15.16 Reproduction of records; admissibility in evidence; electronic receipt and transmission of records; certification; acknowledgment.

(1) The Department of State may cause to be made copies of any records maintained by it by miniature photographic microfilming or microphotographic processes or any other photographic, mechanical, or other process heretofore or hereafter devised, including electronic data processing.

(2) Photographs, nonerasable optical images, or microphotographs in the form of film, facsimiles, or prints of any records made in compliance with the provisions of this section shall have the same force and effect as the originals thereof and shall be treated as originals for the purpose of their admissibility in evidence. Duly certified or authenticated reproductions of such photographs, nonerasable optical images, or microphotographs shall be admitted in evidence equally with the original photographs, nonerasable optical images, or microphotographs.

(3) The Department of State may cause to be received electronically any records that are required or permitted to be filed with it pursuant to chapter 48, chapter 55, chapter 117, chapter 118, chapter 495, chapter 605, chapter 606, chapter 607, chapter 610, chapter 617, chapter 620, chapter 621, chapter 679, chapter 713, or chapter 865, through facsimile or other electronic transfers, for the purpose of filing such records. The originals of all such electronically transmitted records must be executed in the manner provided in paragraph (5)(b). The receipt of such electronic transfer constitutes delivery to the department as required by law. The department may use electronic transmissions for purposes of notice in the administration of chapters 48, 55, 117, 118, 495, 605, 606, 607, 610, 617, 620, 621, 679, and 713 and s. 865.09. The Department of State may collect e-mail addresses for purposes of notice and communication in the performance of its duties and may require filers and registrants to furnish such e-mail addresses when presenting documents for filing.

(4) Notwithstanding any other provision of law, the department may certify or acknowledge and electronically transmit any record maintained by it. The certification must be evidenced by a certification code on each page transmitted which must include the filing number of the document, date of transmission, and page number of the total number of pages transmitted, and a sequential certification number assigned by the department which will identify the transmission and be available for verification of any transmitted acknowledgment or certified document.

(5) Notwithstanding any other provision of law, the Department of State shall determine for purposes of electronic filing of any document placed under its jurisdiction for filing or recordation:

(a) The appropriate format, which must be retrievable or reproducible in typewritten or printed form and must be legible.

(b) The manner of execution, which may include any symbol, manual, facsimile, conformed, or electronic signature adopted by a person with the present intent to authenticate a document.

(c) The method of electronic transmission, and fee payment for such document.

(d) The amount of any fee surcharge or discount for the use of an electronic filing format.

(6) The Department of State may use government or private sector contractors in the promotion or provision of any electronic filing services.

(7) The Secretary of State may issue apostilles conforming to the requirements of the international treaty known as the Hague Convention of 1961 and may charge a fee for the issuance of apostilles not to exceed $10 per apostille. The Secretary of State has the sole authority in this state to establish, in accordance with the laws of the United States, the requirements and procedures for the issuance of apostilles.

(8) The Department of State may use government or private sector contractors in the promotion or provision of any electronic filing services and may discount the filing fee in an amount equal to the convenience charge for such electronic filings.

495.145 Forum for actions regarding registration.—An action seeking cancellation of a registration of a mark registered under this chapter may be brought in any court of competent jurisdiction in this state. Service of process on a nonresident registrant may be made in accordance with s. 48.161 and s. [48.181](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=495.145&URL=0000-0099/0048/Sections/0048.181.html). The department shall not be made a party to cancellation proceedings.

605.0117 Service of process, notice, or demand.—

(1) Process against any ~~A~~ limited liability company or registered foreign limited liability company may be served ~~with process required or authorized by law by serving on its registered agent.~~ in accordance with s. 48.062 and chapter 48 or in accordance with chapter 49.

~~(2) If a limited liability company or registered foreign limited liability company ceases to have a registered agent or if its registered agent cannot with reasonable diligence be served, the process required or permitted by law may instead be served:~~

~~(a) On a member of a member-managed limited liability company or registered foreign limited liability company; or~~

~~(b) On a manager of a manager-managed limited liability company or registered foreign limited liability company.~~

~~(3) If the process cannot be served on a limited liability company or registered foreign limited liability company pursuant to subsection (1) or subsection (2), the process may be served on the secretary of state as an agent of the company.~~

~~(4) Service of process on the secretary of state may be made by delivering to and leaving with the department duplicate copies of the process.~~

~~(5) Service is effectuated under subsection (3) on the date shown as received by the department.~~

~~(6) The department shall keep a record of each process served pursuant to this section and record the time of and the action taken regarding the service.~~

~~(7)~~ (2) Any notice or demand on a limited liability company or registered foreign limited liability company under this chapter may be given or made to any member of a member-managed limited liability company or registered foreign limited liability company or to any manager of a manager-managed limited liability company or registered foreign limited liability company; to the registered agent of the limited liability company or registered foreign limited liability company at the registered office of the limited liability company or registered foreign limited liability company in this state; or to any other address in this state that is in fact the principal office of the limited liability company or registered foreign limited liability company in this state.

~~(8)~~ (3)  A registered series of a foreign series limited liability company may be served the same way a registered limited liability company may be served.

(4) This section does not affect the right to serve process, give notice, or make a demand in any other manner provided by law.

605.0910 Withdrawal and cancellation of certificate of authority.—

(1) To cancel its certificate of authority to transact business in this state, a foreign limited liability company must deliver to the department for filing a notice of withdrawal of certificate of authority. The certificate of authority is canceled when the notice becomes effective pursuant to s. [605.0207](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=605.0910&URL=0600-0699/0605/Sections/0605.0207.html). The notice of withdrawal of certificate of authority must be signed by an authorized representative and state the following:

(a) The name of the foreign limited liability company as it appears on the records of the department.

(b) The name of the foreign limited liability company’s jurisdiction of formation.

(c) The date the foreign limited liability company was authorized to transact business in this state.

(d) That the foreign limited liability company is withdrawing its certificate of authority in this state.

(e) That the foreign limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the Florida secretary of state as its agent for service of process based on a cause of action arising during the time the foreign limited liability company was authorized to transact business in this state.

(f) A mailing address and an email address to which ~~the department~~ a party seeking to effectuate service of process may ~~mail~~ send a copy of any process served on the Florida secretary of state under paragraph (e).

(g) A commitment to notify the department in the future of any change in its mailing address or email address.

(2) After the withdrawal of the foreign limited liability company is effective, service of process on the Florida secretary of state ~~under this section~~ in accordance with the procedures set forth in s. 48.161 is service on the foreign limited liability company. ~~Upon receipt of the process, the department shall mail a copy of the process to the foreign limited liability company at the mailing address set forth under paragraph (1)(f).~~

605.1045 Articles of conversion.—

(1) After a plan of conversion is approved, articles of conversion signed by the converting entity must be delivered to the department for filing.

(2) The articles of conversion must contain the following:

(a) The name, jurisdiction of formation, and type of entity of the converting entity.

(b) The name, jurisdiction of formation, and type of entity of the converted entity.

(c) If the converting entity is a domestic limited liability company, a statement that the plan of conversion has been approved in accordance with ss. [605.1041](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=605.1045&URL=0600-0699/0605/Sections/0605.1041.html)-[605.1046](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=605.1045&URL=0600-0699/0605/Sections/0605.1046.html), or if the converting entity is a foreign entity, a statement that the conversion was approved by the foreign converting entity in accordance with the law of its jurisdiction of formation and by each member of the converting entity who as a result of the conversion will have interest holder liability under s. [605.1043](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=605.1045&URL=0600-0699/0605/Sections/0605.1043.html)(1)(b) and whose approval is required.

