

MEMORANDUM

Agenda Item No. 11(A)(8)

TO: Honorable Chairman Anthony Rodriguez
and Members, Board of County Commissioners

DATE: January 22, 2025

FROM: Geri Bonzon-Keenan
County Attorney

SUBJECT: Resolution urging the Florida Legislature to enact legislation providing for local governments to submit lists of addresses of local government-owned properties to the Florida Department of State Division of Corporations, and prohibiting the use of such addresses by corporations in their filings without local government authorization; and urging the Florida Legislature to enact legislation requiring the Division to create procedures to remove unauthorized local government addresses from corporate filings upon notification from the local government

Resolution No. R-72-25

The accompanying resolution was prepared and placed on the agenda at the request of Prime Sponsor Commissioner Micky Steinberg.



Geri Bonzon-Keenan
County Attorney

GBK/gh

MDC001



MEMORANDUM (Revised)

TO: Honorable Chairman Anthony Rodriguez
and Members, Board of County Commissioners

DATE: January 22, 2025

FROM: 
Gen Bonzon-Keenan
County Attorney

SUBJECT: Agenda Item No. 11(A)(8)

Please note any items checked.

- ☐ "3-Day Rule" for committees applicable if raised
- ☐ 6 weeks required between first reading and public hearing
- ☐ 4 weeks notification to municipal officials required prior to public hearing
- ☐ Decreases revenues or increases expenditures without balancing budget
- ☐ Budget required
- ☐ Statement of fiscal impact required
- ☐ Statement of social equity required
- ☐ Ordinance creating a new board requires detailed County Mayor's report for public hearing
- ☒ No committee review
- ☐ Applicable legislation requires more than a majority vote (i.e., 2/3's present ____, 2/3 membership ____, 3/5's ____, unanimous ____, majority plus one ____, CDMP 7 vote requirement per 2-116.1(3)(h) or (4)(c) ____, CDMP 2/3 vote requirement per 2-116.1(3) (h) or (4)(c) ____, CDMP 9 vote requirement per 2-116.1(4)(c) (2) ____) to approve
- ☐ Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required

Approved _____ Mayor
Veto _____
Override _____

Agenda Item No. 11(A)(8)
1-22-25

RESOLUTION NO. _____ R-72-25

RESOLUTION URGING THE FLORIDA LEGISLATURE TO ENACT LEGISLATION PROVIDING FOR LOCAL GOVERNMENTS TO SUBMIT LISTS OF ADDRESSES OF LOCAL GOVERNMENT-OWNED PROPERTIES TO THE FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS, AND PROHIBITING THE USE OF SUCH ADDRESSES BY CORPORATIONS IN THEIR FILINGS WITHOUT LOCAL GOVERNMENT AUTHORIZATION; AND URGING THE FLORIDA LEGISLATURE TO ENACT LEGISLATION REQUIRING THE DIVISION TO CREATE PROCEDURES TO REMOVE UNAUTHORIZED LOCAL GOVERNMENT ADDRESSES FROM CORPORATE FILINGS UPON NOTIFICATION FROM THE LOCAL GOVERNMENT

WHEREAS, pursuant to chapters 607 and 621 of the Florida Statutes, corporations are required to file documents such as articles of incorporation, annual reports, and statements of change with the Florida Department of State Division of Corporations (the “Division”); and

WHEREAS, these filings list various addresses associated with the corporation, including the corporation’s principal office, registered office, mailing address, registered agent address, and addresses of the corporation’s directors and officers; and

WHEREAS, some corporations have filed documents with the Division listing the addresses of properties owned by Miami-Dade County (the “County”), even though there is no business relationship between these corporations and the listed County-owned properties, and the County did not consent to the listing and use of these addresses; and

WHEREAS, this unauthorized listing and use of County-owned property addresses by corporations in their filings may hinder the County and other aggrieved persons from serving process on such corporations if necessary; and

WHEREAS, furthermore, these listings of County-owned property addresses by corporations may confuse or mislead the public by inaccurately indicating that such corporations are affiliated with the County; and

WHEREAS, according to the Division, all documents submitted to and filed with the Division are accepted without the filer having to show proof of a business relationship with the listed addresses, and any document meeting current statutory filing requirements and accompanied by the required filing or processing fee is accepted without verification; and

WHEREAS, the applicable statutory filing requirements do not include any policies or procedures prohibiting the use of a government address without the government's consent in documents filed with the Division; and

WHEREAS, the Division does not have any policies or procedures to remove addresses that are improperly listed by corporations, and the Division does not have any policies or procedures to resolve disputes regarding inaccurate or fraudulent filings that list addresses of properties that the filer has no business relationship with; and

WHEREAS, this Board wishes to support legislation that would provide for local governments to submit lists of addresses of local government-owned properties to the Division and that would prohibit corporations from listing, without written local government authorization, such addresses in documents filed with the Division; and

WHEREAS, this Board also wishes to support legislation that would require the Division to create procedures to remove unauthorized local government addresses from corporate filings upon notification from the local government,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that this Board:

Section 1. Urges the Florida Legislature to enact legislation providing for local governments to submit to the Florida Department of State Division of Corporations lists of addresses of local government-owned properties that shall not be used as a corporation's principal, mailing, registered agent's, or authorized persons' addresses in documents filed with the Division, including but not limited to articles of incorporation, annual reports, and statements of change, unless the filing is accompanied by a written authorization by the local government.

Section 2. Urges the Florida Legislature to enact legislation requiring the Division to create procedures to remove unauthorized local government addresses that have been listed as a corporation's principal, mailing, registered agent's, or authorized persons' addresses in documents filed with the Division, including but not limited to articles of incorporation, annual reports, and statements of change, upon notification from the local government that the listing of such addresses was unauthorized.

Section 3. Directs the Clerk of the Board to transmit a certified copy of this resolution to the Governor, the Senate President, the House Speaker, and the Chair and remaining Members of the Miami-Dade State Legislative Delegation.

Section 4. Directs the County's state lobbyists to advocate for the legislation described in sections 1 and 2 above, and authorizes and directs the Office of Intergovernmental Affairs to amend the 2025 State Legislative Package to include this item.

The Prime Sponsor of the foregoing resolution is Commissioner Micky Steinberg. It was offered by Commissioner **Danielle Cohen Higgins**, who moved its adoption. The motion was seconded by Commissioner **Kionne L. McGhee** and upon being put to a vote, the vote was as follows:

Anthony Rodriguez, Chairman	aye		
Kionne L. McGhee, Vice Chairman	aye		
Marleine Bastien	aye	Juan Carlos Bermudez	aye
Kevin Marino Cabrera	aye	Sen. René García	aye
Oliver G. Gilbert, III	aye	Roberto J. Gonzalez	aye
Keon Hardemon	absent	Danielle Cohen Higgins	aye
Eileen Higgins	aye	Raquel A. Regalado	aye
Micky Steinberg	aye		

The Chairperson thereupon declared this resolution duly passed and adopted this 22nd day of January, 2025. This resolution shall become effective upon the earlier of (1) 10 days after the date of its adoption unless vetoed by the County Mayor, and if vetoed, shall become effective only upon an override by this Board, or (2) approval by the County Mayor of this resolution and the filing of this approval with the Clerk of the Board.



MIAMI-DADE COUNTY, FLORIDA
BY ITS BOARD OF
COUNTY COMMISSIONERS

JUAN FERNANDEZ-BARQUIN, CLERK

By: **Basia Pruna**
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.

Cristina M. Rabionet