

By Senator Silver

38-1333-98

1                                   A bill to be entitled  
2           An act relating to partnership filings  
3           administered by the Department of State;  
4           amending s. 620.8101, F.S.; defining the terms  
5           "foreign limited liability partnership" and  
6           "limited liability partnership" and redefining  
7           the term "statement"; amending ss. 620.8103,  
8           620.8105, 620.81055, 620.8106, 620.8201,  
9           620.8303, 620.8304, 620.8306, 620.8307,  
10          620.8701, 620.8702, 620.8703, 620.8704,  
11          620.8801, 620.8805, 620.8806, 620.8807,  
12          620.8903, 620.8906, 620.8907, F.S.; conforming  
13          statutory cross-references; providing for  
14          registration requirements; providing document  
15          filing fees; providing for governing law;  
16          providing for partners' liability; providing  
17          for actions for and against partners; providing  
18          for purchase of dissociated interests;  
19          providing for settlement and contribution;  
20          providing for conversions; providing for the  
21          effect of merger; creating ss. 620.9001,  
22          620.9002, 620.9003, 620.9004, 620.9101,  
23          620.9102, 620.9103, 620.9104, 620.9105,  
24          620.187, F.S.; adopting the model act  
25          provisions of the limited liability partnership  
26          act into the Revised Uniform Partnership Act of  
27          1995; providing for statement of qualification,  
28          name, annual report, statement of foreign  
29          qualification, effect of failure to qualify,  
30          activities not constituting transacting  
31          business, action by Attorney General, and

1 limited liability limited partnerships;  
2 amending s. 865.09, F.S.; providing for  
3 conditions for exemption from fictitious name  
4 registration; providing for the use of  
5 corporate names; redesignating s. 620.90, F.S.,  
6 as s. 620.9901, F.S., relating to  
7 applicability; redesignating s. 620.91, F.S.,  
8 as s. 620.9902, F.S., relating to a saving  
9 clause; repealing ss. 620.78, 620.781, 620.782,  
10 620.783, 620.784, 620.785, 620.786, 620.787,  
11 620.788, 620.7885, 620.7887, 620.789, F.S.,  
12 relating to registered limited liability  
13 partnerships; providing an effective date.  
14

15 Be It Enacted by the Legislature of the State of Florida:  
16

17 Section 1. Section 620.8101, Florida Statutes, is  
18 amended to read:

19 620.8101 Definitions.--As used ~~provided~~ in this act,  
20 the term:

21 (1) "Act" means the Revised Uniform Partnership Act of  
22 1995, consisting of ss. 620.81001-620.9902 ~~ss.~~  
23 ~~620.81001-620.8908~~.

24 (2) "Business" means any trade, occupation,  
25 profession, or investment activity.

26 (3) "Debtor in bankruptcy" means a person who is the  
27 subject of:

28 (a) An order for relief under Title 11, United States  
29 Code, or a comparable order under a successor statute of  
30 general application; or  
31

1 (b) A comparable order under federal or state law  
2 governing insolvency.

3 (4) "Distribution" means a transfer of money or other  
4 property from a partnership to a partner in the partner's  
5 capacity as a partner or to the partner's transferee.

6 (5) "Foreign limited liability partnership" means a  
7 partnership that is formed under laws other than the laws of  
8 this state and has the status of a limited liability  
9 partnership under those laws.

10 (6) "Limited liability partnership" means a  
11 partnership that has filed a statement of qualification under  
12 s. 620.9001 and has not filed a similar statement in any other  
13 jurisdiction.

14 ~~(7)(5)~~ "Partnership" means an association of two or  
15 more persons to carry on as coowners a business for profit  
16 formed under s. 620.8202, predecessor law, or the comparable  
17 law of another jurisdiction.

18 ~~(8)(6)~~ "Partnership agreement" means an agreement,  
19 whether written, oral, or implied, among the partners  
20 concerning the partnership, including amendments to the  
21 partnership agreement.

22 ~~(9)(7)~~ "Partnership at will" means a partnership in  
23 which the partners have not agreed to remain partners until  
24 the expiration of a definite term or the completion of a  
25 particular undertaking.

26 ~~(10)(8)~~ "Partnership interest" or "partner's interest  
27 in the partnership" means all of a partner's interests in the  
28 partnership, including the partner's transferable interest and  
29 all management and other rights.

30 ~~(11)(9)~~ "Person" means an individual, corporation,  
31 business trust, estate, trust, partnership, limited

1 partnership, association, joint venture, limited liability  
2 company, government, governmental subdivision, agency, or  
3 instrumentality, or any other legal or commercial entity.