(d) If the converted entity is a domestic filing entity, the text of its public organic record, as an attachment.

(e) If the converted entity is a domestic limited liability partnership, the text of its statement of qualification, as an attachment.

(f) If the converted entity is a foreign entity that does not have a certificate of authority to transact business in this state, a mailing address and an email address to which ~~the department~~ a party seeking to effectuate service of process may send any process served on the ~~department~~ Florida secretary of state pursuant to s. [605.0117](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=605.1045&URL=0600-0699/0605/Sections/0605.0117.html) and chapter 48.

(g) A statement that the converted entity has agreed to pay to the members of any limited liability company with appraisal rights the amount to which such members are entitled under ss. [605.1006](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=605.1045&URL=0600-0699/0605/Sections/0605.1006.html) and [605.1061](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=605.1045&URL=0600-0699/0605/Sections/0605.1061.html)-[605.1072](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=605.1045&URL=0600-0699/0605/Sections/0605.1072.html).

(h) The effective date of the conversion, if the effective date of the conversion is not the same as the date of filing of the articles of conversion, subject to the limitations contained in s. [605.0207](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=605.1045&URL=0600-0699/0605/Sections/0605.0207.html).

(3) In addition to the requirements of subsection (2), articles of conversion may contain any other provision not prohibited by law.

(4) A conversion becomes effective when the articles of conversion become effective, unless the articles of conversion specify an effective time or a delayed effective date that complies with s. [605.0207](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=605.1045&URL=0600-0699/0605/Sections/0605.0207.html).

(5) A copy of the articles of conversion, certified by the department, may be filed in the official records of any county in this state in which the converted entity holds an interest in real property.

607.0504 Service of process, notice, or demand on a corporation.—

(1) A corporation may be served with process required or authorized by law ~~by serving on its registered agent.~~ in accordance with s. 48.081 and chapter 48 or in accordance with chapter 49.

~~(2) If a corporation ceases to have a registered agent or if its registered agent cannot with reasonable diligence be served, the process required or permitted by law may instead be served on the chair of the board, the president, any vice president, the secretary, or the treasurer of the corporation at the principal office of the corporation in this state.~~

~~(3) If the process cannot be served on a corporation pursuant to subsection (1) or subsection (2), the process may be served on the secretary of state as an agent of the corporation.~~

~~(4) Service of process on the secretary of state shall be made by delivering to and leaving with the department duplicate copies of the process.~~

~~(5) Service is effectuated under subsection (3) on the date shown as received by the department.~~

~~(6) The department shall keep a record of each process served on the secretary of state pursuant to this subsection and record the time of and the action taken regarding the service.~~

~~(7)~~  (2) Any notice or demand on a corporation under this chapter may be given or made to the chair of the board, the president, any vice president, the secretary, or the treasurer of the corporation; to the registered agent of the corporation at the registered office of the corporation in this state; or to any other address in this state that is in fact the principal office of the corporation in this state.

~~(8)~~  (3) This section does not affect the right to serve process, give notice, or make a demand in any other manner provided by law.

607.15101 Service of process, notice, or demand on a foreign corporation.—

(1) A foreign corporation may be served with process required or authorized by law ~~by serving on its registered agent.~~ in accordance with s. 48.081 and chapter 48 or in accordance with chapter 49.

~~(2) If a foreign corporation ceases to have a registered agent or if its registered agent cannot with reasonable diligence be served, the process required or permitted by law may instead be served on the chair of the board, the president, any vice president, the secretary, or the treasurer of the foreign corporation at the principal office of the foreign corporation in this state.~~

~~(3) If the process cannot be served on a foreign corporation pursuant to subsection (1) or subsection (2), the process may be served on the secretary of state as an agent of the foreign corporation.~~

~~(4) Service of process on the secretary of state may be made by delivering to and leaving with the department duplicate copies of the process.~~

~~(5) Service is effectuated under subsection (3) on the date shown as received by the department.~~

~~(6) The department shall keep a record of each process served on the secretary of state pursuant to this section and record the time of and the action taken regarding the service.~~

~~(7)~~ (2) Any notice or demand on a foreign corporation under this chapter may be given or made: to the chair of the board, the president, any vice president, the secretary, or the treasurer of the foreign corporation; to the registered agent of the foreign corporation at the registered office of the foreign corporation in this state; or to any other address in this state that is in fact the principal office of the foreign corporation in this state.

~~(8)~~  (3) This section does not affect the right to serve process, give notice, or make a demand in any other manner provided by law.

607.1520 Withdrawal and cancellation of certificate of authority for foreign corporation.—

(1) To cancel its certificate of authority to transact business in this state, a foreign corporation must deliver to the department for filing a notice of withdrawal of certificate of authority. The certificate of authority is canceled when the notice of withdrawal becomes effective pursuant to s. [607.0123](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=607.1520&URL=0600-0699/0607/Sections/0607.0123.html). The notice of withdrawal of certificate of authority must be signed by an officer or director and state the following:

(a) The name of the foreign corporation as it appears on the records of the department.

(b) The name of the foreign corporation’s jurisdiction of incorporation.

(c) The date the foreign corporation was authorized to transact business in this state.

(d) That the foreign corporation is withdrawing its certificate of authority in this state.

(e) That the foreign corporation revokes the authority of its registered agent to accept service on its behalf and appoints the secretary of state as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in this state.

(f) A mailing address and email address to which a party seeking to effectuate service of process ~~the secretary of state~~ may ~~mail~~ send a copy of any process served on the secretary of state under paragraph (e).

(g) A commitment to notify the department in the future of any change in its mailing address.

(2) After the withdrawal of the foreign corporation is effective, service of process on the secretary of state in accordance with the procedures set forth in s. 48.161 ~~under this section~~ is service on the foreign corporation. ~~Upon receipt of the process, the secretary of state shall mail a copy of the process to the foreign corporation at the mailing address set forth under paragraph (1)(f).~~

617.0504 Service of process, notice, or demand on a corporation.—

(1) Process against any corporation may be served in accordance with s. 48.081 and chapter 48 or in accordance with chapter 49.

(2) Any notice to or demand on a corporation made pursuant to this act may be made to the chair of the board, the president, any vice president, the secretary, the treasurer, the registered agent of the corporation at the registered office of the corporation in this state, or any address in this state that is in fact the principal office of the corporation in this state.

(3) This section does not prescribe the only means, or necessarily the required means, of serving process, giving notice, or making a demand on a corporation.

617.1510 Service of process, notice, or demand on a foreign corporation.—

(1) Process against any foreign corporation may be served in accordance with s. 48.081 and chapter 48 or in accordance with chapter 49. ~~The registered agent of a foreign corporation authorized to conduct its affairs in this state is the corporation’s agent for service of process, notice, or demand required or permitted by law to be served on the foreign corporation.~~

~~(2) A foreign corporation may be served by registered or certified mail, return receipt requested, addressed to the secretary of the foreign corporation at its principal office shown in its application for a certificate of authority or in its most recent annual report if the foreign corporation:~~

~~(a) Has no registered agent or its registered agent cannot with reasonable diligence be served;~~

~~(b) Has withdrawn from conducting its affairs in this state under s.~~[~~617.1520~~](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=617.1510&URL=0600-0699/0617/Sections/0617.1520.html)~~; or~~

~~(c) Has had its certificate of authority revoked under s.~~[~~617.1531~~](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=617.1510&URL=0600-0699/0617/Sections/0617.1531.html)~~.~~

~~(3) Service is perfected under subsection (2) at the earliest of:~~

~~(a) The date the foreign corporation receives the mail;~~

~~(b) The date shown on the return receipt, if signed on behalf of the foreign corporation; or~~

~~(c) Five days after its deposit in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed.~~

~~(4) This section does not prescribe the only means, or necessarily the required means, of serving a foreign corporation. Process against any foreign corporation may also be served in accordance with chapter 48 or chapter 49.~~

(~~5~~2) Any notice to or demand on a foreign corporation made pursuant to this act may be made in accordance with the procedures for notice to or demand on domestic corporations under s. 617.0504.

