

ENROLLED

CS/HB 661

2018 Legislature

1  
2 An act relating to business filings; amending s.  
3 605.0209, F.S.; authorizing certain persons to correct  
4 filed records that contain certain information;  
5 providing that a statement of correction filed for  
6 certain reasons is not subject to a Department of  
7 State fee if delivered within a certain timeframe;  
8 amending s. 605.0210, F.S.; requiring the department  
9 to send a notice of the filing of a record by  
10 electronic mail or send a copy of the document to the  
11 mailing address of the company or foreign limited  
12 liability company or its representative; providing  
13 notice requirements for the department if the record  
14 changes the company's electronic mail or mailing  
15 address; amending s. 607.0124; authorizing a domestic  
16 or foreign corporation to correct certain documents  
17 that contain certain information; providing that  
18 articles of correction filed for certain reasons are  
19 not subject to a department fee if delivered within a  
20 certain timeframe; amending s. 607.0125, F.S.;  
21 requiring the department to send a notice of the  
22 filing of a record by electronic mail or send a copy  
23 of the document to the mailing address of the domestic  
24 or foreign corporation or its representative;  
25 providing notice requirements for the department if

ENROLLED

CS/HB 661

2018 Legislature

26 | the record changes the corporation's electronic mail  
27 | or mailing address; amending s. 617.0124, F.S.;  
28 | authorizing a domestic or foreign corporation to  
29 | correct certain documents that contain certain  
30 | information; providing that articles of correction  
31 | filed for certain reasons are not subject to a  
32 | department fee if delivered within a certain  
33 | timeframe; amending s. 617.0125, F.S.; requiring the  
34 | department to send a notice of the filing of a record  
35 | by electronic mail or send a copy of the document to  
36 | the mailing address of the domestic or foreign  
37 | corporation or its representative; providing notice  
38 | requirements for the department if the record changes  
39 | the domestic or foreign corporation's electronic mail  
40 | or mailing address; amending s. 620.1206, F.S.;  
41 | requiring the department to send a notice of the  
42 | filing of a record by electronic mail or send a copy  
43 | of the document to the mailing address of the limited  
44 | partnership, foreign limited partnership, or its  
45 | registered agent; providing notice requirements for  
46 | the department if the record changes the limited  
47 | partnership's or foreign limited partnership's  
48 | electronic mail or mailing address; amending s.  
49 | 620.1207, F.S.; authorizing a limited partnership or  
50 | foreign limited partnership to correct certain

ENROLLED

CS/HB 661

2018 Legislature

51 documents that contain certain information; providing  
52 that a statement of correction filed for certain  
53 reasons is not subject to a department fee if  
54 delivered within a certain timeframe; amending s.  
55 620.8105, F.S.; requiring the department to send a  
56 notice of the filing of a document by electronic mail  
57 or send a copy of the document to the mailing address  
58 of the partnership, limited liability partnership, or  
59 its agent; providing notice requirements for the  
60 department if the record changes the partnership's or  
61 limited liability partnership's electronic mail or  
62 mailing address; creating s. 620.81054, F.S.;

63 authorizing a partnership or limited liability  
64 partnership to correct a filed document within a  
65 certain timeframe and under certain circumstances;  
66 providing guidelines for correcting a document;  
67 providing construction; providing that articles of  
68 correction filed for certain reasons are not subject  
69 to a department fee if delivered within a certain  
70 timeframe; amending ss. 620.1201, 620.1202, 620.1203,  
71 620.1812, and 620.2108, F.S.; conforming provisions to  
72 changes made by the act; providing an effective date.

73

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

75

ENROLLED

CS/HB 661

2018 Legislature

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

79 605.0209 Correcting filed record.—

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

82 (a) The record at the time of filing was inaccurate;

83 (b) The record was defectively signed; ~~or~~

84 (c) The electronic transmission of the record to the  
 85 department was defective; or

86 (d) The record contains false, misleading, or fraudulent  
 87 information.

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

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

95 605.0210 Duty of department to file; review of refusal to  
 96 file; transmission of information by department.—

97 (2) After filing a record, the department shall send  
 98 notice ~~deliver an acknowledgment~~ of the filing to the electronic  
 99 mail address on file for the company or foreign limited  
 100 liability company or its authorized representative or shall send

ENROLLED

CS/HB 661

2018 Legislature

101 a ~~or certified~~ copy of the document to the address of such  
 102 company ~~the company or foreign limited liability company~~ or its  
 103 authorized representative. If the record changes the electronic  
 104 mail address for the company, the department must send such  
 105 notice to the new electronic mail address and to the most recent  
 106 prior electronic mail address. If the record changes the mailing  
 107 address for the company, the department must send such notice to  
 108 the new mailing address and to the most recent prior mailing  
 109 address.

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

113 607.0124 Correcting filed document.—

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

117 (a) The document contains an inaccuracy;

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

120 (c) ~~(b)~~ The document was defectively executed, attested,  
 121 sealed, verified, or acknowledged; or

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

124 (4) Articles of correction that are filed to correct  
 125 false, misleading, or fraudulent information are not subject to

ENROLLED

CS/HB 661

2018 Legislature

126 | a fee of the Department of State if the articles of correction  
 127 | are delivered to the Department of State within 15 days after  
 128 | the notification of filing sent pursuant to s. 607.0125(2).

