

Amendment No.

COMMITTEE/SUBCOMMITTEE ACTION

ADOPTED _____ (Y/N)
 ADOPTED AS AMENDED _____ (Y/N)
 ADOPTED W/O OBJECTION _____ (Y/N)
 FAILED TO ADOPT _____ (Y/N)
 WITHDRAWN _____ (Y/N)
 OTHER _____

1 Committee/Subcommittee hearing bill: Oversight, Transparency &
 2 Administration Subcommittee

3 Representative Miller, M. offered the following:

4

5 **Amendment (with title amendment)**

6 Remove everything after the enacting clause and insert:

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

10 605.0209 Correcting filed record.—

11 (1) A person on whose behalf a filed record was delivered
 12 to the department for filing may correct the record if any of
 13 the following applies:

14 (a) The record at the time of filing was inaccurate. ~~†~~

15 (b) The record was defectively signed. ~~† or~~

Amendment No.

16 (c) The electronic transmission of the record to the
17 department was defective.

18 (d) The record contains false, misleading, or fraudulent
19 information.

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

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

27 605.0210 Duty of department to file; review of refusal to
28 file; transmission of information by department.-

29 (2) After filing a record, the department shall send
30 notice ~~deliver an acknowledgment~~ of the filing to the e-mail
31 address on file for the entity or its authorized representative
32 or shall send a ~~or certified~~ copy of the document to the mailing
33 address of such entity ~~the company or foreign limited liability~~
34 ~~company~~ or its authorized representative. If the record changes
35 the entity's e-mail address, the department must send such
36 notice to the new e-mail address and to the most recent prior e-
37 mail address. If the record changes the entity's mailing
38 address, the department must send such notice to the new mailing
39 address and to the most recent prior mailing address.

Amendment No.

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

43 607.0124 Correcting filed document.—

44 (1) A domestic or foreign corporation may correct a
45 document filed by the Department of State within 30 days after
46 filing if the document if any of the following applies:

47 (a) The document contains an inaccuracy.~~†~~

48 (b) The document contains false, misleading, or fraudulent
49 information.

50 (c)~~(b)~~ The document was defectively executed, attested,
51 sealed, verified, or acknowledged.~~†~~ ~~or~~

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

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

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

61 607.0125 Filing duties of Department of State.—

62 (2) The Department of State files a document by recording
63 it as filed on the date of receipt. After filing a document, the
64 Department of State shall send a notice of the filing to the e-

Amendment No.

65 mail address on file for the entity or its representative or a
66 deliver an acknowledgment or certified copy of the document to
67 the mailing address such entity or the domestic or foreign
68 corporation or its representative. If the record changes the
69 entity's e-mail address, the Department of State must send such
70 notice to the new e-mail address and to the most recent prior e-
71 mail address. If the record changes the entity's mailing
72 address, the Department of State must send such notice to the
73 new mailing address and to the most recent prior mailing
74 address.

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

78 617.0124 Correcting filed document.—

79 (1) A domestic or foreign corporation may correct a
80 document filed by the department within 30 days after filing if
81 any of the following applies:

82 (a) The document contains an incorrect statement.†

83 (b) The document contains false, misleading, or fraudulent
84 information.

85 (c) ~~(b)~~ The document was defectively executed, attested,
86 sealed, verified, or acknowledged.† ~~or~~

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

Amendment No.

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

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

96 617.0125 Filing duties of the department ~~Department of~~
97 ~~State.~~-

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

101 (2) The department ~~of State~~ files a document by stamping
102 or otherwise endorsing "filed," together with the Secretary of
103 State's official title and the date and time of receipt. After
104 filing a document, the department ~~of State~~ shall send a notice
105 ~~deliver the acknowledgment~~ of the filing to the e-mail address
106 on file for the domestic or foreign corporation or its
107 representative or send a certified copy of the document to the
108 mailing address of such ~~the domestic or foreign~~ corporation or
109 its representative. If the record changes the domestic or
110 foreign corporation's e-mail address, the department must send
111 such notice to the new e-mail address and to the most recent
112 prior e-mail address. If the record changes the domestic or
113 foreign corporation's mailing address, the department must send

Amendment No.

114 such notice to new the mailing address and to the most recent
115 prior mailing address.

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

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

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

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

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

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

137 Section 7. Present subsections (2) and (3) of section
138 620.1206, Florida Statutes, are redesignated as subsections (3)

Amendment No.

139 and (4), respectively, and a new subsection (2) is added to that
140 section, to read:

141 620.1206 Delivery to and filing of records by Department
142 of State; effective time and date; notice.-

143 (1) A record authorized or required to be delivered to the
144 Department of State for filing under this act must be captioned
145 to describe the record's purpose, be in a medium permitted by
146 the Department of State, and be delivered to the Department of
147 State. Unless the Department of State determines that a record
148 does not comply with the filing requirements of this act, and if
149 all filing fees have been paid, the Department of State shall
150 file the record.

151 (2) After filing a record, the Department of State shall
152 send a notice to the email address on file for the limited
153 partnership or foreign limited partnership or the registered
154 agent of such partnership or send a copy of the document to the
155 mailing address of such partnership or registered agent. If the
156 record changes the limited partnership's or foreign limited
157 partnership's e-mail address, the Department of State must send
158 such notice to the new e-mail address and to the most recent
159 prior e-mail address. If the record changes the limited
160 partnership or foreign limited partnership's mailing address,
161 the Department of State must send such notice to the new mailing
162 address and to the most recent prior mailing address.

Amendment No.