617.1520 Withdrawal of foreign corporation.—

(1) A foreign corporation authorized to conduct its affairs in this state may not withdraw from this state until it obtains a certificate of withdrawal from the Department of State.

(2) A foreign corporation authorized to conduct its affairs in this state may apply for a certificate of withdrawal by delivering an application to the Department of State for filing. The application shall be made on forms prescribed and furnished by the Department of State and shall set forth:

(a) The name of the foreign corporation and the jurisdiction under the law of which it is incorporated;

(b) That it is not conducting its affairs in this state and that it surrenders its authority to conduct its affairs in this state;

(c) That it revokes the authority of its registered agent to accept service on its behalf and appoints the Florida secretary of state ~~Department of State~~ as its agent for service of process based on a cause of action arising during the time it was authorized to conduct its affairs in this state;

(d) A mailing address and an email address to which ~~the Department of State~~ a party seeking to effectuate service of process may ~~mail~~ send a copy of any process served on it under paragraph (c); and

(e) A commitment to notify the Department of State in the future of any change in its mailing or email address.

(3) After the withdrawal of the corporation is effective, service of process on the ~~Department of State~~ ~~under this section~~ in accordance with s. 48.161 is service on the foreign corporation. ~~Upon receipt of the process, the Department of State shall mail a copy of the process to the foreign corporation at the mailing address set forth under subsection (2).~~

620.1117 Service of process.—

~~(1) A registered agent appointed by a limited partnership or foreign limited partnership is an agent of the limited partnership or foreign limited partnership for service of any process, notice, or demand required or permitted by law to be served upon the limited partnership or foreign limited partnership.~~

(1) Service of process on a limited partnership or foreign limited partnership shall be made in accordance with s. 48.061 and chapter 48 or in accordance with chapter 49.

~~(2) If a limited partnership or foreign limited partnership does not appoint or maintain a registered agent in this state or the registered agent cannot with reasonable diligence be found at the address of the registered office, the Department of State shall be an agent of the limited partnership or foreign limited partnership upon whom process, notice, or demand may be served.~~

~~(3) Service of any process, notice, or demand on the Department of State may be made by delivering to and leaving with the Department of State duplicate copies of the process, notice, or demand.~~

~~(4) Service is effected under subsection (3) upon the date shown as having been received by the Department of State.~~

~~(5) The Department of State shall keep a record of each process, notice, and demand served pursuant to this section and record the time of, and the action taken regarding, the service.~~

(2) Any notice or demand on a limited partnership or foreign limited partnership under this chapter may be given or made to any general partner; to the registered agent of the limited partnership or foreign limited partnership at the registered office in this state; or to any other address in this state that is in fact the principal office of the limited partnership or foreign limited partnership in this state.

~~(6)~~ (3) This section does not affect the right to serve process, give notice, or make demand in any other manner provided by law.

620.1907 Cancellation of certificate of authority; effect of failure to have certificate.—

(1) In order to cancel its certificate of authority to transact business in this state, a foreign limited partnership must deliver to the Department of State for filing a notice of cancellation. The certificate is canceled when the notice becomes effective under s. [620.1206](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=620.1907&URL=0600-0699/0620/Sections/0620.1206.html). The notice of cancellation shall be signed by at least one general partner and set forth the following:

(a) The name of the foreign limited partnership as it appears on the records of the Department of State.

(b) The jurisdiction of its formation.

(c) The date the foreign limited partnership was authorized to transact business in this state.

(d) A statement that the foreign limited partnership is canceling its certificate of authority in this state.

(2) A foreign limited partnership transacting business in this state may not maintain an action or proceeding in this state until the foreign limited partnership has a certificate of authority to transact business in this state.

(3) The failure of a foreign limited partnership to have a certificate of authority to transact business in this state does not impair the validity of a contract or act of the foreign limited partnership or prevent the foreign limited partnership from defending an action or proceeding in this state.

(4) A partner of a foreign limited partnership is not liable for the obligations of the foreign limited partnership solely by reason of the foreign limited partnership’s having transacted business in this state without a certificate of authority.

(5) If a foreign limited partnership transacts business in this state without a certificate of authority or cancels its certificate of authority, ~~the foreign limited partnership shall appoint the Department of State as its agent for service of process for rights of action arising out of the transaction of business in this state.~~  it may be served under s. 48.061(5)(b).

620.2105 Effect of conversion.—

(1) An organization that has been converted pursuant to this act is for all purposes the same entity that existed before the conversion.

(2) When a conversion takes effect:

(a) Title to all real and other property, or any interest in such property, owned by the converting organization at the time of its conversion remains vested in the converted organization without reversion or impairment under this act.

(b) All debts, liabilities, and other obligations of the converting organization continue as obligations of the converted organization.

(c) An action or proceeding pending by or against the converting organization may be continued as if the conversion had not occurred.

(d) Except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of the converting organization remain vested in the converted organization.

(e) Except as otherwise provided in the plan of conversion, the terms and conditions of the plan of conversion take effect.

(f) Except as otherwise agreed, the conversion does not dissolve a converting limited partnership for the purposes of ss. [620.1801](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=620.2105&URL=0600-0699/0620/Sections/0620.1801.html)-[620.1813](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=620.2105&URL=0600-0699/0620/Sections/0620.1813.html).

(3) A converted organization that is a foreign organization consents to the jurisdiction of the courts of this state to enforce any obligation owed by the converting limited partnership, if before the conversion the converting limited partnership was subject to suit in this state on the obligation. A converted organization that is a foreign organization and not authorized to transact business in this state appoints the Florida secretary of state ~~Department of State~~ as its agent for service of process for purposes of enforcing an obligation under this subsection and any appraisal rights of limited partners under ss. [620.2113](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=620.2105&URL=0600-0699/0620/Sections/0620.2113.html)-[620.2124](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=620.2105&URL=0600-0699/0620/Sections/0620.2124.html) to the extent applicable to the conversion. Service on the Florida secretary of state ~~Department of State~~ under this subsection is made in the same manner and with the same consequences as in s. [620.1117](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=620.2105&URL=0600-0699/0620/Sections/0620.1117.html) ~~(3)~~ and ~~(4)~~ s. 48.161.

(4) A copy of the statement of conversion, certified by the Florida secretary of state ~~Department of State~~, may be filed in any county of this state in which the converting organization holds an interest in real property.

620.2109 Effect of merger.—

(1) When a merger becomes effective:

(a) The surviving organization continues.

(b) Each constituent organization that merges into the surviving organization ceases to exist as a separate entity.

(c) All property owned by each constituent organization that ceases to exist vests in the surviving organization.

(d) All debts, liabilities, and other obligations of each constituent organization that ceases to exist continue as obligations of the surviving organization.

(e) An action or proceeding pending by or against any constituent organization that ceases to exist may be continued as if the merger had not occurred.

(f) Except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of each constituent organization that ceases to exist vest in the surviving organization.

(g) Except as otherwise provided in the plan of merger, the terms and conditions of the plan of merger take effect.

