an authorized entity and whose business address is identical to the address of the registered office; or
- A foreign entity authorized to transact business in this state which is an authorized entity and whose business address is identical to the address of the registered office.⁸

The registered agent must file a statement of acceptance with the department, which states the registered agent is familiar with and accepts the obligations of the position.⁹

Further, the FBCA defines a principal office to mean "the office (in or out of this state) where the principal executive offices of a domestic or foreign corporation are located as designated in the articles of incorporation or other initial filing until an annual report has been filed, and thereafter as designated in the annual report."¹⁰

³ Section 605.0113(2), F.S.

⁴ Section 605.0201(2), F.S.

⁵ Section 605.0102(54), F.S.

⁶ See section 607.0202, F.S.

⁷ *Id.*

⁸ Section 607.01401(57), F.S.

⁹ Section 605.0501, F.S.

¹⁰ *Id.*

III. Effect of Proposed Changes:

Sections 1-2 amend ss. 605.0102 and 607.01401, F.S., to include a registered agent's address in the definition of the "principal office" for an LLC or corporation.

Sections 3-4 amend ss. 605.0113 and 607.0501, F.S., providing that a registered agent must include the address of the registered office in their statement of acceptance.

Sections 5-8 reenact ss. 605.0114, 605.0203, 607.0202, and 607.0502, F.S., to incorporate the amendments made by this bill.

Section 9 sets forth an effective date of July 1, 2026.

IV. Constitutional Issues:**A. Municipality/County Mandates Restrictions:**

None.

B. Public Records/Open Meetings Issues:

None.

C. Trust Funds Restrictions:

None.

D. State Tax or Fee Increases:

None.

E. Other Constitutional Issues:

None identified.

V. Fiscal Impact Statement:**A. Tax/Fee Issues:**

None.

B. Private Sector Impact:

None.

C. Government Sector Impact:

None.

VI. Technical Deficiencies:

None.

VII. Related Issues:

None.

VIII. Statutes Affected:

This bill substantially amends the following sections of the Florida Statutes: 605.0102, 607.01401, 605.0113, 607.0501, 605.0114, 605.0203, 607.0202, 607.0502.

IX. Additional Information:

A. Committee Substitute – Statement of Changes:

(Summarizing differences between the Committee Substitute and the prior version of the bill.)

None.

B. Amendments:

None.