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

166 620.1207 Correcting filed record.—

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

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

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

181 620.8105 Execution, filing, and recording of partnership
182 registration and other statements.—

183 (11) After filing a document, the Department of State
184 shall send a notice of the filing to all e-mail address on file
185 for the partnership or limited liability partnership, or the
186 agent of such partnership, or send a copy of the document to the
187 mailing address of such partnership or agent. If the record

Amendment No.

188 changes the partnership's or limited liability partnership's e-
189 mail address, the Department of State must send such notice to
190 the new e-mail address and to the most recent prior e-mail
191 address. If the record changes the partnership or limited
192 liability partnership's mailing address, the Department of State
193 must send such notice to the new mailing address in and to the
194 most recent mailing address.

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

197 620.81054 Correcting a filed record.-

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

201 (a) The document contains an inaccuracy.

202 (b) The document contains false, misleading, or fraudulent
203 information.

204 (c) The document was defectively executed, attested,
205 sealed, verified, or acknowledged.

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

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

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

945861 - HB 661 - Strike-All Amendment.docx

Published On: 1/9/2018 4:32:28 PM

Amendment No.

213 (b) Delivering the articles of correction to the
214 Department of State for filing, executed in accordance with s.
215 620.8105.

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

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

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

228 620.1201 Formation of limited partnership; certificate of
229 limited partnership.—

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

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

236 620.1202 Amendment or restatement of certificate.—

Amendment No.

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

240 (8) A restated certificate of limited partnership shall
241 state, either in its heading or in an introductory paragraph,
242 the limited partnership's present name, and, if it has been
243 changed, the name under which it was originally filed; the date
244 of filing of its original certificate of limited partnership
245 with the Department of State; and, subject to s. 620.1206(4) ~~s.~~
246 ~~620.1206(3)~~, the delayed effective date or time, which shall be
247 a date or time certain, of the restated certificate if it is not
248 to be effective upon the filing of the restated certificate. A
249 restated certificate shall also state that it was duly executed
250 and is being filed in accordance with this section. If the
251 restated certificate only restates and integrates and does not
252 further amend the limited partnership's certificate of limited
253 partnership as theretofore amended or supplemented and there is
254 no discrepancy between those provisions and the restated
255 certificate, it shall state that fact as well.

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

258 620.1203 Certificate of dissolution; statement of
259 termination.—

260 (2) If there has been substantial compliance with
261 subsection (1), then subject to s. 620.1206(4) ~~s. 620.1206(3)~~

Amendment No.

262 the dissolution of the limited partnership shall be effective
263 when the Department of State files the certificate of
264 dissolution.

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

267 620.1812 Revocation of dissolution.—

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

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

274 620.2108 Filings required for merger; effective date.—

275 (4) A merger becomes effective under this act:

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

278 1. Compliance with subsection (3); or

279 2. Subject to s. 620.1206(4) ~~s. 620.1206(3)~~, as specified
280 in the certificate of merger; or

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

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

285

286

Amendment No.

T I T L E A M E N D M E N T

Remove everything before the enacting clause and insert:
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 through e-mail or send a copy
of the document to the mailing address of the entity or its
representative; providing notice requirements for the department
if the record changes an entity's e-mail or mailing address;
amending s. 607.0124; authorizing a domestic or foreign
corporation to correct certain documents if they contain false,
misleading, or fraudulent information; providing that articles
of correction filed for certain reasons are not subject to any
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 through e-mail or send a copy of the
document to the mailing address of the entity or its
representative; providing notice requirements for the department
if the record changes the entity's e-mail or mailing address;
amending s. 617.0124, F.S.; authorizing a domestic or foreign
corporation to correct certain documents if they contain false,
misleading, or fraudulent information; providing that articles

945861 - HB 661 - Strike-All Amendment.docx

Published On: 1/9/2018 4:32:28 PM

Amendment No.

312 of correction filed for certain reasons are not subject to any
313 department fee if delivered within a certain timeframe; amending
314 s. 617.0125, F.S.; requiring the department to send a notice of
315 the filing of a record through e-mail or send a copy of the
316 document to the mailing address of the domestic or foreign
317 corporation or its representative; providing notice requirements
318 for the department if the record changes the domestic or foreign
319 corporation's e-mail or mailing address; amending s. 620.1206,
320 F.S.; requiring the department to send a notice of the filing of
321 a record through e-mail or send a copy of the document to the
322 mailing address of the limited partnership, foreign limited
323 partnership, or its registered agent; providing notice
324 requirements for the department if the record changes the
325 limited partnership's or foreign limited partnership's e-mail or
326 mailing address; amending s. 620.1207, F.S.; authorizing a
327 limited partnership or foreign limited partnership to correct
328 certain documents if they contain misleading or fraudulent
329 information; providing that a statement of correction filed for
330 certain reasons is not subject to any department fee if
331 delivered within a certain timeframe; amending s. 620.8105,
332 F.S.; requiring the department to send a notice of the filing of
333 a document through e-mail or send a copy of the document to the
334 mailing address of the partnership, limited liability
335 partnership, or its agent; providing notice requirements for the
336 department if the record changes the partnership's or limited

945861 - HB 661 - Strike-All Amendment.docx

Published On: 1/9/2018 4:32:28 PM

Amendment No.

337 liability partnership's e-mail or mailing address; creating s.
338 620.81054, F.S.; authorizing a partnership or limited liability
339 partnership to correct a document filed by the department within
340 a certain timeframe and under certain circumstances; providing
341 guidelines for correcting a document; providing construction;
342 providing that articles of correction filed for certain reasons
343 are not subject to a department fee if delivered within a
344 certain timeframe; amending ss. 620.1201, 620.1202, 620.1203,
345 620.1812, and 620.2108, F.S.; conforming provisions to changes
346 made by the act; providing an effective date.