(h) Except as otherwise agreed, if a constituent limited partnership ceases to exist, the merger does not dissolve the limited partnership for the purposes of ss. [620.1801](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=620.2109&URL=0600-0699/0620/Sections/0620.1801.html)-[620.1813](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=620.2109&URL=0600-0699/0620/Sections/0620.1813.html).

(i) Any amendments provided for in the certificate of merger for the organizational document that created the organization become effective.

(2) A surviving organization that is a foreign organization consents to the jurisdiction of the courts of this state to enforce any obligation owed by a constituent organization, if before the merger the constituent organization was subject to suit in this state on the obligation. A surviving organization that is a foreign organization and not authorized to transact business in this state shall appoint the Florida secretary of state ~~Department of State~~ as its agent for service of process for the purposes of enforcing an obligation under this subsection and any appraisal rights of limited partners under ss. [620.2113](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=620.2109&URL=0600-0699/0620/Sections/0620.2113.html)-[620.2124](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=620.2109&URL=0600-0699/0620/Sections/0620.2124.html) to the extent applicable to the merger. Service on the Florida secretary of state ~~Department of State~~ under this subsection is made in the same manner and with the same consequences as in s. [620.1117](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=620.2109&URL=0600-0699/0620/Sections/0620.1117.html)~~(3) and (4)~~ and s. 48.161.

(3) A copy of the certificate of merger, certified by the Department of State, may be filed in any county of this state in which a constituent organization holds an interest in real property.

620.8915 Effect of conversion.—

(1) An organization that has been converted pursuant to this act is for all purposes the same entity that existed before the conversion.

(2) When a conversion takes effect:

(a) Title to all real estate and other property, or any interest therein, owned by the converting organization at the time of its conversion remains vested in the converted organization without reversion or impairment under this act.

(b) All debts, liabilities, and other obligations of the converting organization continue as obligations of the converted organization.

(c) An action or proceeding pending by or against the converting organization may be continued as if the conversion had not occurred.

(d) Except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of the converting organization remain vested in the converted organization.

(e) Except as otherwise provided in the plan of conversion, the terms and conditions of the plan of conversion take effect.

(f) Except as otherwise agreed, the conversion does not dissolve a converting limited partnership for purposes of this act and ss. [620.8801](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=620.8915&URL=0600-0699/0620/Sections/0620.8801.html)-[620.8807](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=620.8915&URL=0600-0699/0620/Sections/0620.8807.html) shall not apply.

(3) A converted organization that is a foreign organization consents to the jurisdiction of the courts of this state to enforce any obligation owed by the converting partnership, if before the conversion the converting partnership was subject to suit in this state on the obligation. A converted organization that is a foreign organization and not authorized to transact business in this state shall appoint the Florida secretary of state ~~Department of State~~ as its agent for service of process for purposes of enforcing an obligation under this subsection. Service on the Florida secretary of state ~~Department of State~~ under this subsection shall be made in the same manner and with the same consequences as provided in s. [~~48.181~~](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=620.8915&URL=0000-0099/0048/Sections/0048.181.html) 48.161.

(4) A copy of the certificate of conversion, certified by the Florida secretary of state ~~Department of State~~, may be filed in any county of this state in which the converting organization holds an interest in real property.

History.—s. 22, ch. 2005-267.

620.8919 Effect of merger.—

(1) When a merger becomes effective:

(a) The surviving organization continues.

(b) Each constituent organization that merges into the surviving organization ceases to exist as a separate entity.

(c) Title to all real estate and other property owned by each constituent organization that ceases to exist vests in the surviving organization without reversion or impairment.

(d) All debts, liabilities, and other obligations of each constituent organization that ceases to exist continue as obligations of the surviving organization.

(e) An action or proceeding pending by or against any constituent organization that ceases to exist may be continued as if the merger had not occurred.

(f) Except as prohibited by other law, all of the rights, privileges, immunities, powers, and purposes of each constituent organization that ceases to exist vest in the surviving organization.

(g) Except as otherwise provided in the plan of merger, the terms and conditions of the plan of merger take effect.

(h) Except as otherwise agreed, if a constituent partnership ceases to exist, the merger does not dissolve the partnership for purposes of this act, and ss. [620.8801](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=620.8919&URL=0600-0699/0620/Sections/0620.8801.html)-[620.8807](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=620.8919&URL=0600-0699/0620/Sections/0620.8807.html) shall not apply.

(i) Any amendments provided for in the certificate of merger for the organizational document that created the organization become effective.

(2) A surviving organization that is a foreign organization consents to the jurisdiction of the courts of this state to enforce any obligation owed by a constituent organization, if before the merger the constituent organization was subject to suit in this state on the obligation. A surviving organization that is a foreign organization and not authorized to transact business in this state shall appoint the Florida secretary of state ~~Department of State~~ as its agent for service of process pursuant to the provisions of s. [~~48.181~~](http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=620.8919&URL=0000-0099/0048/Sections/0048.181.html) 48.161.

(3) A copy of the certificate of merger, certified by the Department of State, may be filed in any county of this state in which a constituent organization holds an interest in real property.

48.061 Service on partnerships, limited liability partnerships, and limited partnerships~~.~~ including limited liability limited partnerships.

(1) (a) Process against a partnership that is not a limited liability partnership or a limited partnership, including a limited liability limited partnership, shall be served on any partner and is as valid for service on the partnership as if served on each individual partner.

(i) If a partner is not available during regular business hours to accept service on behalf of the partnership, he or she may designate an employee to accept such service. ~~After one attempt to serve a partner or designated employee has been made, process may be served on the person in charge of the partnership during regular business hours. After service on any partner, plaintiff may proceed to judgment and execution against that partner and the assets of the partnership. After service on a designated employee or other person in charge, plaintiff may proceed to judgment and execution against the partnership assets but not against the individual assets of any partner.~~

~~(2) Process against a domestic limited partnership may be served on any general partner or on the agent for service of process specified in its certificate of limited partnership or in its certificate as amended or restated and is as valid as if served on each individual member of the partnership. After service on a general partner or the agent, the plaintiff may proceed to judgment and execution against the limited partnership and all of the general partners individually. If a general partner cannot be found in this state and service cannot be made on an agent because of failure to maintain such an agent or because the agent cannot be found or served with the exercise of reasonable diligence, service of process may be effected by service upon the Secretary of State as agent of the limited partnership as provided for in s.~~[~~48.181~~](http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0000-0099/0048/Sections/0048.181.html)~~. Service of process may be made under ss.~~[~~48.071~~](http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0000-0099/0048/Sections/0048.071.html)~~and~~[~~48.21~~](http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0000-0099/0048/Sections/0048.21.html)~~on limited partnerships.~~

~~(3) Process against a foreign limited partnership may be served on any general partner found in the state or on any agent for service of process specified in its application for registration and is as valid as if served on each individual member of the partnership. If a general partner cannot be found in this state and an agent for service of process has not been appointed or, if appointed, the agent’s authority has been revoked or the agent cannot be found or served with the exercise of reasonable diligence, service of process may be effected by service upon the Secretary of State as agent of the limited partnership as provided for in s.~~[~~48.181~~](http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0000-0099/0048/Sections/0048.181.html)~~, or process may be served as provided in ss.~~[~~48.071~~](http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0000-0099/0048/Sections/0048.071.html)~~and~~[~~48.21~~](http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0000-0099/0048/Sections/0048.21.html)~~.~~

(ii) After one attempt to serve a partner or designated employee or agent for service of process has been made, process may be served on a person in charge of the partnership during regular business hours.

