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1. How do I access your records on the Internet?

The web address for the Division of Corporations' web site is: www.sunbiz.org. You can access records for corporations, limited partnerships, limited liability limited partnerships, limited liability companies, federal tax lien registrations, judgment liens, fictitious names, general partnerships, limited liability partnerships, trademarks and service marks from our web site. You can also view and download forms, print images of most filed documents, and file certain documents online using a credit card.

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2. How current are your records on your web site?

Our web site, www.sunbiz.org, is updated instantaneously as filings are added to our database. There is no delay between when a record is added to our computer database and when it is available on the Internet. Most documents submitted by mail are usually processed within 5-10 business days of receipt. Documents submitted online using a credit card are usually processed within 1-2 business days. Images of filed documents submitted by mail are usually posted on our web site within 5-10 business days of the filed date. Images of documents filed online using a credit card usually post within 1-2 business days.

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3. How do I form a Florida Profit or Non Profit Corporation? Can I file the Articles of Incorporation online? Are fill-in-the-blank forms available?

You must submit Articles of Incorporation, designate a Registered Agent, and pay the appropriate filing fee to the Division of Corporations to form a Florida Profit or Non Profit Corporation. The documents may be submitted online or by mail.

To file online using a credit card, return to our home page at www.sunbiz.org and click on "E-Filing Services" and select either "FL Profit Articles of Incorporation" or "FL Non Profit Articles of Incorporation". The entire filing process is completed online. All letters and certificates will be returned to you electronically at the email address you provide. Allow 1-3 business days for processing. For the required signatures, simply type in the names of the individuals "signing" the document.

To file by mail, return to our home page at www.sunbiz.org and click on "Print Filing Forms". Next, click "Florida Corporation (Profit and NonProfit)". Next, click either "Profit Articles of Incorporation" or "Non Profit Articles of Incorporation". You may print the form and complete the document legibly in ink or you may complete the form using your computer keyboard and then print the form. Submit the completed form with a check or money order made payable to the Florida Department of State for the appropriate fee. Do not send cash. Allow 3-7 business days for processing from the date the document is received in our office.

The fee to file a Florida Profit or Non Profit Corporation is \$70. An additional \$8.75 is due for each certified copy or certificate of status requested. A certified copy is a true and correct copy of the Articles of Incorporation submitted to or electronically created by this office. A certificate of status is a certificate certifying the corporation is active with the Division of Corporations and has paid all fees due this office December 31st. A certified copy and a certificate of status may be requested at a later date. A certificate of status may be requested online. Make check or money order payable to the Florida Department of State. Do not send cash.

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4. How do I know if a name is available for use?

Although the Division of Corporations does not pre-clear names, we strongly suggest that you check the name for availability before submitting your document to this office for processing. Go to www.sunbiz.org and simply click on "Search Our Records", which is located on the left-hand side of the home page. Next, click on the "Inquire by Name" option under the appropriate filing type. Please do not use your business name, enter into any legal agreements or contracts, or apply for a Federal Employer Identification (FEI/EIN) number until your document has been reviewed and filed by the Division of Corporations.

Do not include suffixes (i.e., Corporation, Corp., Inc., Incorporated, Company, Co., Limited Liability Company, LLC, Limited

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Partnership, LP, Ltd., etc.) when searching for availability. Suffixes do not constitute a difference. For example, the name "Business Enterprises, Inc." would not be available for use if there is an active limited liability company filed under the name "Business Enterprises, LLC".

The singular, plural, and possessive forms of a word are considered the same and spaces and punctuation do not constitute a difference. Inserting the letter/word "A", "The", or "and" or the ampersand symbol (&) does not constitute a difference either.

For example, "Bikes, Inc.", "A Bike, LLC", "The Bike, Ltd." and "Bike, Inc." are considered the same and are not distinguishable from one another. Neither are the names "Banana Bread, LLC," "Bananas and Bread, Inc.," and "Bananas & Bread, Ltd." distinguishable from one another.

The word "Florida", the abbreviation "FL", or the words "of Florida" at the end of a name do not constitute a difference either. For example, "ABC International, Inc." would not be available if there is an active corporation with the name "ABC International of Florida, Inc."

Names with an "INACTIVE" or "INACT" status are available. Names with an "ACTIVE", "ACT", or "INACTIVE/UA" status are not available for use. Names with an "INACTIVE/UA" status are being held for a specified period of time for that particular entity to reactive its filing should it decide to do so. The "INACTIVE/UA" status will be changed to "INACTIVE" or "INACT" when the name becomes available for use by another party.

