

## CHAPTER 2018-58

### Committee Substitute for House Bill No. 661

An act relating to business filings; amending s. 605.0209, F.S.; authorizing certain persons to correct filed records that contain certain information; providing that a statement of correction filed for certain reasons is not subject to a Department of State fee if delivered within a certain timeframe; amending s. 605.0210, F.S.; requiring the department to send a notice of the filing of a record by electronic mail or send a copy of the document to the mailing address of the company or foreign limited liability company or its representative; providing notice requirements for the department if the record changes the company's electronic mail or mailing address; amending s. 607.0124; authorizing a domestic or foreign corporation to correct certain documents that contain certain information; providing that articles of correction filed for certain reasons are not subject to a department fee if delivered within a certain timeframe; amending s. 607.0125, F.S.; requiring the department to send a notice of the filing of a record by electronic mail or send a copy of the document to the mailing address of the domestic or foreign corporation or its representative; providing notice requirements for the department if the record changes the corporation's electronic mail or mailing address; amending s. 617.0124, F.S.; authorizing a domestic or foreign corporation to correct certain documents that contain certain information; providing that articles of correction filed for certain reasons are not subject to a department fee if delivered within a certain timeframe; amending s. 617.0125, F.S.; requiring the department to send a notice of the filing of a record by electronic mail or send a copy of the document to the mailing address of the domestic or foreign corporation or its representative; providing notice requirements for the department if the record changes the domestic or foreign corporation's electronic mail or mailing address; amending s. 620.1206, F.S.; requiring the department to send a notice of the filing of a record by electronic mail or send a copy of the document to the mailing address of the limited partnership, foreign limited partnership, or its registered agent; providing notice requirements for the department if the record changes the limited partnership's or foreign limited partnership's electronic mail or mailing address; amending s. 620.1207, F.S.; authorizing a limited partnership or foreign limited partnership to correct certain documents that contain certain information; providing that a statement of correction filed for certain reasons is not subject to a department fee if delivered within a certain timeframe; amending s. 620.8105, F.S.; requiring the department to send a notice of the filing of a document by electronic mail or send a copy of the document to the mailing address of the partnership, limited liability partnership, or its agent; providing notice requirements for the department if the record changes the partnership's or limited liability partnership's electronic mail or mailing address; creating s. 620.81054, F.S.; authorizing a partnership or limited liability partnership to correct a filed document within a certain

timeframe and under certain circumstances; providing guidelines for correcting a document; providing construction; providing that articles of correction filed for certain reasons are not subject to a department fee if delivered within a certain timeframe; amending ss. 620.1201, 620.1202, 620.1203, 620.1812, and 620.2108, F.S.; conforming provisions to changes made by the act; providing an effective date.

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

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

605.0209 Correcting filed record.—

(1) A person on whose behalf a filed record was delivered to the department for filing may correct the record if:

- (a) The record at the time of filing was inaccurate;
- (b) The record was defectively signed; or
- (c) The electronic transmission of the record to the department was defective; or
- (d) The record contains false, misleading, or fraudulent information.

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

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

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

(2) After filing a record, the department shall send notice deliver an acknowledgment of the filing to the electronic mail address on file for the company or foreign limited liability company or its authorized representative or shall send a ~~or~~ certified copy of the document to the address of such company the company or foreign limited liability company or its authorized representative. If the record changes the electronic mail address for the company, the department must send such notice to the new electronic mail address and to the most recent prior electronic mail address. If the record changes the mailing address for the company, the department must send such notice to the new mailing address and to the most recent prior mailing address.

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

607.0124 Correcting filed document.—

(1) A domestic or foreign corporation may correct a document filed by the Department of State within 30 days after filing if ~~the document~~:

- (a) The document contains an inaccuracy;
- (b) The document contains false, misleading, or fraudulent information;
- ~~(c)~~(b) The document was defectively executed, attested, sealed, verified, or acknowledged; or
- ~~(d)~~(e) The electronic transmission of the document was defective.

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

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

607.0125 Filing duties of Department of State.—

(2) The Department of State files a document by recording it as filed on the date of receipt. After filing a document, the Department of State shall send a notice of the filing to the electronic mail address on file for the domestic or foreign corporation or its representative or a deliver an acknowledgment or certified copy of the document to the mailing address of such corporation the domestic or foreign corporation or its representative. If the record changes the electronic mail address of the corporation, the Department of State must send such notice to the new electronic mail address and to the most recent prior electronic mail address. If the record changes the mailing address of the corporation, the Department of State must send such notice to the new mailing address and to the most recent prior mailing address.