(b) If the partnership designated an agent when registering as a general partnership with the Department, service on the agent is as valid for service on the partnership as if served on each individual partner, but unless, individual partners are served, plaintiff may only proceed to judgment and execution against the asset of the partnership.

(2) (a) Process against a domestic limited liability partnership shall first be served on the then current agent for service of process specified in its statement of qualification, in its statement of qualification as amended or restated, or as re-designated in its annual report or change of agent filing and is as valid for service on the limited liability partnership as if served on each individual partner.

(i) If service cannot be made on the registered agent because the limited liability partnership ceases to have a registered agent, or if the registered agent cannot otherwise be served after one good faith attempt because of a failure to comply with Chapter 620 or Chapter 48, the process may be served on any partner.

(1) If a partner is not available during regular business hours to accept service on behalf of the partnership, he or she may designate an employee to accept such service.

(2) After one attempt to serve a partner or designated employee has been made, process may be served on a person in charge of the partnership during regular business hours.

(b) If, after reasonable diligence, the process cannot be completed under subsection (2)(a), then the process may be served as provided in s. 48.161 on the Secretary of State as an agent of the limited liability partnership or by order of court under s. 48.102.

(3) (a) Process against a domestic limited partnership, including a domestic limited liability limited partnership, shall first be served on the then current agent for service of process specified in its certificate of limited partnership, or in its certificate as amended or restated, or as re-designated in its annual report or change of agent filing and is as valid for service on the domestic limited partnership as if served on each individual general partner of the partnership.

(i) If service cannot be made on the registered agent because the limited liability partnership ceases to have a registered agent, or if the registered agent cannot otherwise be served following one good faith attempt because of a failure to comply with Chapter 620 or Chapter 48, the process may be served on any general partner.

(1) After service on a general partner or the agent, the plaintiff may proceed to judgment and execution against the assets of the limited partnership and of that general partner, unless the limited partnership is a limited liability limited partnership.

(b) If, after reasonable diligence, the process cannot be completed under subsection (3)(a), then process may be served as provided in s. 48.161 on the Secretary of State as an agent of the limited partnership or by order of court under s. 48.102.

(4) (a) Process against a foreign limited liability partnership that was required to comply under 620.9102 may be served as prescribed under 48.061(2).

(b) A foreign limited liability partnership engaging in business in this state but not registered is considered, for purposes of service of process, a nonresident engaging in business in this state and may be served pursuant to s. 48.181 or by order of court under s. 48.102.

(5) (a) Process against a foreign limited partnership that was required to comply under 620.1902 may be served as prescribed under 48.061(3).

(b) A foreign partnership engaging in business in this state but not registered is considered, for purposes of service of process, a nonresident engaging in business in this state and may be served pursuant to s. 48.181 or by order of court under s. 48.102.

48.062 Service on a domestic limited liability company or registered foreign limited liability company.

(1) ~~Process against a~~ A domestic limited liability company~~, domestic~~ or registered foreign~~,~~ limited liability company may be served with process required or authorized by law by serving on ~~the~~ its registered agent designated by the domestic limited liability company or registered foreign limited liability company under chapter 605. ~~A person attempting to serve process pursuant to this subsection may serve the process on any employee of the registered agent during the first attempt at service even if the registered agent is a natural person and is temporarily absent from his or her office.~~

(2) If service cannot be made on a registered agent of the domestic limited liability company or registered foreign limited liability company because the domestic limited liability company or registered foreign limited liability company ceases to have a registered agent, or if the registered agent of the domestic limited liability company or registered foreign limited liability company cannot otherwise be served after one good faith attempt because of a failure to comply with chapter 605 or Chapter 48, ~~because the limited liability company does not have a registered agent, or if its registered agent cannot with reasonable diligence be served, process against the limited liability company, domestic or foreign,~~ the process may be served on:

~~(a) On a member of a member-managed limited liability company;~~

~~(b) On a manager of a manager-managed limited liability company; or~~

~~(c) If a member or manager is not available during regular business hours to accept service on behalf of the limited liability company, he, she, or it may designate an employee of the limited liability company to accept such service. After one attempt to serve a member, manager, or designated employee has been made, process may be served on the person in charge of the limited liability company during regular business hours.~~

(i) any manager of a manager managed domestic limited liability company or registered foreign limited liability company;

(ii) any member of a member managed domestic limited liability company or registered foreign limited liability company; or

(iii) any person listed publicly by the domestic limited liability company or registered foreign limited liability company on its latest annual report, as most recently amended.

(3) If, after reasonable diligence, ~~service of~~ the process cannot be completed under subsection (1) and if either:

(a) the only person listed publicly by the domestic limited liability company or registered foreign limited liability company on its latest annual report, as most recently amended, is also the registered agent on whom service was attempted under subsection (1); or,

(b) after reasonable diligence, service was attempted on at least one person listed publicly by the domestic limited liability company or registered foreign limited liability company on its latest annual report, as most recently amended, and cannot be completed on such person under ~~or~~ subsection (2)~~,~~ ;

then the ~~service of~~ process may be ~~effected by service upon~~ served as provided in s. 48.161 on the Secretary of State as agent of the domestic limited liability company or the registered foreign limited liability company or by order of the court under s. 48.102. ~~as provided for in s.~~[~~48.181~~](http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0000-0099/0048/Sections/0048.181.html)~~.~~

(4) If the address for the registered agent~~, member, or manager~~ or any person listed publicly by the domestic limited liability company or registered foreign limited liability company on its latest annual report, as most recently amended is a residence, a private mailbox, a virtual office, or an executive office or mini suite, service on the domestic limited liability company or registered foreign limited liability company may be made by serving:

(a) the registered agent of the domestic limited liability company or registered foreign limited liability company in accordance with s. 48.031;

(b) any person listed publicly by the domestic limited liability company or registered foreign limited liability company on its latest annual report, as most recently amended, in accordance with s. 48.031; or

(c) ~~,~~ any member~~,~~ or manager of the domestic limited liability company or registered foreign limited liability company, in accordance with s. [48.031](http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0000-0099/0048/Sections/0048.031.html).

(5) This section does not apply to service of process on insurance companies.

(6) A foreign limited liability company engaging in business in this state but not registered is considered, for purposes of service of process, a nonresident engaging in business in this state and may be served pursuant to s. 48.181 or by order of court under s. 48.102.

(7) For purposes of this section, “registered foreign limited liability company” means a foreign limited liability company that has an active certificate of authority to transact business in this state pursuant to a record filed with the Department of State.

48.071 Service on agents of nonresidents doing business in the state.

When any natural person or partnership not residing or having a principal place of business in this state engages in business in this state, process may be served on the person who is in charge of any business in which the defendant is engaged within this state at the time of service, including agents soliciting orders for goods, wares, merchandise or services. Any process so served is as valid as if served personally on the nonresident person or partnership engaging in business in this state in any action against the person or partnership arising out of such business. A copy of such process with a notice of service on the person in charge of such business shall be sent forthwith to the nonresident person or partnership by registered ~~or~~ mail, certified mail, return receipt requested~~.~~ , or by use of a commercial firm regularly engaged in the business of document or package delivery. The party seeking to effectuate service or his, her, or its attorney shall prepare ~~An~~ an affidavit of compliance with this section, which shall be filed before the return day or within such further time as the court may allow.

48.081 Service on a domestic corporation~~.~~ or registered foreign corporation.

(1) ~~Process against any private corporation, domestic or foreign, may be served:~~ A domestic corporation or a registered foreign corporation may be served with process required or authorized by law by serving on its registered agent designated by the corporation under chapter 607 or 617, as the case may be.