Names of administratively dissolved or revoked corporations, limited partnerships, limited liability limited partnerships, and limited liability companies with an "INACT/UA" status are held for a period of one year from the date of dissolution or revocation. In other words, the name of a corporation, limited partnership, limited liability limited partnership, or limited liability company, which was administratively dissolved or revoked on September 26, 2008, would not be available for use by another party until September 27, 2009.

Names of voluntarily dissolved corporations or limited liability companies with an "INACT/UA" status are not available for use by another party for a period of 120 days from the date of dissolution. In other words, the name of a corporation or limited liability company which voluntarily dissolved itself on January 1, 2008, would not be available for use by another party until May 1, 2008.

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5. How do I reserve a name?

Names cannot be reserved. Names are granted on a first come, first serve basis. Once you have determined that a name is available, submit your filing immediately.

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6. How do I obtain a form?

Forms can be downloaded from our web site. Simply return to our home page at www.sunbiz.org and click on "Print Filing Forms", which is located on the left-hand side of the home page under "Popular Links". You will need Adobe's Acrobat Reader to download a form from our web site. You may download Adobe's Acrobat Reader free of charge from our web site. Simply click the "Get Acrobat Reader" icon, which is located on our home page.

Annual Report filings must be filed online and cannot be downloaded. Return to our home page at www.sunbiz.org and click the icon to file an annual report.

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7. How can I get a copy of a filed document?

Images of most documents filed from January 1996 through the present can be downloaded from our web site free of charge. Simply scroll down to the section titled "Document Images" located at the bottom of the detail screen for that particular business entity or filing. There you will notice a hyperlink listing of all the imaged documents which may be downloaded from our web site. This section will also inform you if there are no images or documents available to download for this particular business entity or filing. Next, simply click on the hyperlink associated with the imaged document you wish to view and/or print. You must have a TIFF viewer associated with your Internet Browser to view or print an imaged document. Click here to learn more about the [Document Image System and TIFF files](#).

Requests for copies of documents not available on our web site must be submitted in writing. All photocopy requests submitted by mail are \$10. Requests for photocopies walked in to our office are \$1.00 per page. A certified copy of a

corporate document is \$8.75. A certified copy of a limited liability company document is \$30. A certified copy of a general partnership, limited liability partnership, limited partnership, or limited liability limited partnership document is \$52.50.

Submit your written request to: Certification Section, Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314. Please be sure to include the name of the entity, its Florida document or registration number, the type of document (i.e., Articles of Incorporation, Amendment, Dissolution, etc.) and the date the document was filed with this office. Make your check or money order payable to the Florida Department of State. Do not send cash.

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8. How can I find out who the officers, directors, managers, managing members, or general partners are of a particular business entity?

You can search for this information on our web site www.sunbiz.org. From the home page, simply click on "Search Our Records". Select "Corporations, Trademarks, Limited Partnerships & Limited Liability companies" to search for the officers and directors of a corporation, managers or managing members of a limited liability company, or general partners of a limited partnership or limited liability limited partnership. Select "Limited Liability & General Partnerships" to search for the general partners of a general partnership or limited liability partnership. After selecting the appropriate category, simply submit an inquiry using the exact name of the business entity or its Florida document or registration number.

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9. What do the abbreviations for officers, directors, managers and managing members stand for?

Our database provides for four characters with no spaces in between to reflect the title of a particular individual (i.e., officer, director, manager or managing member). The following abbreviations are common, but some can have different meanings. You may have to view the actual imaged document to determine the exact title of some principals. The most frequently used abbreviations and meanings are: P = President or Pastor; V = Vice President; S = Secretary; T = Treasurer or Trustee; C = Chairman or Chief Executive Director; D = Director or Deacon; MGR = Manager; MGRM = Managing Member; AS = Assistant Secretary; and CEO = Chief Executive Officer. One person may serve in more than one capacity. For example: PDTS is President, Director, Treasurer and Secretary. Some Masonic Lodges, churches, and civic organizations may have unfamiliar offices or titles. For example: G = Grand Master, W = Worshipful Master; A = Admiral; S = Sister; and B = Brother.

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10. How do I change the officers, directors, managers or managing members of a corporation or limited liability company?