4 (12)~~(10)~~ "Property" means all property, real,  
5 personal, or mixed, tangible or intangible, or any interest  
6 therein.

7 (13)~~(11)~~ "Registration" or "registration statement"  
8 means a partnership registration statement filed with the  
9 Department of State under s. 620.8105.

10 (14)~~(12)~~ "State" means a state of the United States,  
11 the District of Columbia, the Commonwealth of Puerto Rico, or  
12 any territory or insular possession subject to the  
13 jurisdiction of the United States.

14 (15)~~(13)~~ "Statement" means a statement of partnership  
15 authority under s. 620.8303, a statement of denial under s.  
16 620.8304, a statement of dissociation under s. 620.8704, a  
17 statement of dissolution under s. 620.8805, a statement of  
18 merger under s. 620.8907, a statement of qualification under  
19 s. 620.9001, a statement of foreign qualification under s.  
20 620.9102, or an amendment or cancellation of any of the  
21 foregoing.

22 (16)~~(14)~~ "Transfer" includes an assignment,  
23 conveyance, lease, mortgage, deed, or encumbrance.

24 Section 2. Subsection (2) of section 620.8103, Florida  
25 Statutes, is amended to read:

26 620.8103 Effect of partnership agreement; nonwaivable  
27 provisions.--

28 (2) The partnership agreement may not:

29 (a)~~1~~. Vary the rights and duties under s. 620.8105  
30 except to eliminate the duty to provide copies of statements  
31 to all of the partners;

1           (b) Vary the law applicable to a limited liability  
2 partnership under s. 620.8106(2);

3           ~~(c)2.~~ Unreasonably restrict the right of access to  
4 books and records under s. 620.8403(2), or to information  
5 under s. 620.8403(3); and (3); or

6           ~~(d)3.~~ Eliminate the duty of loyalty under s.  
7 620.8404(2) or s. 620.8603(2)(c), but:

8           1. The partnership agreement may identify specific  
9 types or categories of activities that do not violate the duty  
10 of loyalty, if not manifestly unreasonable; ~~or~~

11           2. All of the partners or a number or percentage  
12 specified in the partnership agreement may authorize or  
13 ratify, after full disclosure of all material facts, a  
14 specific act or transaction that otherwise would violate the  
15 duty of loyalty;

16           ~~(e)(b)~~ Unreasonably reduce the duty of care under s.  
17 620.8404(3) or s. 620.8603(2)(c);

18           ~~(f)(c)~~ Eliminate the obligation of good faith and fair  
19 dealing under s. 620.8404(4), but the partnership agreement  
20 may prescribe the standards by which the performance of the  
21 obligation is to be measured if the standards are not  
22 manifestly unreasonable;

23           ~~(g)(d)~~ Vary the power to dissociate as a partner under  
24 s. 620.8602(1), except to require the notice under s.  
25 620.8601(1) to be in writing;

26           ~~(h)(e)~~ Vary the right of a court to expel a partner  
27 under the events specified in s. 620.8601(5);

28           ~~(i)(f)~~ Vary the requirement to wind up the partnership  
29 business in cases specified in s. 620.8801(4), (5), or (6).  
30 ~~620.8601(4), (5), or (6);~~

31

1           ~~(j)(g)~~ Change the notice provisions contained in s.  
2 620.8902(6) or s. 620.8905(6); or

3           ~~(k)(h)~~ Restrict rights of third parties under this  
4 act.

5           Section 3. Subsections (1), (4), (5), and (7) of  
6 section 620.8105, Florida Statutes, are amended to read:

7           620.8105 Execution, filing, and recording of  
8 partnership registration and other statements.--

9           (1) A partnership may file a partnership registration  
10 statement with the Department of State, which must include:

11           (a) The name of the partnership, which ~~is must be~~  
12 ~~filed~~ for purpose of public notice only and creates shall  
13 ~~create~~ no presumption of ownership beyond that which is  
14 created under the common law and which shall be recorded by  
15 the Department of State without regard to any other name  
16 recordation.

17           (b) The street address of the chief executive office  
18 of the partnership and the street address of the principal  
19 office of the partnership in this state, if there is one.

20           (c)1. The names and mailing addresses of all partners  
21 of the partnership; or

22           2. The name and street address of an agent in this  
23 state appointed and maintained by the partnership, who shall  
24 maintain a list of the names and mailing addresses of all of  
25 the partners of the partnership and, on request for good cause  
26 shown, shall make the list available to any person at an  
27 office open from at least 10 a.m. to 12 noon each day, except  
28 Saturdays, Sundays, and legal holidays.

