

Public records and changing corporate name

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Subject:
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PUBLIC RECORDS--CERTIFIED COPY OF AMENDMENT TO CERTIFICATE OF INCORPORATION CHANGING CORPORATE NAME NOT ENTITLED TO RECORDATION

To: William F. Edwards, Citrus County Attorney, Inverness

Prepared by: Gerald L. Knight, Assistant Attorney General

QUESTION:

Is a certified copy of an amendment to a certificate of incorporation changing the name of a corporation entitled to recordation in the official records?

SUMMARY:

A certified copy of an amendment to a certificate of incorporation changing the name of a corporation, which copy is received from the Department of State, is not authorized or required by law to be recorded in the official records of a county.

Section 608.18, F. S., provides the method by which any corporation having capital stock may amend its certificate of incorporation, including the name of the corporation. See ss. 608.02(2) and 608.03(2)(a), *id.*, for the definition and content of certificates of incorporation. Such method requires that the proposed amendment be filed in proper form with the Department of State in the manner required for articles of incorporation. Section 608.18(2), *id.* See also ss. 608.03(4) and 608.04, *id.*, for the method of filing the original of the articles of incorporation with the Department of State and receiving a certified duplicate copy back. The certificate of incorporation is amended and the amendment incorporated therein when the amendment has been filed with the Department of State, approved by it, and all fees and filing taxes have been paid. Section 608.18(3), *id.* You inquire as to whether, following the filing with and approval by the Department of State of an amendment to a certificate of incorporation changing the name of that corporation, a certified copy of such amendment, received from the Department of State, is entitled to recordation in the official records of a county.

In this regard, s. 28.222(1), F. S., provides that the clerk of the circuit court shall be "the recorder of all instruments that he may be required or authorized by law to record in the county where he is clerk." As such, the clerk is directed to record in the official records of the county the kind of instruments specifically enumerated in s. 28.222, *id.*, certified copies of instruments specified therein, *e.g.*, ss. 28.222(3)(c) and (f) and any other instruments or certified copies of instruments required or authorized by law to be recorded in the official records of the county. See, *e. g.*, ss.

28.29, 55.10, and 695.19, *id.* However, nowhere in s. 28.222 or in any other statutory provision of which I am aware is there any authorization or requirement for the recordation in the official records of the several counties of a certified copy of an amendment to a certificate of incorporation changing the name of that corporation. Thus, in light of the general rule that records must be made pursuant to law and not in disregard thereof, *Coplan Pipe and Supply Co. v. McCann*, 132 So.2d 632 (3 D.C.A. Fla., 1961), *accord*: *Malsby v. Gamble*, 54 So. 766 (Fla. 1911), I am of the opinion that such a certified copy is not entitled to such recordation.

Your question is answered in the negative.