

Florida Department of State

Annual Report Overview (Part I) and Step-By-Step Filing Instructions (Part II)

Part I – Overview:

What is an annual report? The annual report is not a financial statement. The report is used to update or confirm the Florida Department of State, Division of Corporations' records. The data displayed on the entity's online annual report form is the most current data on file with the Division of Corporations. An annual report must be filed each year for your business entity to maintain an "active status" with the Department of State. The annual report is required whether you need to make changes or not. **If you are a first-time annual report filer, step-by-step filing instructions are provided below.**

When is the annual report due? The report is due by May 1st of each year. A \$400 late fee will be imposed on all profit corporations, limited liability companies, limited partnerships, and limited liability limited partnerships which fail to file their annual reports on or before May 1st. Not for profit corporations are not subject to the \$400 late fee. If paying by check or money order, the payment voucher and check or money order must be postmarked and mailed on or before May 1st.

How much does it cost to file an annual report? If the report is filed by May 1st, the annual report filing fee is as follows: \$150 for a profit corporation; \$61.25 for a not for profit corporation; \$138.75 for a limited liability company; and \$500 for a limited partnership or limited liability limited partnership. A \$400 late fee will apply to profit corporation, limited liability company, limited partnership and limited liability limited partnership annual reports filed after May 1st. Not for profit corporations are not subject to the \$400 late fee.

Can the \$400 late fee be waived or abated? There is no provision to abate or waive the \$400 late fee. Section 607.193(2)(b), F.S., was repealed during the 2010 Legislative Session. All business entities, except non-profit corporations, must pay the \$400 late fee if their annual report is filed after May 1st, even if the business entity did not receive its annual report filing notices.

What happens if I don't file the annual report? Failure to file an annual report by the 3rd Friday of September will result in the administrative dissolution or revocation of the business entity on our records at the close of business on the 4th Friday of September. Administratively dissolved or revoked entities may be reinstated by submitting the appropriate reinstatement application and the appropriate fees due this office at the time

the entity applies for reinstatement. Names of administratively dissolved or revoked business entities are made available to other parties after one calendar year.

Do I still need to file an annual report if the business entity has closed? Do not file the annual report unless you wish to keep the business entity active on our records. **(Note: The \$400 late fee only applies to those business entities that wish to stay active on our records and fail to file their annual reports on or before May 1st.)**

You may click on the following link to dissolve or withdraw a Florida or Foreign Corporation or Limited Liability Company on our records utilizing our online filing system: <https://efile.sunbiz.org/onlmenu.html>. Or, if you prefer, you may file the dissolution or withdrawal by mail. Please click on the following link to download the appropriate form and instructions: <http://www.sunbiz.org/downloads.html>.

Can I make changes on the report? Yes, the purpose of the annual report is to confirm or update our records. Therefore, the annual report will allow you to:

- add, delete, or change the names and/or addresses of the officers, directors, managers, managing members, and addresses only of general partners
- change the registered agent and registered office address
- change the principal office address and mailing address for the business entity
- add or change your federal employer identification number on our records

The annual report will not allow you to change the name of the entity. The entity must file an amendment to change its name on our records. The amendment cannot be filed online. You must file the amendment by mail. Please click on the following link to download the appropriate form and instructions: <http://www.sunbiz.org/downloads.html>.

I have already filed my report for the current year, but need to make changes. Can I file another annual report? Profit and not for profit corporations and limited liability companies can file an amended annual report after their initial report has been filed. The fee to file a profit or not for profit amended annual report is \$61.25. The fee to file a limited liability company amended annual report is \$50.00.

What are my payment options? A payment may be made online by credit card (VISA, MASTERCARD, AMERICAN EXPRESS or DISCOVER), debit card (with a VISA or MASTERCARD logo), or Sunbiz E-file Account (a pre-established Department of State payment account). Payments by check or money order may be submitted by mail or courier if accompanied by a Department of State check payment voucher.

Can I cancel, remove, or change an annual report filing after the report and filing fee are submitted for processing? No, once the report and applicable fee have been submitted, the fee cannot be refunded and the report cannot be cancelled, removed, or changed.

How long will it take to process my annual report?

- Reports filed using a credit or debit card or Sunbiz E-file Account are processed immediately and should be posted on the Department of State's records within 24 hours. During peak filing periods the processing time may vary.
- Check and money order payments must be submitted by mail. They cannot be submitted online. Submit the required payment voucher along with your check or money order made payable to the Department of State for the appropriate amount prior to the voucher's expiration date and allow up to three weeks for the report to post on our records.

(Note: The online filing system will automatically prompt you to generate and print the required payment voucher when you choose the "Pay by Check" option. A money order or check received without the required payment voucher cannot be processed and will be returned to the business entity with appropriate instructions.)