29           (d) Pursuant to s. 119.092, the partnership's federal  
30 employer identification number.

31

1           (e) The name and recorded document number in this  
2 state of a partner or agent named pursuant to subparagraph  
3 (c)2. that is a person other than an individual.

4           (4) Except as provided in s. 620.8304 or s. 620.8704,  
5 a statement may be filed with the Department of State only if  
6 the partnership has filed a registration statement pursuant to  
7 subsection (1). If otherwise sufficient, a certified copy of  
8 a statement that is filed in a jurisdiction other than this  
9 state may be filed with the Department of State in lieu of an  
10 original statement. Any such filing has the effect provided  
11 in this act with respect to partnership property located in,  
12 or transactions that occur in, this state.

13           (5) A partnership registration statement or other  
14 statement must be delivered to the Department of State for  
15 filing, which may be accomplished by ~~include~~ electronic filing  
16 pursuant to s. 15.16 and must be typewritten or legibly  
17 printed in the English language.

18           (7) A partnership may amend or cancel its  
19 registration, and a person authorized by this act to file a  
20 statement of partnership authority, a statement of denial, a  
21 statement of dissociation, a statement of dissolution, a  
22 statement of merger, a statement of qualification, or a  
23 statement of foreign qualification may amend or cancel such  
24 ~~the~~ statement, by filing an amendment or cancellation that:

25           (a) Identifies the partnership and the statement being  
26 amended or canceled; and

27           (b) States the substance of what is being amended or  
28 canceled.

29           Section 4. Subsection (1) of section 620.81055,  
30 Florida Statutes, is amended to read:

31

1           620.81055 Fees for filing documents and issuing  
2 certificates; powers of the Department of State.--

3           (1) The Department of State shall collect the  
4 following fees when documents authorized by this act are  
5 delivered to the Department of State for filing:

6           (a) Partnership registration statement: \$50.

7           (b) Statement of partnership authority: \$25.

8           (c) Statement of denial: \$25.

9           (d) Statement of dissociation: \$25.

10          (e) Statement of dissolution: \$25.

11          (f) Statement of qualification: \$25.

12          (g) Statement of foreign qualification: \$25.

13          (h) Limited liability partnership annual report: \$25.

14          ~~(i)~~ Statement of merger for each party thereto:  
15 \$25.

16          ~~(j)~~ Amendment to any statement or registration:  
17 \$25.

18          ~~(k)~~ Cancellation of any statement or registration:  
19 \$25.

20          ~~(l)~~ Certified copy of any recording or part  
21 thereof: \$52.50.

22          ~~(m)~~ Certificate of status: \$8.75.

23          ~~(n)~~ Any other document required or permitted to be  
24 filed by this act: \$25.

25          Section 5. Section 620.8106, Florida Statutes, is  
26 amended to read:

27          620.8106 Governing law ~~governing internal relations~~.--

28          (1) Except as otherwise provided in subsection (2),  
29 the law of the jurisdiction in which a partnership has its  
30 chief executive office governs relations among partners and  
31 between the partners and a partnership.



1           (2) The law of this state governs relations among the  
2 partners and between the partners and the partnership and the  
3 liability of partners for an obligation of a limited liability  
4 partnership.

5           Section 6. Section 620.8201, Florida Statutes, is  
6 amended to read:

7           620.8201 Partnership as entity.--

8           (1) A partnership is an entity distinct from its  
9 partners.

10           (2) A limited liability partnership continues to be  
11 the same entity that existed before the filing of a statement  
12 of qualification under s. 620.9001.

13           Section 7. Subsection (2) of section 620.8303, Florida  
14 Statutes, is amended to read:

15           620.8303 Statement of partnership authority.--

16           (2) If a filed statement of partnership authority is  
17 executed pursuant to s. 620.8105(6)~~s. 620.8105(3)~~ and states  
18 the name of the partnership but does not contain all of the  
19 other information required by subsection (1), the statement  
20 nevertheless operates with respect to a person not a partner  
21 as provided in subsections (3) and (4).

22           Section 8. Subsection (3) of section 620.8304, Florida  
23 Statutes, is amended to read:

24           620.8304 Statement of denial.--

25           (3) A statement of denial is a limitation on authority  
26 as provided in s. 620.8303(3) and (4)~~s. 620.8303(5) and (6)~~.