(2) If service cannot be made on a registered agent of the domestic corporation or registered foreign corporation because the domestic corporation or registered foreign corporation ceases to have a registered agent, or if the registered agent of the domestic corporation or registered foreign corporation cannot otherwise be served after one good faith attempt because of a failure to comply with Chapter 48, or Chapter 607 or 617, as the case may be, the process may be served on:

~~(a)~~ (i) the chair of the board, ~~On~~ the president, any ~~or~~ vice president, the secretary, or the treasurer ~~or other head~~ of the domestic corporation or registered foreign corporation; or

~~(b) In the absence of any person described in paragraph (a), on the cashier, treasurer, secretary, or general manager;~~

~~(c) In the absence of any person described in paragraph (a) or paragraph (b), on any director; or~~

~~(d) In the absence of any person described in paragraph (a), paragraph (b), or paragraph (c), on any officer or business agent residing in the state.~~

(ii) any person listed publicly by the domestic corporation or registered foreign corporation on its latest annual report, as most recently amended.

~~(2) If a foreign corporation has none of the foregoing officers or agents in this state, service may be made on any agent transacting business for it in this state.~~

~~(3)(a) As an alternative to all of the foregoing, process may be served on the agent designated by the corporation under s.~~[~~48.091~~](http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0000-0099/0048/Sections/0048.091.html)~~. However, if service cannot be made on a registered agent because of failure to comply with s.~~[~~48.091~~](http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0000-0099/0048/Sections/0048.091.html)~~, service of process shall be permitted on any employee at the corporation’s principal place of business or on any employee of the registered agent. A person attempting to serve process pursuant to this paragraph may serve the process on any employee of the registered agent during the first attempt at service even if the registered agent is temporarily absent from his or her office.~~

(3) If, after reasonable diligence, the process cannot be completed under subsection (1) and if either:

(a) the only person listed publicly by the domestic corporation or registered foreign corporation on its latest annual report, as most recently amended, is also the registered agent on whom service was attempted under subsection (1); or

(b) after reasonable diligence, service was attempted on at least one person listed publicly by the domestic corporation or registered foreign corporation on its latest annual report, as most recently amended, and cannot be completed on such person under subsection (2); then the process may be served as provided in s. 48.161 on the Secretary of State as an agent of the domestic corporation or registered foreign corporation or by order of court under s. 48.102.

~~(b)~~  (4) If the address for the registered agent~~, officer, director, or principal place of business~~ or any person listed publicly by the domestic corporation or registered foreign corporation on its latest annual report, as most recently amended, is a residence, a private mailbox, a virtual office, or an executive office or mini suite, service on the corporation or registered corporation may be made by serving:

(a) the registered agent of the domestic corporation or registered foreign corporation ~~, officer, or directo~~r in accordance with s. [48.031](http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0000-0099/0048/Sections/0048.031.html)~~.~~ ;

(b) any person listed publicly by the domestic corporation or registered foreign corporation on its latest annual report, as most recently amended, in accordance with s. 48.031; or

(c) any person covering one of the positions listed in subsection (2)(i), in accordance with s. 48.031.

~~(4)~~ (5) This section does not apply to service of process on insurance companies.

~~(5) When a corporation engages in substantial and not isolated activities within this state, or has a business office within the state and is actually engaged in the transaction of business therefrom, service upon any officer or business agent while on corporate business within this state may personally be made, pursuant to this section, and it is not necessary in such case that the action, suit, or proceeding against the corporation shall have arisen out of any transaction or operation connected with or incidental to the business being transacted within the state.~~

(6) A foreign corporation engaging in business in this state but not registered is considered, for purposes of service of process, a nonresident engaging in business in this state and may be served pursuant to s. 48.181 or by order of court under s. 48.102.

(7) For purposes of this section, “registered foreign corporation” means a foreign corporation that has an active certificate of authority to transact business in this state pursuant to a record filed with the Department of State.

48.091 ~~Corporations~~ Partnerships, corporations, and limited liability companies; designation of registered agent and registered office.

(1) Every ~~Florida corporation and every foreign corporation now qualified or hereafter qualifying to transact business in this state shall~~ domestic limited liability partnership, domestic limited partnership (including limited liability limited partnerships), domestic corporation, domestic limited liability company, registered foreign limited liability partnership, registered foreign limited partnership (including limited liability limited partnerships), registered foreign corporation, and registered foreign limited liability company must designate a registered agent and registered office in accordance with ~~part I of chapter~~ Chapter 607~~.~~ , Chapter 605, Chapter 617, or Chapter 620 as applicable, respectively.

(2) Every ~~corporation shall~~ domestic limited liability partnership, domestic limited partnership (including limited liability limited partnerships), domestic corporation, domestic limited liability company, registered foreign limited liability partnership, registered foreign limited partnership (including limited liability limited partnerships), registered foreign corporation, and registered foreign limited liability company, and every domestic or foreign general partnership that elects to designate a registered agent must cause the designated registered agent to keep the designated registered office open from at least 10 a.m. to 12 noon each day except Saturdays, Sundays, and legal holidays, and ~~shall~~  must cause the designated registered agent to keep one or more ~~registered agents on whom process may be served at the office during these hours. The corporation shall keep a sign posted in the office in~~ individuals who are, or are representatives of, ~~some conspicuous place designating the name of the corporation and the name of it’s~~ the designated registered agent on whom process may be served~~.~~ at the office during these hours.

(3) A person attempting to serve process pursuant to this section on a registered agent that is other than a natural person may serve the process on any employee of the registered agent. A person attempting to serve process pursuant to this section on a natural person, if the natural person is temporarily absent from his or her office, may serve the process during the first attempt at service on any other natural person who is present at his or her office.

(4) The registered agent shall promptly forward copies of the process and any other papers received in connection with the service to a responsible person in charge of the business entity. Failure to comply with this subsection shall not, however, invalidate the service of process.

(5) For purposes of this section, “registered foreign limited liability partnership” or “registered foreign limited partnership” means a foreign limited liability partnership or foreign limited partnership that has an active certificate of authority to transact business in this state pursuant to a record filed with the Department of State. “Registered foreign corporation,” and “registered foreign limited liability company” shall have the same meanings as set forth in s. 48.081, 48.062, respectively.

48.101 Service on dissolved corporations~~.~~ , dissolved limited liability companies, dissolved limited partnerships, and dissolved limited liability partnerships.

(1) Process against the directors of any corporation which was dissolved before July 1, 1990, as trustees of the dissolved corporation shall be served on one or more of the directors of the dissolved corporation as trustees thereof and binds all of the directors of the dissolved corporation as trustees thereof. ~~Process against any other dissolved corporation shall be served in accordance with s. [48.081](http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0000-0099/0048/Sections/0048.081.html).~~

(2) (a) Process against any other dissolved domestic corporation must be served in accordance with s. 48.081.

(b) In addition, provided that service was first properly attempted under s. 48.081(1), but was not successful as required under s. 48.081(2) then in addition to the persons listed in s. 48.081(2), service can be made on the persons appointed as the liquidator, trustee, or receiver under s. 607.1405.

(c) A party attempting to serve a dissolved domestic for profit corporation under this section can petition the court to appoint one of the persons under s. 607.1405 to receive service of process on behalf of the corporation.

(3) (a) Process against any dissolved domestic limited liability company must be served in accordance with s. 48.062.