How do I sign my report? For the purpose of filing documents online, the typed name of the individual "signing" the document is sufficient under s.15.16, Florida Statutes. Electronic signatures have the same legal effect as original signatures. Typing someone's name/signature without their permission constitutes forgery.

How can I get a copy of my filed report? Once the annual report filing is processed and posted by the Division of Corporations, it is immediately available on [Sunbiz](#) and an image of the report can be downloaded free of charge. It may take an additional day from the posting of the annual report before an image of the report is available.

FRAUDULENT FILING NOTICE: Pursuant to s.817.155, Florida Statutes, it is a 3rd Degree Felony to knowingly file a false document with the Division of Corporations.

ATTENTION NOT FOR PROFIT CORPORATIONS SOLICITING CONTRIBUTIONS: *The Department of Agriculture and Consumer Services, Division of Consumer Services, is now responsible for administering the Solicitation of Contributions Act, chapter 496, Florida Statutes. The Solicitation of Contributions Act requires charitable organizations or sponsors intending to solicit contributions from the public in the State of Florida to annually register with the Division of Consumer Services. Failure to comply with this act is a third degree felony.*

For more information, contact the Division of Consumer Services, Department of Agriculture and Consumer Services, P.O. Box 6700, Tallahassee, FL 32314 or call (850)488-2221 or (800)435-7352 (within Florida only) or at www.800helpfla.com.

Part II – Step-By-Step Filing Instructions:

Step 1: If you are a first-time annual report filer or have not filed an annual report online before, our online filing system is easy to follow. However, you may wish to print these instructions and use them as a step-by-step guide to complete your report.

Step 2: Next, return to our homepage, www.sunbiz.org, and click on the box in the middle of the screen titled "File Current Year Annual Report or Amended Annual Report". (Note: If the "File Current Year Annual Report or Amended Annual Report" box is missing from the middle of our homepage, please click on "E-Filing Services", located at the top of our homepage, or "E-Filing Services", located under "Popular Links", and then click on the "Annual Report Filing" option.)

Step 3: Enter your Florida Department of State document number in the block provided in the middle of the screen and click the "Submit" button. Your document number is listed in the electronic notice or on the postcard you received from the Division of Corporations. If you don't know your document number or you can't find it, you may search our website by clicking on the following link and entering the name of your business entity: <http://www.sunbiz.org/search.html>. You must use the 6 or 12 digit document number assigned to your corporation, limited liability company, limited partnership, or limited liability limited partnership by the Florida Department of State to file your annual report form. (Note: Only the first digit of your document number may be a letter of the alphabet. All other digits are numeric. Do not use the letter "o" on your keyboard for a zero.)

"Report and Update Information" Section

Step 4: Click the "Edit FEI/EIN Number" block to enter your Federal Employer Identification (FEI/EIN) number in the space provided if the number is not already listed or the FEI number is not correct. If you have "Applied For" the FEI/EIN number or if it is "Not Applicable", click in the appropriate circle. If the "Applied For" circle is already marked, you reported the FEI/EIN number was previously applied for and you must list the number in the space provided to proceed. Call the Internal Revenue Service (IRS) at 1(800)829-4933 to obtain a FEI/EIN number.

Step 5: Verify the principal place of business address. If the address has changed, click the "Edit Principal Address" block and enter the correct address. This address must be a physical address. A post office box is not acceptable. The principal office address can be in care of an individual. Please include the zip code when applicable. An out-of-state address is acceptable. If you have an out-of-country address, please select the appropriate country and enter the address in the blocks provided to the best of your ability.

Step 6: Verify the mailing address. If the address has changed, click the "Edit Mailing Address" block and enter the correct mailing address. A post office box is acceptable. If the principal office and mailing addresses are the same, check the box provided. An out-of-state address is acceptable.

Step 7: Verify the registered agent and/or registered office address. If the registered agent has changed, click the "Edit Agent" block and enter the name of the new registered agent. What is a registered agent? The registered agent is the

person designated to accept service of process on behalf of your business entity. A registered agent can be a person or business entity. A business entity cannot serve as its own registered agent, but an individual or principal associated with the business (i.e., owner, officer, director, member, manager, director, etc.) can serve as the registered agent. Any business entity serving as a registered agent must have an active filing/registration on the records of this office.

ATTENTION INSURANCE COMPANIES: Insurance companies with the "Chief Financial Officer" listed as their registered agent cannot change their registered agent or registered office on our records. Contact the Division of Insurance Regulation for further instructions.

If you change your registered agent, the new registered agent must accept the designation by "electronically signing" the annual report. To "electronically sign", simply type the signature of the agent in the space provided. If signing on behalf of a business entity, type the name and title of the person signing on behalf of the designated business entity.