27           Section 9. Section 620.8306, Florida Statutes, is  
28 amended to read:

29           620.8306 Partner's liability.--

30           (1) Except as otherwise provided in subsections (2)  
31 and (3)~~subsection (2)~~, all partners are liable jointly and

1 severally for all obligations of the partnership unless  
2 otherwise agreed by a claimant or provided by law.

3 (2) A person admitted as a partner into an existing  
4 partnership is not personally liable for any partnership  
5 obligation incurred before the person's admission as a  
6 partner.

7 (3) An obligation of a partnership incurred while the  
8 partnership is a limited liability partnership, whether  
9 arising in contract, tort, or otherwise, is solely the  
10 obligation of the partnership. A partner is not personally  
11 liable, directly or indirectly, by way of contribution or  
12 otherwise, for such an obligation solely by reason of being or  
13 so acting as a partner. This subsection applies  
14 notwithstanding anything inconsistent in the partnership  
15 agreement that existed immediately before the vote required to  
16 become a limited liability partnership under s. 620.9001(2).

17 Section 10. Subsections (2) and (4) of section  
18 620.8307, Florida Statutes, are amended to read:

19 620.8307 Actions by and against partnership and  
20 partners.--

21 (2) An action may be brought against the partnership  
22 and, to the extent not inconsistent with s. 620.8306, any or  
23 all of the partners in the same action or in separate actions.

24 (4) A judgment creditor of a partner may perfect a  
25 judgment lien but may not proceed against or otherwise levy or  
26 execute against the assets of the partner to satisfy a  
27 judgment arising from a partnership obligation or liability  
28 unless the partner is personally liable for the claim under s.  
29 620.8306 and:

30 (a) A judgment based on the same claim has been  
31 obtained against the partnership and a writ of execution on

1 the judgment has been returned unsatisfied in whole or in  
2 part;

3 (b) The partnership is a debtor in bankruptcy;

4 (c) The partner has agreed that the creditor need not  
5 exhaust partnership assets;

6 (d) A court grants permission to the judgment creditor  
7 to proceed against or otherwise levy or execute against the  
8 assets of a partner based on a finding that partnership assets  
9 subject to execution are clearly insufficient to satisfy the  
10 judgment, that exhaustion of partnership assets is excessively  
11 burdensome, or that the grant of permission is an appropriate  
12 exercise of the court's equitable powers; or

13 (e) Liability is imposed on the partner by law or  
14 contract independent of the existence of the partnership.

15 Section 11. Subsection (2) of section 620.8701,  
16 Florida Statutes, is amended to read:

17 620.8701 Purchase of dissociated partner's interest.--

18 (2) The buyout price of a dissociated partner's  
19 interest is the amount that would have been distributable to  
20 the dissociating partner under s. 620.8807(2) if, on the date  
21 of dissociation, the assets of the partnership were sold at a  
22 price equal to the greater of the liquidation value of the  
23 assets or the value of the assets based upon a sale of the  
24 entire business as a going concern without ~~having~~ the  
25 dissociated partner and the partnership being wound ~~wind~~ up as  
26 of such date. Interest must be paid from the date of  
27 dissociation to the date of payment.

28 Section 12. Subsection (1) of section 620.8702,  
29 Florida Statutes, is amended to read:

30 620.8702 Dissociated partner's power to bind and  
31 liability to partnership.--

1           (1) For 1 year after a partner dissociates without  
2 resulting in a dissolution and winding up of the partnership  
3 business, the partnership, including a surviving partnership  
4 under ss. 620.8901-620.8908, is bound by an act of the  
5 dissociated partner which would have bound the partnership  
6 under s. 620.8301 before dissociation only if, at the time of  
7 entering into the transaction, the other party:

8           (a) Reasonably believed that the dissociated partner  
9 was then a partner;

10           (b) Did not have notice of the partner's dissociation;  
11 and

12           (c) Is not deemed to have had knowledge under s.  
13 620.8303(4)~~s. 620.8303(5)~~ or notice under s. 620.8704(4).

14           Section 13. Subsection (2) of section 620.8703,  
15 Florida Statutes, is amended to read:

16           620.8703 Dissociated partner's liability to other  
17 persons.--

18           (2) A partner who dissociates without resulting in a  
19 dissolution and winding up of the partnership business is  
20 liable as a partner to any other party to a transaction  
21 entered into by the partnership, or a surviving partnership  
22 under ss. 620.8901-620.8908, within 1 year after the partner's  
23 dissociation only if the partner is liable for the obligation  
24 under s. 620.8306 and, at the time of entering into the  
25 transaction, the other party:

26           (a) Reasonably believed that the dissociated partner  
27 was then a partner;

28           (b) Did not have notice of the partner's dissociation;  
29 and

30           (c) Is not deemed to have had knowledge under s.  
31 620.8303(4)~~s. 620.8301(5)~~ or notice under s. 620.8704(4).