If the business entity was incorporated/organized or effective on our records before January 1st of the current calendar year, you should make the necessary changes when you file your annual report for the current year. If you have already filed your report for the current year, you may file an amended annual report form. All annual report filings must be submitted online. To file an Annual Report or Amended Annual Report simply return to our home page and click the icon to file an Annual Report.

If the business entity was incorporated/organized or effective on our records on or after January 1st of the current calendar year, you must file an amendment to make the necessary changes. You may download an amendment form from our web site, but you cannot file the amendment online.

To download an amendment form, return to our home page and click on "Print Filing Forms". Next, click on "Florida Corporation (Profit and NonProfit)" for Florida corporations or "Florida Limited Liability Company" for Florida limited liability companies. Next, click on the appropriate amendment form. For Florida profit corporations, click "Profit Articles of Amendment". For Florida nonprofit corporations, click "Non Profit Articles of Amendment". For Florida limited liability companies, click "Amendment".

You may print the amendment form and complete the document legibly in ink or you may complete the form using your computer keyboard and then print the form. Submit the completed form with a check or money order made payable to the Florida Department of State for the appropriate fee and allow 3-7 business days from the date of receipt for processing. Do not send cash.

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11. How do I resign as an officer, director, manager, or managing member of a corporation or limited liability company?

You may resign as an officer, director, manager, or managing member of a corporation or limited liability company by filing a resignation. To resign from a corporation or limited liability company, simply download, complete, and submit the appropriate resignation form with a check or money order made payable to the Florida Department of State with the appropriate fee.

To resign as an officer or director of a corporation, return to our home page and click on "Print Filing Forms". Next, click on "Florida Corporation (Profit and NonProfit)". Next, click on "Resignation of Officers/Directors".

To resign as a manager or managing member of a limited liability company, return to our home page and click on "Print Filing forms". Next, click on "Florida Limited Liability Company/LLC". Next, click on "Resignation of Member, Managing Member or Manger".

You may print the resignation form and complete the document legibly in ink or you may complete the form using your computer keyboard before and then print the form. Submit the completed form with a check or money order made payable to the Florida Department of State for the appropriate fee and allow 3-7 business days from the date of receipt for processing. Do not send cash.

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12. How do I resign as Registered Agent?

You may resign your position as Registered Agent. To resign your position as Registered Agent, simply download, complete, and submit the appropriate resignation form with a check or money order made payable to the Florida Department of State with the appropriate fee.

To resign as Registered Agent from a corporation, return to our home page and click on "Print Filing Forms". Next, click on "Florida Corporation (Profit and NonProfit)" or "Foreign Corporation (Profit and NonProfit)". Next, click on "Resignation of a Registered Agent".

To resign as a Registered Agent from a limited liability company, return to our home page and click on "Print Filing forms". Next, click on "Florida Limited Liability Company/LLC" or "Foreign Limited Liability Company/LLC". Next, click on "Resignation of a Registered Agent".

To resign as a Registered Agent from a limited partnership or limited liability limited partnership, return to our home page and click on "Print Filing forms". Next, click on "Florida Limited Partnership (Includes LLLP)" or "Foreign Limited Partnership (Includes LLLP)". Next, click on "Resignation of Registered Agent".

You may print the resignation form and complete the document legibly in ink or you may complete the form using your computer keyboard and then print the form. Submit the completed form with a check or money order made payable to the Florida Department of State for the appropriate fee and allow 3-7 business days from the date of receipt for processing. Do not send cash.

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13. How do I change the principal office address, mailing address, and/or registered office address for a business entity on your records?

You may send an e-mail to our office to change the principal office and/or mailing address of a business entity on our records. To send an e-mail, return to our home page. Next, click on "Contact us" and send us an e-mail asking us to update your principal office and/or mailing address. Please specify if you are changing your mailing address or principal office address or both. The principal office address must be a street address. The mailing address may be a post office box.

You must file a document and pay a fee to change the address of the Registered Agent on our records. The new Registered Office address must be a Florida street address.

To change the Registered Office address for a corporation, return to our home page and click on "Print Filing Forms". Next, click on "Florida Corporation (Profit and NonProfit)" or "Foreign Corporation (Profit and NonProfit)". Next, click on "Change of a Registered Agent/Registered Office".

To change the Registered Office address for a limited liability company, return to our home page and click on "Print Filing forms". Next, click on "Florida Limited Liability Company/LLC" or "Foreign Limited Liability Company/LLC". Next, click on "Change of Registered Agent and/or Registered Office Address".