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

617.0124 Correcting filed document.—

(1) A domestic or foreign corporation may correct a document filed by the department within 30 days after filing if:

- (a) The document contains an incorrect statement;
- (b) The document contains false, misleading, or fraudulent information;
- ~~(c)~~(b) The document was defectively executed, attested, sealed, verified, or acknowledged; or

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

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

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

617.0125 Filing duties of Department of State.—

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

(2) The department of State files a document by stamping or otherwise endorsing “filed,” together with the Secretary of State’s official title and the date and time of receipt. After filing a document, the department of State shall send a notice deliver the acknowledgment of the filing to the electronic mail address on file for the domestic or foreign corporation or its representative or send a certified copy of the document to the mailing address of such the domestic or foreign corporation or its representative. If the record changes the electronic mail address of the domestic or foreign corporation, the department must send such notice to the new electronic mail address and to the most recent prior electronic mail address. If the record changes the mailing address of the domestic or foreign corporation, the department must send such notice to the new mailing address and to the most recent prior mailing address.

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

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

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

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

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

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

Section 7. Subsections (2) and (3) of section 620.1206, Florida Statutes, are renumbered as subsections (3) and (4), respectively, and a new subsection (2) is added to that section, to read:

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

(2) After filing a record, the Department of State shall send a notice to the electronic mail address on file for the limited partnership or foreign limited partnership or the registered agent of such partnership or send a copy of the document to the mailing address of such partnership or registered agent. If the record changes the electronic mail address of the limited partnership or foreign limited partnership, the Department of State must send such notice to the new electronic mail address and to the most recent prior electronic mail address. If the record changes the mailing address of the limited partnership or foreign limited partnership, the Department of State must send such notice to the new mailing address and to the most recent prior mailing address.

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

620.1207 Correcting filed record.—

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

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

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

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

(11) After filing a document, the Department of State shall send a notice of the filing to all electronic mail addresses on file for the partnership or limited liability partnership, or the agent of such partnership, or send a copy of the document to the mailing address of such partnership or agent. If the record changes the electronic mail address of the partnership or limited liability partnership, the Department of State must send such notice to the new electronic mail address and to the most recent prior electronic mail address. If the record changes the mailing address of the partnership or

limited liability partnership, the Department of State must send such notice to the new mailing address and the most recent mailing address.

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

620.81054 Correcting a filed record.—

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

(a) The document contains an inaccuracy;

(b) The document contains false, misleading, or fraudulent information;

(c) The document was defectively executed, attested, sealed, verified, or acknowledged; or

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

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

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

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

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

(4) Articles of correction filed to correct false, misleading, or fraudulent information are not subject to a fee of the Department of State if the articles of correction are delivered to the Department of State within 15 days after the notification of filing sent pursuant to s. 620.8105.

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

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

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

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

620.1202 Amendment or restatement of certificate.—

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

(8) A restated certificate of limited partnership shall state, either in its heading or in an introductory paragraph, the limited partnership’s present name, and, if it has been changed, the name under which it was originally filed; the date of filing of its original certificate of limited partnership with the Department of State; and, subject to s. 620.1206(4) ~~s. 620.1206(3)~~, the delayed effective date or time, which shall be a date or time certain, of the restated certificate if it is not to be effective upon the filing of the restated certificate. A restated certificate shall also state that it was duly executed and is being filed in accordance with this section. If the restated certificate only restates and integrates and does not further amend the limited partnership’s certificate of limited partnership as theretofore amended or supplemented and there is no discrepancy between those provisions and the restated certificate, it shall state that fact as well.

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

620.1203 Certificate of dissolution; statement of termination.—

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

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

620.1812 Revocation of dissolution.—

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

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

620.2108 Filings required for merger; effective date.—

(4) A merger becomes effective under this act:

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

1. Compliance with subsection (3); or
2. Subject to s. 620.1206(4) ~~s. 620.1206(3)~~, as specified in the certificate of merger; or

(b) If the surviving organization is not a limited partnership, as provided by the governing law of the surviving organization.

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

Approved by the Governor March 21, 2018.

Filed in Office Secretary of State March 21, 2018.