1           Section 14. Subsection (3) of section 620.8704,  
2 Florida Statutes, is amended to read:

3           620.8704 Statement of dissociation.--

4           (3) A statement of dissociation is a limitation on the  
5 authority of a dissociated partner for purposes of s.  
6 620.8303(4) and (5)~~s. 620.8303(5) and (6)~~.

7           Section 15. Section 620.8801, Florida Statutes, is  
8 amended to read:

9           620.8801 Events causing dissolution and winding up of  
10 partnership business.--A partnership is dissolved, and its  
11 business must be wound up, only upon the occurrence of any of  
12 the following events:

13           (1) In a partnership at will, the partnership's having  
14 notice from a partner, other than a partner who is dissociated  
15 under s. 620.8601(2)-(10), of such partner's express will to  
16 withdraw as a partner, or withdraw on a later date specified  
17 by the partner;

18           (2) In a partnership for a definite term or particular  
19 undertaking:

20           (a) The expiration of 90 days after a partner's  
21 dissociation by death or otherwise under s. 620.8601(6)-(10)  
22 or 90 days after ~~by~~ wrongful dissociation under s.  
23 620.8602(2), unless before that time a majority in interest of  
24 the remaining partners, including partners who have rightfully  
25 dissociated pursuant to s. 620.8602(2)(b)1., agree to continue  
26 the partnership;

27           (b) The express will of all of the partners to wind up  
28 the partnership's business; or

29           (c) The expiration of the term or the completion of  
30 the undertaking;

31

1           (3) An event agreed to in the partnership agreement  
2 resulting in the winding up of the partnership business;

3           (4) An event which makes it unlawful for all or  
4 substantially all of the business of the partnership to be  
5 continued, provided, a cure of the illegality, within 90 days  
6 after notice to the partnership of the event, is effective  
7 retroactively to the date of the event for purposes of this  
8 section;

9           (5) On application by a partner, a judicial  
10 determination that:

11           (a) The economic purpose of the partnership is likely  
12 to be unreasonably frustrated;

13           (b) Another partner has engaged in conduct relating to  
14 the partnership business which makes it not reasonably  
15 practicable to carry on the business in partnership with such  
16 partner; or

17           (c) It is not otherwise reasonably practicable to  
18 carry on the partnership business in conformity with the  
19 partnership agreement; or

20           (6) On application by a transferee of a partner's  
21 transferable interest, a judicial determination that it is  
22 equitable to wind up the partnership business:

23           (a) After the expiration of the term or completion of  
24 the undertaking, if the partnership was for a definite term or  
25 particular undertaking at the time of the transfer or entry of  
26 the charging order that gave rise to the transfer; or

27           (b) At any time, if the partnership was a partnership  
28 at will at the time of the transfer or entry of the charging  
29 order that gave rise to the transfer.

30           Section 16. Subsections (2) and (4) of section  
31 620.8805, Florida Statutes, are amended to read:

1           620.8805 Statement of dissolution.--

2           (2) A statement of dissolution cancels a filed  
3 statement of partnership authority for purposes of s.  
4 620.8303(3)~~s. 620.8305(5)~~and is a limitation on authority  
5 for purposes of s. 620.8303(4)~~s. 620.8303(6)~~.

6           (4) After filing and, if appropriate, recording a  
7 statement of dissolution, a dissolved partnership may file  
8 and, if appropriate, record a statement of partnership  
9 authority ~~that~~ ~~which~~ will operate with respect to a person who  
10 is not a partner, as provided in s. 620.8303(3) and (4)~~s.~~  
11 ~~620.8303(5) and (6)~~, in any transaction, whether or not the  
12 transaction is appropriate for winding up the partnership  
13 business.

14           Section 17. Subsection (1) of section 620.8806,  
15 Florida Statutes, is amended to read:

16           620.8806 Partner's liability to other partners after  
17 dissolution.--

18           (1) Except as otherwise provided in subsection (2) and  
19 s. 620.8306, after dissolution, a partner is liable to the  
20 other partners for the partner's share of any partnership  
21 liability incurred under s. 620.8804.