Step 8: If the registered office address has changed, click the "Edit Address" block and enter the new registered office address. The registered office address must be a Florida street address. A post office box or post office drawer is not acceptable.

Step 9: Next, please review the principals associated with this business entity. You may edit, add or delete the information listed by clicking on the options provided. You may list up to 150 principals (i.e., officers, directors, managers, authorized persons, etc.). Please enter the principals you want listed on our data base. If you have more than 150 principals, please contact our office for special filing instructions. At least 1 principal must be provided. Enter or change the appropriate title(s), names and street addresses of the principals in the spaces provided. A person may serve in more than one capacity. You may select your title(s) from the listed provided or insert the appropriate title in the space provided.

If you are a limited partnership (LP) or limited liability limited partnership (LLLP), you cannot change the general partners on the annual report. You must file a Certificate of Amendment to add or delete a general partner. **You may, however, change the address of a general partner.**

Step 10: If you want or need a certificate of status, click "Yes." What is a certificate of status? A certificate of status will verify your business entity is active on our records and has paid all fees for the current year. **There is an additional charge for a certificate of status. The fee for a certificate of status for a Profit Corporation, Not for Profit Corporation, Limited Partnership and Limited Liability Limited Partnership is \$8.75. A certificate of status for a Limited Liability Company is \$5.00.** A certificate will not be generated or e-mailed to you unless you check the circle,

even if you include the certificate fee in your check or money order. The certificate fee will be added to your annual report fee.

Notice: All certificates of status will be returned electronically via e-mail and will be sent to the e-mail address you provided, regardless of the payment method you choose. Because the certificate of status is electronically generated it cannot be returned to you by U.S. mail. The certificate of status will be e-mailed to you once your report has been processed. The e-mail containing the certificate of status as an attachment will be sent from "onlineWebAR". Please be sure to check your spam or junk mail folder for this e-mail if you have a spam blocker.

Step 11: Once you have completed, reviewed and confirmed the information listed through Step 10, click "Move on to the Final Review" to move on to the "Final Review" section.

"Final Review" Section

Step 12: Review and confirm your information once again. Click the red "NO! Continue Editing" option in "Section 4 of 6" if you need to make any corrections. NOTICE: Pursuant to s.817.155, Florida Statutes, it is a 3rd Degree Felony to knowingly file a false document with the Division of Corporations.

Step 13: Enter your e-mail address. Be careful! Double-check your e-mail address for typos! We will use this e-mail address to return your certificate of status (if requested) and for all future e-mails from our office.

Step 14: The annual report must be "electronically signed" by one of the principals (i.e., officers, directors, managers, authorized persons, partners, etc.). The individual "electronically signing" must type his/her name in the designated signature block and type the appropriate abbreviation for his or her title in the title block located above the signature block. If signing on behalf of a business entity, type the name and title of the person signing on behalf of the designated business entity.

Step 15: Next, click the "Move on to Payment Section" button at the bottom of the page.

"Payment Section"

Step 16: Review the "Payment Due" box for the total amount due. This amount will include the required filing fee and the certificate of status fee, if a certificate was requested.

The FEES are as follows:

If the report is filed by May 1st:

Profit Corporation Annual Report: \$150 (+ \$8.75 if certificate of status requested)

Not for Profit Corporation Annual Report: \$61.25 (+ \$8.75 if certificate of status requested)

Limited Liability Company Annual Report: \$138.75 (+ \$5.00 if certificate of status requested)

Limited Partnership or Limited Liability Limited Partnership Annual Report: \$500.00 (+ \$8.75 if certificate of status requested)

After May 1st: An additional \$400 late fee will apply to profit corporation, limited liability company, limited partnership and limited liability limited partnership annual reports filed after May 1st. Not for profit corporations are not subject to the \$400 late fee.

Step 17: Select your payment method. There are three payment options: credit/debit card, check (or money order), or by Sunbiz E-file account. Note: You may use your "back" arrow at the top of the "Filing Payment" page to change your payment method if you need or want to do so.

Step 18: Next, follow the instructions displayed on the screen for the payment option you selected. If you choose to pay with a credit card or a pre-established Sunbiz E-file Account, the report should be processed immediately and posted on our website. If you choose to pay with a check or money order, you must print the voucher payment page and mail it with your check or money order as instructed, within 10 business days. Make the check or money order payable to the Florida Department of State. The report will be filed and posted on our web site after the voucher payment page and check or money order are received and processed by our office. Allow 3 weeks for reports paid for by check or money order to post on our web site.

If applicable, make check or money order payable to Florida Department of State.

Questions?

Please direct additional questions to the following sections:

- For specific filing questions, please call the Annual Report Section at (850)245-6056. To speak to an examiner, please press 7.
- For technical questions concerning the online application process, credit or debit card, or Sunbiz E-file account payment problems, please call the Internet Support Section at (850)245-6939.