To change the Registered Office address for a limited partnership or limited liability limited partnership, return to our home page and click on "Print Filing forms". Next, click on "Florida Limited Partnership (Includes LLLP)" or "Foreign Limited

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Partnership (Includes LLLP)". Next, click on "Change of Registered Agent and/or Registered Office Address".

You may print the Registered Agent/Registered Office change form and complete the document legibly in ink or you may complete the form using your computer keyboard and then print the form. Submit the completed form with a check or money order made payable to the Florida Department of State for the appropriate fee and allow 3-7 business days from the date of receipt for processing. Do not send cash.

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14. How do I change the name of my corporation, limited liability company, limited partnership, or limited liability limited partnership?

You must file an amendment and pay a fee to change the name of a corporation, limited liability company, limited partnership, or limited liability limited partnership on our records. You may download the form and instructions from our web site. Simply return to our home page and click on "Print Filing Forms".

To download the amendment form for a corporation, first click on "Print Filing Forms" on our home page. Next click on "Florida Corporation (Profit and NonProfit)" or "Foreign Corporation (Profit and NonProfit)" for out-of-state corporations. For Florida profit corporations, click "Profit Articles of Amendment". For Florida nonprofit corporations, click "Non Profit Articles of Amendment". For Foreign corporations, click "Foreign Corporation (Profit and NonProfit)" and then click "Amendment".

To download the amendment form for a limited liability company, first click on "Print Filing Forms" on our home page. Next, click "Florida Limited Liability Company/LLC" or "Foreign Limited Liability Company/LLC" for an out-of-state limited liability company. Next, click on "Amendment".

To download the amendment form for a limited partnership or limited liability limited partnership, first click on "Print Filing Forms" on our home page. Next, click on "Florida Limited Partnership (Includes LLLP)" or "Foreign Limited Partnership (Includes LLLP)" for an out-of-state limited partnership or limited liability limited partnership. Next, click on "Amendment".

You may print the amendment form and complete the document legibly in ink or you may complete the form using your computer keyboard and then print the form. Submit the completed form with a check or money order made payable to the Florida Department of State for the appropriate fee and allow 3-7 business days for processing. Do not send cash. Note: An out-of-state corporation, limited liability company, limited partnership, or limited liability limited partnership must furnish this office with a certificate from the home state or country evidencing the name change in the home state or country. The certificate must be issued within the last 90 days.

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15. What are the fees?

Please refer to our fee schedule for a list of our fees. Our fee schedule can be accessed from our home page. Simply click "Fees Schedules", located on the left-hand side of our home page under "Popular Links". Make all checks or money orders payable to the Florida Department of State. Do not send cash.

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16. My business entity is no longer in business, what do I need to do?

If your business entity is no longer in business, you should file the appropriate document and fee to dissolve or cancel its registration on our records. The forms to dissolve or cancel a business entity or registration can be downloaded from our web site. Simply return to our home page and click "Print Filing Forms". Next, select the appropriate type of business entity or filing and follow the prompts to download the appropriate form. Submit the completed form and fee to our office for processing. Make check or money order payable to the Florida Department of State. Do not send cash.

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17. What does administratively dissolved, administratively revoked, involuntarily dissolved, and revoked for annual report mean?

Under current law, a Florida entity which fails to file its annual report form as required is administratively dissolved by our office. If the entity is a foreign (or out-of-state) entity, its certificate of authority to transact business in Florida is administratively revoked. Under previous law, entities which failed to file their annual reports were involuntarily dissolved or revoked for annual report. So, these terms have the same meaning. The entities are no longer active on our records. These business entities may reinstate by filing a reinstatement application and paying the applicable fees. When the reinstatement is

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effective, it relates back to and takes effect as of the effective date of the dissolution or revocation.

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18. When is it necessary to file a fictitious name? How do I file a fictitious name?

A fictitious name is "any name under which a person transacts business in this state, other than his legal name". A person is defined as an individual or a business entity. Any individual who transacts business under a name other than his or her given legal name is required to file a fictitious name for his or her "doing business as" name. Any business entity which transacts business under a name other than its official name is required to file a fictitious name registration for its "doing business as" name.

For example, if a corporation filed its Articles of Incorporation under the name "Carol's Enterprises, Inc.", its official name is "Carol's Enterprises, Inc". If it wishes to transact business under "Carol's Garden Shop", then it must file a fictitious name registration for "Carol's Garden Shop". If John Smith and Susan Jones are transacting business as individuals under the name "The Tractor Place", they must file a fictitious name registration for "The Tractor Place".