22           Section 18. Subsections (2), (3), and (4) of section  
23 620.8807, Florida Statutes, are amended to read:

24           620.8807 Settlement of accounts and contributions  
25 among partners.--

26           (2) Each partner is entitled to a settlement of all  
27 partnership accounts upon winding up the partnership business.  
28 In settling accounts among the partners, ~~any~~ profits and  
29 losses ~~that~~ ~~which~~ result from the liquidation of the  
30 partnership assets must be credited and charged to the  
31 partners' accounts. The partnership shall make a distribution

1 to a partner in an amount equal to any excess of the credits  
2 over the charges in the partner's account but excluding from  
3 the calculation charges attributable to an obligation for  
4 which the partner is not personally liable under s. 620.8306.

5 A partner shall contribute to the partnership an amount equal  
6 to any excess of the charges over the credits in the partner's  
7 account.

8 (3) If a partner fails to contribute the full amount  
9 required under subsection (2), all of the other partners shall  
10 contribute, in the proportions in which those ~~such~~ partners  
11 share partnership losses, the additional amount necessary to  
12 satisfy the partnership obligations for which they are  
13 personally liable under s. 620.8306. A partner or partner's  
14 legal representative may recover from the other partners any  
15 contributions the partner makes to the extent the amount  
16 contributed exceeds that ~~such~~ partner's share of the  
17 partnership obligations for which the partner is personally  
18 liable under s. 620.8306.

19 (4) After the settlement of accounts, each partner  
20 shall contribute, in the proportion in which the partner  
21 shares partnership losses, the amount necessary to satisfy  
22 partnership obligations that were not known at the time of the  
23 settlement and for which the partner is personally liable  
24 under s. 620.8306.

25 Section 19. Subsection (5) of section 620.8903,  
26 Florida Statutes, is amended to read:

27 620.8903 Conversion of limited partnership to  
28 partnership.--

29 (5) A limited partner who becomes a general partner as  
30 a result of a conversion remains liable only as a limited  
31 partner for an obligation incurred by the limited partnership



1 before the conversion takes effect. Except as otherwise  
2 provided in s. 620.8306(3), the partner is liable as a general  
3 partner for an obligation of the partnership incurred after  
4 the conversion takes effect.

5 Section 20. Subsection (3) of section 620.8906,  
6 Florida Statutes, is amended to read:

7 620.8906 Effect of merger.--

8 (3) A partner of the surviving partnership or limited  
9 partnership is liable for:

10 (a) All obligations of a party to the merger for which  
11 the partner was personally liable before the merger;

12 (b) All other obligations of the surviving entity  
13 incurred before the merger by a party to the merger, but such  
14 obligations may be satisfied only out of property of the  
15 surviving entity; and

16 (c) Except as otherwise provided in s. 620.8306, all  
17 obligations of the surviving entity incurred after the merger  
18 takes effect, but such obligations may be satisfied only out  
19 of property of the surviving entity if the partner is a  
20 limited partner.

21 Section 21. Subsections (5) and (6) of section  
22 620.8907, Florida Statutes, are amended to read:

23 620.8907 Statement of merger.--

24 (5) A filed and, if appropriate, recorded statement of  
25 merger, executed and affirmed ~~declared~~ to be accurate pursuant  
26 to s. 620.8105(6) ~~s. 620.8105(3)~~, stating the name of a  
27 partnership or limited partnership that is a party to the  
28 merger in whose name property was held before the merger and  
29 the name of the surviving entity, but not containing all of  
30 the other information required by subsection (2), operates

31

1 with respect to the partnerships or limited partnerships named  
2 to the extent provided in subsection (4).

3 ~~(6) A filed and, if appropriate, recorded statement of~~  
4 ~~merger, executed and declared to be accurate pursuant to s.~~  
5 ~~620.8105(3), stating the name of a partnership or limited~~  
6 ~~partnership that is a party to the merger in whose name~~  
7 ~~property was held before the merger and the name of the~~  
8 ~~surviving entity, but not containing all of the other~~  
9 ~~information required by subsection (2), operates with respect~~  
10 ~~to the partnerships or limited partnerships named to the~~  
11 ~~extent provided in subsections (4) and (5).~~

12 Section 22. Section 620.9001, Florida Statutes, is  
13 created to read:

14 620.9001 Statement of qualification.--

15 (1) A partnership may become a limited liability  
16 partnership pursuant to this section.

17 (2) The terms and conditions on which a partnership  
18 becomes a limited liability partnership must be approved by  
19 the vote necessary to amend the partnership agreement except,  
20 in the case of a partnership agreement that expressly  
21 considers contribution obligations, the vote necessary to  
22 amend those provisions.