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

131 | 607.0125 Filing duties of Department of State.—

132 | (2) The Department of State files a document by recording  
 133 | it as filed on the date of receipt. After filing a document, the  
 134 | Department of State shall send a notice of the filing to the  
 135 | electronic mail address on file for the domestic or foreign  
 136 | corporation or its representative or a ~~deliver an acknowledgment~~  
 137 | ~~or certified~~ copy of the document to the mailing address of such  
 138 | corporation the domestic or foreign corporation or its  
 139 | representative. If the record changes the electronic mail  
 140 | address of the corporation, the Department of State must send  
 141 | such notice to the new electronic mail address and to the most  
 142 | recent prior electronic mail address. If the record changes the  
 143 | mailing address of the corporation, the Department of State must  
 144 | send such notice to the new mailing address and to the most  
 145 | recent prior mailing address.

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

149 | 617.0124 Correcting filed document.—

ENROLLED

CS/HB 661

2018 Legislature

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

152 (a) The document contains an incorrect statement;

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

155 (c) ~~(b)~~ The document was defectively executed, attested,  
 156 sealed, verified, or acknowledged; or

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

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

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

166 617.0125 Filing duties of Department of State.—

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

170 (2) The department ~~of State~~ files a document by stamping  
 171 or otherwise endorsing "filed," together with the Secretary of  
 172 State's official title and the date and time of receipt. After  
 173 filing a document, the department ~~of State~~ shall send a notice  
 174 deliver the acknowledgment of the filing to the electronic mail

ENROLLED

CS/HB 661

2018 Legislature

175 | address on file for the domestic or foreign corporation or its  
 176 | representative or send a certified copy of the document to the  
 177 | mailing address of such ~~the domestic or foreign~~ corporation or  
 178 | its representative. If the record changes the electronic mail  
 179 | address of the domestic or foreign corporation, the department  
 180 | must send such notice to the new electronic mail address and to  
 181 | the most recent prior electronic mail address. If the record  
 182 | changes the mailing address of the domestic or foreign  
 183 | corporation, the department must send such notice to the new  
 184 | mailing address and to the most recent prior mailing address.

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

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

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

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

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



ENROLLED

CS/HB 661

2018 Legislature

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

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

210 620.1206 Delivery to and filing of records by Department  
 211 of State; effective time and date; notice.-

212 (2) After filing a record, the Department of State shall  
 213 send a notice to the electronic mail address on file for the  
 214 limited partnership or foreign limited partnership or the  
 215 registered agent of such partnership or send a copy of the  
 216 document to the mailing address of such partnership or  
 217 registered agent. If the record changes the electronic mail  
 218 address of the limited partnership or foreign limited  
 219 partnership, the Department of State must send such notice to  
 220 the new electronic mail address and to the most recent prior  
 221 electronic mail address. If the record changes the mailing  
 222 address of the limited partnership or foreign limited  
 223 partnership, the Department of State must send such notice to

ENROLLED

CS/HB 661

2018 Legislature

224 the new mailing address and to the most recent prior mailing  
 225 address.

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

229 620.1207 Correcting filed record.—

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

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

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

245 620.8105 Execution, filing, and recording of partnership  
 246 registration and other statements.—

247 (11) After filing a document, the Department of State  
 248 shall send a notice of the filing to all electronic mail

ENROLLED

CS/HB 661

2018 Legislature

249 addresses on file for the partnership or limited liability  
 250 partnership, or the agent of such partnership, or send a copy of  
 251 the document to the mailing address of such partnership or  
 252 agent. If the record changes the electronic mail address of the  
 253 partnership or limited liability partnership, the Department of  
 254 State must send such notice to the new electronic mail address  
 255 and to the most recent prior electronic mail address. If the  
 256 record changes the mailing address of the partnership or limited  
 257 liability partnership, the Department of State must send such  
 258 notice to the new mailing address and the most recent mailing  
 259 address.

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

262 620.81054 Correcting a filed record.-

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

266 (a) The document contains an inaccuracy;

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

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

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

ENROLLED

CS/HB 661

2018 Legislature

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

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

278 (b) Delivering the articles of correction to the  
 279 Department of State for filing, executed in accordance with s.  
 280 620.8105.

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

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

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

293 620.1201 Formation of limited partnership; certificate of  
 294 limited partnership.—

295 (3) If there has been substantial compliance with  
 296 subsection (1), then subject to s. 620.1206(4) ~~s. 620.1206(3)~~, a

ENROLLED

CS/HB 661

2018 Legislature

297 | limited partnership is formed when the Department of State files  
 298 | the certificate of limited partnership.

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

301 |       620.1202 Amendment or restatement of certificate.—

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

305 |       (8) A restated certificate of limited partnership shall  
 306 | state, either in its heading or in an introductory paragraph,  
 307 | the limited partnership's present name, and, if it has been  
 308 | changed, the name under which it was originally filed; the date  
 309 | of filing of its original certificate of limited partnership  
 310 | with the Department of State; and, subject to s. 620.1206(4) ~~s.~~  
 311 | ~~620.1206(3)~~, the delayed effective date or time, which shall be  
 312 | a date or time certain, of the restated certificate if it is not  
 313 | to be effective upon the filing of the restated certificate. A  
 314 | restated certificate shall also state that it was duly executed  
 315 | and is being filed in accordance with this section. If the  
 316 | restated certificate only restates and integrates and does not  
 317 | further amend the limited partnership's certificate of limited  
 318 | partnership as theretofore amended or supplemented and there is  
 319 | no discrepancy between those provisions and the restated  
 320 | certificate, it shall state that fact as well.

ENROLLED

CS/HB 661

2018 Legislature

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

323 620.1203 Certificate of dissolution; statement of  
 324 termination.—

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

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

332 620.1812 Revocation of dissolution.—

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

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

339 620.2108 Filings required for merger; effective date.—

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

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

343 1. Compliance with subsection (3); or

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

ENROLLED

CS/HB 661

2018 Legislature

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

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