To register a fictitious name online using a credit card, return to our home page at www.sunbiz.org and click on E-Filing Services and select "Fictitious Name Registration". The actual filing process is completed online; however, all letters and certificates will be mailed to the business at the mailing address listed in the application. For the required signatures, simply type in the names of the individuals "signing" the document. Allow 1-3 business days for the registration to post and an additional 3-5 business days to receive your confirmation in the mail.

To register a fictitious name by mail, simply return to our home page and click "Print Filing Forms". Next, select "Florida Fictitious Name Filing Forms" under the "Other Forms" section. Fill out and submit the completed form and appropriate fee to our office for processing. You may print the form and complete the document legibly in ink or you may complete the form using your computer keyboard and then print the form. Make the check or money order made payable to the Florida Department of State for the appropriate fee and allow 3-7 business days for processing. Do not send cash.

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19. Where do I purchase a corporate kit, corporate seal, or stock certificates?

The Division of Corporations does not provide or sell corporate kits, stock certificates, or corporate seals. Business form suppliers and service companies sell these items. You must contact these companies directly.

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20. How do I form a "Sub-S" corporation?

A "Sub-S" corporation is a designation granted by the Internal Revenue Service. To ensure your Articles of Incorporation meet the requirements for the "Sub-S" tax status, you should contact the Internal Revenue Service before submitting your Articles of Incorporation to our office. You may reach the Internal Revenue Service by calling 1-800-829-1040 or visiting their web site www.irs.gov.

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21. What is a Federal Employer Identification Number, EIN or FEI? How do I obtain one?

A Federal Employer Identification Number or FEI is a number issued by the Internal Revenue Service (IRS). The FEI number is also called the EIN number. This number is used to identify the business entity for federal tax purposes. You must submit an SS-4 form to the Internal Revenue Service to obtain a Federal Employer Identification Number or determine if your business entity is required to have one. You may reach the IRS by calling 1-800-829-4933 or visiting their web site www.irs.gov.

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22. Where can I file a complaint against a business entity? Are there any complaints filed against a particular business?

The Division of Corporations is merely a ministerial filing office. We do not track pending lawsuits, complaints, or the business reputation for individual business entities. Please contact the Division of Consumer Services at 1-800-HELP-FLA for further information.

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23. Can the Division of Corporations resolve a dispute or enforce statutory requirements?

The Division of Corporations acts as a ministerial filing office only. We cannot intercede on behalf of an individual in a personal matter nor can the Division compel compliance with the Florida Statutes. Disputes or problems must be resolved between the affected parties or in the courts.

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24. I have been listed on a business filing without my knowledge. What can I do?

The Division of Corporations is merely a filing agency. As such, all documents submitted and filed by our office are accepted at face value. Section 817.155, F.S., states "a person may not, in any matter within the jurisdiction of the Department of State, knowingly and willfully falsify or conceal a material fact, make any false, fictitious, or fraudulent statement or representation, or make or use any false document, knowing the same to contain any false, fictitious, or fraudulent statement or entry. A person who violates this section is guilty of a felony of the third degree, punishable as provided in s. 775.082, s. 775.083, or s. 775.084". Any disputes or fraudulent filings must be resolved between the affected parties or in the courts. Documents may be filed to correct our records. Forms may be downloaded from our web site www.sunbiz.org.

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25. Can I get a list of newly formed business entities or registrations?

The Division of Corporations now offers data files of newly filed Corporations and Fictitious Names. The files contain data in a format that can be programmatically manipulated for your own purposes. This information is generated on a daily basis and contains basic filing information entered into the Division's database. You can reach this information from our Web page at www.sunbiz.org, click on "Help", then "Data File Downloads".

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26. Can I file a document by FAX?

Documents cannot be filed by FAX unless the remitter has an automated SUNBIZ electronic filing account established with our office. If you regularly submit documents to our office for filing and are interested in establishing an automated SUNBIZ electronic filing account, please call our Internet Access Section at (850) 245-6939.

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27. Can I request a Certificate of Status by FAX?

Only those remitters with an automated SUNBIZ electronic filing account established with our office may obtain a certificate of status by FAX. However, certificates of status are available online using a credit card. To request a certificate of status online using a credit card, return to our home page and click on "Electronic Certification". Next, click "Certificate of Status".

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28. How do I obtain a copy of a specific Florida Statute?