23 (3) After the approval required by subsection (2), a  
24 partnership may become a limited liability partnership by  
25 filing a statement of qualification. The statement must  
26 contain:

27 (a) The name of the partnership as identified in the  
28 records of the Department of State;

29 (b) The street address of the partnership's chief  
30 executive office and, if different, the street address of its  
31 principal office in this state, if there is one;

1       (c) The name and street address of the partnership's  
2 agent for service of process, who must be an individual  
3 resident of this state or other person authorized to do  
4 business in this state;

5       (d) A statement that the partnership elects to be a  
6 limited liability partnership; and

7       (e) A deferred effective date, if any.

8       (4) The status of a partnership as a limited liability  
9 partnership is effective on the later of the filing of the  
10 statement or a date specified in the statement. The status  
11 remains effective, regardless of changes in the partnership,  
12 until it is canceled pursuant to s. 620.8105 (7) or revoked  
13 pursuant to s. 620.9003.

14       (5) The status of a partnership as a limited liability  
15 partnership and the liability of its partners are not affected  
16 by errors or later changes in the information required to be  
17 contained in the statement of qualification under subsection  
18 (3).

19       (6) The filing of a statement of qualification  
20 establishes that a partnership has satisfied all conditions  
21 precedent to the qualification of the partnership as a limited  
22 liability partnership.

23       (7) An amendment or cancellation of a statement of  
24 qualification is effective when it is filed or on a deferred  
25 effective date specified in the amendment or cancellation.

26       Section 23. Section 620.9002, Florida Statutes, is  
27 created to read:

28       620.9002 Name.--The name of a limited liability  
29 partnership must end with "Registered Limited Liability  
30 Partnership," "Limited Liability Partnership," "R.L.L.P.,"  
31 "L.L.P.," "RLLP," or "LLP."

1           Section 24. Section 620.9003, Florida Statutes, is  
2 created to read:

3           620.9003 Annual Report.--

4           (1) A limited liability partnership, and a foreign  
5 limited liability partnership authorized to transact business  
6 in this state, shall file an annual report in the office of  
7 the Secretary of State which contains:

8           (a) The name of the limited liability partnership and  
9 the state or other jurisdiction under whose laws the foreign  
10 limited liability partnership is formed;

11           (b) The current street address of the partnership's  
12 chief executive office and, if different, the current street  
13 address of its principal office in this state, if there is  
14 one;

15           (c) The partnership's Federal Employer Identification  
16 Number, if any, or, if none, whether one has been applied for;  
17 and

18           (d) The name and street address of the partnership's  
19 current agent for service of process, who must be an  
20 individual resident of this state or other person authorized  
21 to do business in this state.

22           (2) An annual report must be filed between January 1  
23 and May 1 of each year following the calendar year in which a  
24 partnership files a statement of qualification or a foreign  
25 partnership becomes authorized to transact business in this  
26 state.

27           (3) The Secretary of State may administratively revoke  
28 the statement of qualification of a partnership that fails to  
29 file an annual report when due or to pay the required filing  
30 fee. The Secretary of State shall provide the partnership at  
31 least 60 days' written notice of intent to revoke the

1 statement. The notice is effective 5 days after it is  
2 deposited in the United States mail addressed to the  
3 partnership at its chief executive office set forth in the  
4 last filed statement of qualification or annual report. The  
5 notice must specify the annual report that has not been filed,  
6 the fee that has not been paid, and the date on or after which  
7 the revocation will become effective. The revocation is not  
8 effective if the annual report is filed and the fee is paid  
9 before the effective date of the revocation.

10 (4) A revocation under subsection (3) affects only a  
11 partnership's status as a limited liability partnership and is  
12 not an event of dissolution of the partnership.

13 (5) A partnership whose statement of qualification has  
14 been administratively revoked may apply to the Secretary of  
15 State for reinstatement within 2 years after the effective  
16 date of the revocation. The application must state:

17 (a) The name of the partnership and the effective date  
18 of the revocation; and

19 (b) That the ground for revocation either did not  
20 exist or has been corrected.

21 (6) A reinstatement under subsection (5) relates back  
22 to and takes effect as of the effective date of the  
23 revocation, and the partnership's status as a limited  
24 liability partnership continues as if the revocation had never  
25 occurred.

26 Section 25. Section 620.9101, Florida Statutes, is  
27 created to read:

28 620.9101 Law governing foreign limited liability  
29 partnership.--

30 (1) The law under which a foreign limited liability  
31 partnership is formed governs relations among the partners and

1 between the partners and the partnership and the liability of  
2 partners for obligations of the partnership.