(b) In addition, provided that service was first properly attempted under s. 48.062(1), but was not successful as required under s. 48.062(2) then in addition to the persons listed in s. 48.062(2) service on a dissolved limited liability company can be made on the persons appointed as the liquidator, trustee, or receiver under s. 605.0709, respectively.

(c) A party attempting to serve a dissolved domestic limited liability company under this section can petition the court to appoint one of the persons under s. 605.0709 to receive service of process on behalf of the corporation.

(4) Process against any dissolved domestic limited partnership must be served in accordance with s. 48.061.

48.102 Service by Other Means.

If a party seeking to effectuate service is unable after reasonable diligence to effectuate personal service of process on a domestic or foreign corporation, a domestic or foreign general partnership (including a limited liability partnership), a domestic or foreign limited partnership (including a limited liability limited partnership), or a domestic or foreign limited liability company, as an alternative to other methods of service, the court, upon motion and a showing of such inability, may authorize service in any other manner, including electronically by social media, email, or other technology, that the party seeking to effectuate service shows will be reasonably effective to give the entity on which service is sought to be effectuated actual notice of the suit.

48.151 Service on statutory agents for certain persons.

(1) When any law designates a public officer, board, agency, or commission as the agent for service of process on any person, firm, or corporation, service of process thereunder shall be made by leaving one copy of the process with the public officer, board, agency, or commission or in the office thereof, or by mailing one copy to the public officer, board, agency, or commission. The public officer, board, agency, or commission so served shall retain a record copy and promptly send the copy served, by registered or certified mail, to the person to be served as shown by his or her or its records. Proof of service on the public officer, board, agency, or commission shall be by a notice accepting the process which shall be issued by the public officer, board, agency, or commission promptly after service and filed in the court issuing the process. The notice accepting service shall state the date upon which the copy of the process was mailed by the public officer, board, agency, or commission to the person being served and the time for pleading prescribed by the rules of procedure shall run from this date. The service is valid service for all purposes on the person for whom the public officer, board, agency, or commission is statutory agent for service of process.

(2) This section does not apply to substituted service of process ~~on nonresidents.~~ under s. 48.161 and s. 48.181.

(3) The Chief Financial Officer or his or her assistant or deputy or another person in charge of the office is the agent for service of process on all insurers applying for authority to transact insurance in this state, all licensed nonresident insurance agents, all nonresident disability insurance agents licensed pursuant to s. 626.835, any unauthorized insurer under s. 626.906 or s. 626.937, domestic reciprocal insurers, fraternal benefit societies under chapter 632, warranty associations under chapter 634, prepaid limited health service organizations under chapter 636, and persons required to file statements under s. 628.461. As an alternative to service of process made by mail or personal service on the Chief Financial Officer, on his or her assistant or deputy, or on another person in charge of the office, the Department of Financial Services may create an Internet-based transmission system to accept service of process by electronic transmission of documents.

(4) The Director of the Office of Financial Regulation of the Financial Services Commission is the agent for service of process for any issuer as defined in s. 517.021, or any dealer, investment adviser, or associated person registered with that office, for any violation of any provision of chapter 517.

(5) The Secretary of State is the agent for service of process for any retailer, dealer or vendor who has failed to designate an agent for service of process as required under s. 212.151 for violations of chapter 212.

(6) For purposes of this section, records may be retained as paper or electronic copies.

48.161 Method of substituted service on nonresident~~.~~ or person concealing whereabouts.

(1) When authorized by law, substituted service of process on a nonresident ~~or a person who conceals his or her whereabouts by serving a public officer designated by law shall~~ individual or a corporation or other business entity that is incorporated or formed under the laws of any other state, territory, or commonwealth, or the laws of any foreign country may be made by ~~leaving~~ sending a copy of the process to the office of the Secretary of State ~~with a fee of $8.75 with the public officer or in his or her office or by mailing the copies~~ by personal delivery, by registered mail, by certified mail ~~to the public officer with the fee.~~, return receipt requested, by use of a commercial firm regularly engaged in the business of document or package delivery, or electronic transmission ~~and by paying a fee of $8.75~~. The service is sufficient service on a ~~defendant who~~ party that has appointed ~~a public officer~~ or is deemed to have appointed the Secretary of State as his, her, or ~~her~~ its agent for ~~the~~ service of process. The fee paid to the public officer by the party seeking to effectuate service shall be taxed as costs if that party prevails in the action. The Secretary of State shall keep a record of all process served on the Secretary of State showing the day and hour of service.

(2) Notice of service and a copy of the process shall be sent forthwith by ~~registered or~~ the party effectuating service or by his, her, or its attorney by registered mail, by certified mail ~~by the plaintiff or his or her attorney to the defendant, and the defendant’s return receipt and the~~ , return receipt requested, or by use of a commercial firm regularly engaged in the business of document or package delivery, as well as electronically by email, social media, or other electronic means if and to the extent the particular methods have been recently and regularly used by the parties to communicate between themselves, to the party being served by substituted service at his, her, or its last known physical address and, if applicable, electronic address, and return receipts or proof of service shall be filed showing delivery to the party by mail or courier and by electronic means, if electronic means were used, unless the party is actively refusing or rejecting the delivery of the notice. An affidavit of compliance of the ~~plaintiff~~ party effectuating service, or of his, her, or ~~her~~ its attorney ~~of compliance~~ , shall be filed ~~on or before~~ within 40 days of the ~~return day~~ date of service on the ~~process~~  Secretary of State or within such additional time as the court allows~~, or the notice and~~ . The affidavit of compliance shall set forth the facts that justify substituted service under this section and that show due diligence was exercised in attempting to locate and effectuate personal service on the party prior to using substituted service under this section. It shall not be necessary, however, for the party effectuating service to allege in its original or amended complaint the facts required to be set forth in the affidavit of compliance.

(3) When an individual or business entity is concealing himself, herself, or itself, the party seeking to effectuate service may, after exercising due diligence to locate and effectuate personal service, use substituted service pursuant to subsection (1) in connection with any action in which the court has jurisdiction over such person or business entity. In this instance, the party seeking service shall further comply with the provisions of subsection (2) of this section; however, a return receipt or other proof showing acceptance of receipt of the notice of service and a copy ~~shall be served on the defendant, if found within the state, by an officer authorized to serve legal~~ of the process~~, or if found without the state, by a sheriff or a deputy sheriff of any county of this state or any duly constituted public officer qualified to serve like process in the state or jurisdiction where the defendant is found. The officer’s return showing service shall be filed on or before the return day of the process or within such time as the court allows. The fee paid by the plaintiff to the public officer shall be taxed as cost if he or she prevails in the action. The public officer shall keep a record of all process served on him or her showing the day and hour of service.~~ by the party concealing himself, herself, or itself need not be filed.

~~(2)~~ (4) If any ~~person~~ individual on whom service of process is authorized under subsection (1) dies, service may be made on his or her administrator, executor, curator, or personal representative in the same manner.

(5) The Secretary of State may designate an individual in his or her office to accept service.

(6) Service of process is effectuated under this section on the date shown as received by the Department of State.

(7) The Department of State shall keep a record of each process served pursuant to this section and record the time of and the action taken regarding the service

~~(3)~~ (8) This section does not apply to persons on whom service is authorized under s. [48.151](http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0000-0099/0048/Sections/0048.151.html).

~~(4) The public officer may designate some other person in his or her office to accept service.~~

48.181 ~~Service~~ Substituted service on nonresidents and corporations or other business entities engaging in business in state~~.~~ and on persons concealing their whereabouts.