You can access the Florida Statutes directly from our web site www.sunbiz.org. Simply click on "Florida Statutes", which is located on the left-hand side of our home page under "Popular Links". Then simply follow the prompts to get access to the specific Florida Statute.

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29. How can I find the Internet Address for another state agency?

You can access other state agencies via our web site www.sunbiz.org. Simply click the MyFlorida logo located in the top right corner of our home page. Next, click "Find An Agency".

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30. How do I form a Florida Limited Liability Company? Can I file Articles of Organization online? Are fill-in-the-blank forms available?

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You must submit Articles of Organization, designate a Registered Agent, and pay the appropriate filing fee to the Division of Corporations to form a Florida Limited Liability Company. The documents may be submitted online or by mail.

To file online using a credit card, return to our home page at www.sunbiz.org and click on E-Filing Services and select "FL Limited Liability Company/LLC Articles of Organization". The entire filing process is completed online. All letters and certificates will be returned to you electronically at the email address you provide. Allow 1-3 business days for processing. For the required signatures, simply type in the names of the individuals "signing" the document.

To file by mail, return to our home page at www.sunbiz.org and click on "Print Filing Forms". Next, select "Florida Limited Liability Company/LLC" and then click "Articles of Organization". You may print the form and complete the document legibly in ink or you may complete the form using your computer keyboard and then print the form. Allow 3-7 business days from the date of receipt for processing. Make check or money order payable to the Florida Department of State. Do not send cash.

The fee to file a Florida Limited Liability Company is \$125. An additional \$30 is due for each certified copy requested and an additional \$5 is due for certificate of status requested. A certified copy is a true and correct copy of the Articles of Organization submitted to or created by this office. A certificate of status is a certificate certifying the corporation is active with the Division of Corporations and has paid all fees due this office December 31st. A certified copy and a certificate of status may be requested at a later date. A certificate of status may be requested online. Make check or money order payable to the Florida Department of State. Do not send cash.

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31. What is the difference between a corporation and a limited liability company?

A corporation is a legal business entity which is given many of the same legal rights as an individual. Corporations are formed in order to grant the actual people involved in the business of the corporation limited liability protection. This limited liability protection is one of the many advantages to incorporating. A corporation is incorporated (or formed) under the laws of particular state or country. The corporation is then governed by the laws of that particular state or country. Corporations are owned by shareholders and a board of directors usually makes most of the major decisions.

A limited liability company or L.L.C. is not a corporation. Although some individuals often incorrectly believe the abbreviation "L.L.C." stands for "limited liability corporation", it does not. The abbreviation "L.L.C." stands for "limited liability company". A limited liability company is a hybrid business entity having characteristics of both a corporation and a partnership. It is similar to a corporation because it provides its owners with limited liability for the actions and debt of the company, but it is taxed more like a partnership. A limited liability company does not have stockholders. It is composed of members. The members are the owners of the company and are usually considered the equivalent of stockholders.

Please contact an attorney or an accountant to further distinguish between these two types of business entities and determine which type of business entity would better suit your needs.

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32. What is the difference between a Member, Manager, and Managing Member in a Limited Liability Company?

A member of a limited liability company is the equivalent of a stockholder of a corporation. In other words, a member of a limited liability company is the equivalent of an owner.

Limited liability companies may be member-managed or manager-managed. Member-managed is the simplest structure and means that every member has authority to act on behalf of the business. A managing member (MGRM) is a member of a member-managed limited liability company.

If all of the members of a limited liability company will not have authority to manage or act on behalf of the business entity, then the limited liability company will be manager-managed. In a manager-managed limited liability company, the members elect those individuals, which will have the authority to manage or act on behalf of the company. Those individuals will serve in the capacity of a manager (MGR). A manager (MGR) may or may not be a member or an owner of the limited liability company.

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33. Where do I obtain a business license?

The Division of Corporations does not issue business licenses. For occupational licenses you must contact the Clerk of the

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Circuit Court of the county or counties in which the business entity is transacting business. For professional licenses you must contact the Florida Department of Business and Professional Regulation by calling (850) 487-1395 or visiting their web site www.myfloridalicense.com/dbpr/.

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34. What is a Registered Agent? What is a Registered Office?

A registered agent is the person that will accept service of process on behalf of a business entity. The registered office is the address where the registered agent is located during normal business hours. The registered office address must be a Florida street address. A post office box is not acceptable.

