

By Senator McClain

9-01096-26

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A bill to be entitled

An act relating to the principal offices of limited liability companies and corporations; amending ss. 605.0102 and 607.01401, F.S.; revising the definition of the term "principal office"; amending ss. 605.0113 and 607.0501, F.S.; conforming provisions to changes made by the act; reenacting ss. 605.0114(2) and 605.0203(1)(b) and (e), F.S., relating to change of registered agent or registered office and the signing of records to be delivered for filing to the Department of State, respectively, to incorporate the amendment made to s. 605.0113, F.S., in references thereto; reenacting ss. 607.0202(1) and 607.0502(2), F.S., relating to the content of the articles of incorporation and the change of registered office or registered agent, respectively, to incorporate the amendment made to s. 607.0501, F.S., in references thereto; providing an effective date.

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

Section 1. Subsection (54) of section 605.0102, Florida Statutes, is amended to read:

605.0102 Definitions.—As used in this chapter, the term:
(54) "Principal office" means:

(a) The principal executive office of a limited liability company or foreign limited liability company, regardless of whether the office is located in this state; or

(b) The registered address of the registered agent filed

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30 with the department pursuant to s. 605.0113(2).

31 Section 2. Subsection (57) of section 607.01401, Florida
32 Statutes, is amended to read:

33 607.01401 Definitions.—As used in this chapter, unless the
34 context otherwise requires, the term:

35 (57) "Principal office" means:

36 (a) The office, whether inside ~~(in or outside out of this~~
37 ~~state,)~~ where the principal executive offices of a domestic or
38 foreign corporation are located as designated in the articles of
39 incorporation or other initial filing until an annual report has
40 been filed, and thereafter as designated in the annual report;
41 or

42 (b) The registered office's address filed with the
43 department pursuant to s. 607.0501(3).

44 Section 3. Subsection (2) of section 605.0113, Florida
45 Statutes, is amended to read:

46 605.0113 Registered agent.—

47 (2) Each initial registered agent, and each successor
48 registered agent that is appointed, shall file a statement in
49 writing with the department, in the form and manner prescribed
50 by the department, accepting the appointment as registered agent
51 while simultaneously being designated as the registered agent.
52 The statement of acceptance must provide the address of the
53 registered office and that the registered agent is familiar with
54 and accepts the obligations of that position.

55 Section 4. Subsection (3) of section 607.0501, Florida
56 Statutes, is amended to read:

57 607.0501 Registered office and registered agent.—

58 (3) Each initial registered agent, and each successor

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59 registered agent that is appointed, shall file a statement in
60 writing with the department, in the form and manner prescribed
61 by the department, accepting the appointment as registered agent
62 while simultaneously being designated as the registered agent.
63 The statement of acceptance must provide the address of the
64 registered office and that the registered agent is familiar
65 with, and accepts, the obligations of that position.

66 Section 5. For the purpose of incorporating the amendment
67 made by this act to section 605.0113, Florida Statutes, in a
68 reference thereto, subsection (2) of section 605.0114, Florida
69 Statutes, is reenacted to read:

70 605.0114 Change of registered agent or registered office.—

71 (2) If the registered agent is changed, the written
72 acceptance of the successor registered agent described in s.
73 605.0113(2) must also be included in or attached to the
74 statement of change.

75 Section 6. For the purpose of incorporating the amendment
76 made by this act to section 605.0113, Florida Statutes, in
77 references thereto, paragraphs (b) and (e) of subsection (1) of
78 section 605.0203, Florida Statutes, are reenacted to read:

79 605.0203 Signing of records to be delivered for filing to
80 department.—

81 (1) A record delivered to the department for filing
82 pursuant to this chapter must be signed as follows:

83 (b) A company's initial articles of organization must be
84 signed by at least one person acting as an authorized
85 representative. The articles of organization must also include
86 or have attached a statement signed by the company's initial
87 registered agent in the form described in s. 605.0113(2).

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(e) A record changing the registered agent must also include or be accompanied by a statement signed by the successor registered agent in the form described in s. 605.0113(2).

Section 7. For the purpose of incorporating the amendment made by this act to section 607.0501, Florida Statutes, in a reference thereto, subsection (1) of section 607.0202, Florida Statutes, is reenacted to read:

607.0202 Articles of incorporation; content.—

(1) The articles of incorporation must set forth:

(a) A corporate name for the corporation that satisfies the requirements of s. 607.0401;

(b) The street address of the initial principal office and, if different, the mailing address of the corporation;

(c) The number of shares the corporation is authorized to issue;

(d) 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); and

(e) The name and address of each incorporator.

Section 8. For the purpose of incorporating the amendment made by this act to section 607.0501, Florida Statutes, in a reference thereto, subsection (2) of section 607.0502, Florida Statutes, is reenacted to read:

607.0502 Change of registered office or registered agent.—

(2) If the registered agent is changed, the written acceptance of the successor registered agent described in s. 607.0501(3) must also be included in or attached to the statement of change.

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Section 9. This act shall take effect July 1, 2026.