(1) The acceptance by any ~~person~~ individual or ~~persons, individually or associated together as a copartnership or any other form or type of association,~~  individuals who are residents of any other state ~~or~~  , territory, or commonwealth, or of any foreign country, ~~and all foreign corporations, and any person who is a resident of the state and who subsequently becomes a nonresident of the state or conceals his or her whereabouts,~~ or by any foreign business entity of the privilege extended by law to nonresidents ~~and others~~ to operate, conduct, engage in, or carry on a business or business venture in the state, or to have an office or agency in the state, ~~constitutes~~ shall be deemed to constitute an appointment by the ~~persons~~ individuals and foreign ~~corporations~~ business entities of the Secretary of State of the state as their agent on whom ~~all~~ process in any action or proceeding against them, or any of them, arising out of any transaction or operation connected with or incidental to the business or business venture may be served as substituted service in accordance with this chapter. As used in this section “foreign business entity” means any corporation or other business entity that is incorporated, formed, or existing under the laws of any other state, territory, or commonwealth, or the laws of any foreign country. The acceptance of the privilege is signification of the agreement of the ~~persons~~  individual and foreign ~~corporations~~ business entities that the process served against them ~~which is so served~~ in accordance with the provisions of this chapter is of the same validity as if served personally on the ~~persons~~ individual or foreign ~~corporations~~ business entities.

~~(2) If Notwithstanding any other provisions of this section, i~~If a foreign business entity has ~~a resident agent or officer~~ registered to do business in the state~~,~~ and has maintained its registration in an active status, personal service of process shall first be ~~served~~ attempted on the ~~resident agent or officer~~ foreign business entity in the manner and order of priority described elsewhere in this chapter as applicable to the business entity. If the party seeking to effectuate service of process is unable, after due diligence, to effectuate service of process on such registered agent or other official, the party may use substituted service of process on the Secretary of State.

(3) Any individual or business entity that conceals his, her, or its whereabouts shall be deemed to have appointed the Secretary of State as his, her, or its agent on whom all process, in any action or proceeding against his, her, or it, or any of them, arising out of any transaction or operation connected with or incidental to any business or business venture carried on in the state by such person or business entity, may be served.

~~(3)~~ (4) Any ~~person, firm, or corporation~~ individual, corporation, or other business entity which sells, consigns, or leases by any means whatsoever tangible or intangible personal property, through brokers, jobbers, wholesalers, or distributors to any person, ~~firm, or~~ corporation or other business entity in ~~this~~ the state is conclusively presumed to be both engaged in substantial and not isolated activities within ~~this~~ the state and operating, conducting, engaging in, or carrying on a business or business venture in this state.

(5) Service pursuant to this section shall be effectuated in the manner prescribed by s. 48. 161.

48.194 Personal service ~~outside~~ in another state, territory, or commonwealth of the United States.

(1) Except as otherwise provided herein, service of process on ~~persons outside of this~~ a party in another state, territory, or commonwealth of the United States shall be made in the same manner as service within this state by any ~~person~~ officer authorized to serve process in the state where ~~the person is served~~ service shall be made. No order of court is required. An affidavit of the officer shall be filed, stating the time, manner, and place of service. ~~A~~ The court may consider the ~~return-of-service form described in s.~~[~~48.21~~](http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0000-0099/0048/Sections/0048.21.html) affidavit, or any other competent evidence, in determining whether service has been properly made. ~~Service of process on persons outside the United States may be required to conform to the provisions of the Hague Convention on the Service Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters.~~

(2) Where in rem or quasi in rem relief is sought in a foreclosure proceeding as defined by s. [702.09](http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0700-0799/0702/Sections/0702.09.html), service of process on a person in another state, territory, or commonwealth ~~outside~~ of ~~this state~~ the United States where the address of the person to be served is known may be made by registered mail as follows:

(a) The party’s attorney or the party, if the party is not represented by an attorney, shall place a copy of the original process and the complaint, petition, or other initial pleading or paper and, if applicable, the order to show cause issued pursuant to s. [702.10](http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0700-0799/0702/Sections/0702.10.html) in a sealed envelope with adequate postage addressed to the person to be served.

(b) The envelope shall be placed in the mail as registered mail.

(c) Service under this subsection shall be considered obtained upon the signing of the return receipt by the person allowed to be served by law.

(3) If the registered mail which is sent as provided for in subsection (2) is returned with an endorsement or stamp showing “refused,” the party’s attorney or the party, if the party is not represented by an attorney, may serve original process by first-class mail. The failure to claim registered mail is not refusal of service within the meaning of this subsection. Service of process pursuant to this subsection shall be perfected as follows:

(a) The party’s attorney or the party, if the party is not represented by an attorney, shall place a copy of the original process and the complaint, petition, or other initial pleading or paper and, if applicable, the order to show cause issued pursuant to s. [702.10](http://www.leg.state.fl.us/Statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0700-0799/0702/Sections/0702.10.html) in a sealed envelope with adequate postage addressed to the person to be served.

(b) The envelope shall be mailed by first-class mail with the return address of the party’s attorney or the party, if the party is not represented by an attorney, on the envelope.

(c) Service under this subsection shall be considered obtained upon the mailing of the envelope.

(4) If service of process is obtained under subsection (2), the party’s attorney or the party, if the party is not represented by an attorney, shall file an affidavit setting forth the return of service. The affidavit shall state the nature of the process; the date on which the process was mailed by registered mail; the name and address on the envelope containing the process; the fact that the process was mailed registered mail return receipt requested; who signed the return receipt, if known, and the basis for that knowledge; and the relationship between the person who signed the receipt and the person to be served, if known, and the basis for that knowledge. The return receipt from the registered mail shall be attached to the affidavit. If service of process is perfected under subsection (3), the party’s attorney or the party, if the party is not represented by an attorney, shall file an affidavit setting forth the return of service. The affidavit shall state the nature of the process; the date on which the process was mailed by registered mail; the name and address on the envelope containing the process that was mailed by registered mail; the fact that the process was mailed registered mail and was returned with the endorsement or stamp “refused”; the date, if known, the process was “refused”; the date on which the process was mailed by first-class mail; the name and address on the envelope containing the process that was mailed by first-class mail; and the fact that the process was mailed by first-class mail with a return address of the party or the party’s attorney on the envelope. The return envelope from the attempt to mail process by registered mail and the return envelope, if any, from the attempt to mail the envelope by first-class mail shall be attached to the affidavit

48.197 Service in Foreign Countries.

(1) Service of process may be effectuated in a foreign county upon a party, other than a minor or an incompetent person:

(a) by any internationally agreed means of service reasonably calculated to give actual notice of the proceedings, such as those authorized by the Hague Convention on the Service Abroad of Judicial and Extrajudicial Documents;

(b) if there is no internationally agreed means, or if an international agreement allows but does not specify other means, by a method that is reasonably calculated to give actual notice of the proceedings :

(i) as prescribed by the foreign country's law for service in that country in an action in its courts of general jurisdiction;

(ii) as the foreign authority directs in response to a letter rogatory or letter of request; or

(iii) unless prohibited by the foreign country's law, by:

(A) if by serving an individual by delivering a copy of the summons and of the complaint to the individual personally; or

(B) using any form of mail that the clerk addresses and sends to the party and that requires a signed receipt; or

(c) Pursuant to motion and order by the court, by other means, including electronically by social media, email or other technology that the party seeking service shows is reasonably calculated to give actual notice of the proceedings and are not prohibited by international agreement, as the court orders.

(2) Service of process may be effectuated in a foreign country upon a minor or incompetent person in the manner prescribed by subsections, (1)(b)(i),(1)(b)(ii), or (1)(c) of this section.