The registered agent may be an individual or another business entity with an active Florida filing or registration on our records. A business entity cannot serve as its own registered agent; however, an individual associated with a particular business entity may serve as the entity's registered agent. In other words, ABC ENTERPRISES, INC. cannot list itself (ABC ENTERPRISES, INC.) as its own registered agent. However, Robert Smith, who is the president of ABC ENTERPRISES, INC., may serve as the registered agent for ABC ENTERPRISES, INC.

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35. Who do I make the check or money order payable to?

Make all checks and money orders payable to the Florida Department of State.

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36. How do I register a trade name?

Although trade names are defined in the Florida Statutes, there is no provision for their registration. The term trade name is often used to refer to a "doing business as" name. If an individual or a business entity is transacting business under a name other than their official legal name, the individual or business entity must file a fictitious name registration.

To register a fictitious name online using a credit card, return to our home page at www.sunbiz.org and click on E-Filing Services and select "Fictitious Name Registration". The actual filing process is completed online; however, all letters and certificates will be mailed to the business at the mailing address listed in the application. For the required signatures, simply type in the names of the individuals "signing" the document. Allow 1-3 business days for the registration to post and an additional 3-5 business days to receive your confirmation in the mail.

To register a fictitious name by mail, simply return to our home page at www.sunbiz.org and click "Print Filing Forms". Next, select "Florida Fictitious Name Filing Forms" under the "Other Forms" section. Fill out and submit the completed form and appropriate fee to our office for processing. You may print the form and complete the document legibly in ink or you may complete the form using your computer keyboard and then print the form. Make the check or money order made payable to the Florida Department of State for the appropriate fee and allow 3-7 business days for processing. Do not send cash.

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37. What is a trademark or service mark? How do I register a mark?

A trademark is a word, name, design, slogan, or any combination thereof used by a person to identify and distinguish his or her goods from those manufactured or sold by others. A service mark is a word, name, design, slogan, or any combination thereof used by a person to identify and distinguish his or her services from the services of others.

Service marks and trademarks may be filed on a state or federal level. Florida mark registrations are filed with the Division of Corporations. Florida registrations are for the state of Florida only. Federal registrations are good throughout the United States. Contact the U.S. Patent and Trademark Office to file a federal mark registration. You may contact the U.S. Patent and Trademark Office by calling 571-272-1000 or visiting their web site at www.uspto.gov.

You may download the forms and instructions to register a Florida mark from our web site www.sunbiz.org. First, click on "Print Filing Forms". Next, click on "Trademark Forms". Then, click on "Registration". Submit completed application, three specimens for each class, and payment to our office for processing. Make check or money order payable to the Florida Department of State. Do not send cash.

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38. I tried to file a new corporation, limited liability company, limited partnership, or limited liability limited partnership online with a credit card, but the filing was rejected. How do I correct and resubmit the document for filing? Do I have to pay again? Or, can I abandon the filing and get my money back?

To make the necessary corrections to your online filing, simply return to our web site www.sunbiz.org. Next, click on "E-Filing Services" and click on the type of business filing you submitted and are trying to correct. Next, pull down the vertical scroll bar until you see the sentence "To correct an electronic filing document ...". Enter your tracking number, which consists of 12 digits, in the box titled "Tracking Number", and enter the pin number, which is the last 4 digits of your tracking number, in the box titled "Pin Number". Both of these numbers are listed in your email. Next, click "Update Filing". Next, make the required corrections and resubmit your document for filing. You do not have to pay again. We will apply your previous payment to your corrected filing. Your corrected filing will be processed in 1-2 business days.

If you would like to abandon the filing and receive a refund, simply reply to the email you received from our office notifying you of the rejected filing. We will gladly refund the amount you paid minus the convenience fee we were charged by the vendor for processing the credit card transaction. Be sure to tell us to whom we should make the refund check payable and the mailing address. We cannot issue a credit to your credit card because this office does not have access to your credit card information. Please allow 60-90 days to receive your refund check in the mail.

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39. I filed my document electronically, but have not received my acknowledgment letter, certificate of status, or certified copy in the mail?

If you submitted your filing online, you will not receive a confirmation letter, certificate of status, or certified copy in the mail. All correspondence and certificates issued for online filings are returned via email. Please check your email for your confirmation letter and/or certificates. The email will be from "CorOnline", "LimitedOnline", or "OnlineWebAR" and may be in your spam folder.

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40. How can I expedite my filing?

Because online filings are processed electronically, online filings are usually filed and posted within 1-3 business days. We strongly recommend that you submit your filing online when possible. Documents submitted by mail are usually processed and added to our computer records within 3-7 business days from the date of receipt. Allow an additional 5-10 business days for the imaged document to post.

Individuals who wish to hand deliver a document to our office for processing may do so. Our front counter is open Monday through Friday, except for state holidays, from 8:00 a.m. to 5:00 p.m. Individuals who would like same day processing must arrive no later than 4:30 p.m. The Division of Corporations has one office. Our office is located in Tallahassee, Florida. Our office address is: Clifton Bldg., 2661 Executive Center Cir., Tallahassee, Florida 32301.

Service companies, attorneys, or law firms who wish to hand deliver documents to our office for processing may do so. Documents hand delivered by service companies, attorneys, or law firms will be processed within 1-2 business days.

Documents delivered to our office via a courier service, such as Federal Express, UPS, etc. are not processed on an expedited basis. Using a courier service will only ensure your document is received on the next business day. Please allow 3-7 business days for these documents to be processed. All documents sent via a courier service must be delivered to our street address. Our street address is: Florida Department of State, Division of Corporations, Clifton Bldg., 2661 Executive Center Cir., Tallahassee, FL 32301.

The U.S. Postal Service does not deliver to our street address. Always use our mailing address for documents sent by regular, certified, or registered mail. Our mailing address is: Florida Department of State, Division of Corporations, P. O. Box 6327, Tallahassee, FL 32314.

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41. What is your street address? What is your mailing address?

Our street address is: Florida Department of State, Division of Corporations, Clifton Bldg., 2661 Executive Center Cir., Tallahassee, FL 32301. All documents sent via a courier service (i.e., Federal Express, UPS) must be delivered to our street address.

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Our mailing address is: Florida Department of State, Division of Corporations, P. O. Box 6327, Tallahassee, FL 32314. The U.S. Postal Service does not deliver to our street address. Always use our mailing address for documents sent by regular, certified, or registered mail.

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42. What is an effective date? When should I list an effective date?

A document submitted with the required filing fee and meeting the required statutory filing requirements will be filed as of the date it is received by this office. If an acceptable effective date is listed, the document will be filed on the date of receipt, but will be effective on the specified "effective date", not the filed date. Articles of Incorporation for a new Florida corporation and Articles of Organization for a new Florida limited liability company may specify an effective date no more than five business days prior to or 90 days after the date of filing.

Important Notice: If you are forming a corporation or limited liability company late in the calendar year (October through December) and you do not expect to commence business until the next calendar year, you should specify an "effective date" of "January 1" of the next calendar year. Otherwise, the entity will be required to file an annual report and pay the required annual report fee in a matter of a week or a few short months.

Explanation: When a Florida corporation or limited liability company files its Articles of Incorporation or Articles of Organization and does not specify an effective date, the corporation's or limited liability company's existence will commence on the filed date. In this case, the corporation or limited liability company pays all fees due this office through December 31st of the calendar year the document is filed.

When a Florida corporation or limited liability company files its Articles of Incorporation or Articles of Organization and specifies an acceptable effective date, the corporation's or limited liability company's existence will commence on the specified effective date. In this case, the corporation or limited liability company pays all fees due this office through December 31st of the calendar year the document became effective.

Example: We received the documents and fees to form two Florida corporations on October 31, 2007. The Articles of Incorporation for Corporation #1 did not specify an effective date. The Articles of Incorporation for Corporation #2 specified an effective date of January 1, 2008.

Corporation #1: The Articles of Incorporation for Corporation #1 were filed on October 31, 2007, the date the document was received by our office. Because Corporation #1 did not specify an effective date, Corporation #1's existence began on October 31, 2007, the date of filing. Therefore, Corporation #1 paid all fees due this office through December 31, 2007, the calendar year the Articles of Incorporation were filed. Consequently, Corporation #1's first annual report form was due between January 1 and May 1, 2008.

Corporation #2: The Articles of Incorporation for Corporation #2 were filed on October 31, 2007, but effective January 1, 2008. Because Corporation #2 specified an effective date of January 1, 2008, Corporation #2's existence began on January 1, 2008, the calendar year of the specified effective date. Therefore, Corporation #2 paid all fees due this office through December 31, 2008, the calendar year the Articles of Incorporation became effective. Subsequently, Corporation #2 would not be required to file an annual report until 2009.

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