3 (2) A foreign limited liability partnership may not be  
4 denied a statement of foreign qualification by reason of any  
5 difference between the laws under which the partnership was  
6 formed and the laws of this state.

7 (3) A statement of foreign qualification does not  
8 authorize a foreign limited liability partnership to engage in  
9 any business or exercise any power that a partnership may not  
10 engage in or exercise in this state as a limited liability  
11 partnership.

12 Section 26. Section 620.9102, Florida Statutes, is  
13 created to read:

14 620.9102 Statement of foreign qualification.--

15 (1) Before transacting business in this state, a  
16 foreign limited liability partnership must comply with the  
17 requirements of s. 620.8105 and file a statement of foreign  
18 qualification. The statement must contain:

19 (a) The name of the foreign limited liability  
20 partnership which satisfies the requirements of the state or  
21 other jurisdiction under whose law it is formed and ends with  
22 "Registered Limited Liability Partnership," "Limited Liability  
23 Partnership," "R.L.L.P.," "L.L.P.," "RLLP," or "LLP";

24 (b) The street address of the partnership's chief  
25 executive office and, if different, the street address of its  
26 principal office in this state, if there is one;

27 (c) The name and street address of the partnership's  
28 agent for service of process who must be an individual  
29 resident of this state or other person authorized to do  
30 business in this state; and

31 (d) A deferred effective date, if any.

1       (2) The status of a partnership as a foreign limited  
2 liability partnership is effective on the later of the filing  
3 of the statement of foreign qualification or a date specified  
4 in the statement. The status remains effective, regardless of  
5 changes in the partnership, until it is canceled pursuant to  
6 s. 620.8105(7) or revoked pursuant to s. 620.9003.

7       (3) An amendment or cancellation of a statement of  
8 foreign qualification is effective when it is filed or on a  
9 deferred effective date specified in the amendment or  
10 cancellation.

11       Section 27. Section 620.9103, Florida Statutes, is  
12 created to read:

13       620.9103 Effect of failure to qualify.--

14       (1) A foreign limited liability partnership  
15 transacting business in this state may not maintain an action  
16 or proceeding in this state unless it has in effect a  
17 statement of foreign qualification.

18       (2) The failure of a foreign limited liability  
19 partnership to have in effect a statement of foreign  
20 qualification does not impair the validity of a contract or  
21 act of the foreign limited liability partnership or preclude  
22 it from defending an action or proceeding in this state.

23       (3) Limitations on personal liability of partners are  
24 not waived solely by transacting business in this state  
25 without a statement of foreign qualification.

26       (4) If a foreign limited liability partnership  
27 transacts business in this state without a statement of  
28 foreign qualification, the Secretary of State may accept  
29 substituted service of process, pursuant to the provisions of  
30 s. 48.181 with respect to actions arising out of the  
31 transaction of business in this state.

1           Section 28. Section 620.9104, Florida Statutes, is  
2 created to read:

3           620.9104 Activities not constituting transacting  
4 business.--

5           (1) Activities of a foreign limited liability  
6 partnership which do not constitute transacting business  
7 within the meaning of ss. 620.9101-620.9105 include:

8           (a) Maintaining, defending, or settling an action or  
9 proceeding;

10           (b) Holding meetings of its partners or carrying on  
11 any other activity concerning its internal affairs;

12           (c) Maintaining bank accounts;

13           (d) Maintaining offices or agencies for the transfer,  
14 exchange, and registration of the partnership's own securities  
15 or maintaining trustees or depositories with respect to those  
16 securities;

17           (e) Selling through independent contractors;

18           (f) Soliciting or obtaining orders, whether by mail or  
19 through employees or agents or otherwise, if the orders  
20 require acceptance outside this state before they become  
21 contracts;

22           (g) Creating or acquiring indebtedness, mortgages, or  
23 security interests in real or personal property;

24           (h) Securing or collecting debts or foreclosing  
25 mortgages or other security interests in property securing the  
26 debts, and holding, protecting, and maintaining property so  
27 acquired;

28           (i) Conducting an isolated transaction that is  
29 completed within 30 days and is not one in the course of  
30 similar transactions of like nature; and

31           (j) Transacting business in interstate commerce.



1           (2) For purposes of this act, the ownership in this  
2 state of income-producing real property or tangible personal  
3 property, other than property excluded under subsection (1),  
4 constitutes transacting business in this state.

5           (3) This section does not apply in determining the  
6 contacts or activities that may subject a foreign limited  
7 liability partnership to service of process, taxation, or  
8 regulation under any other law of this state.

9           Section 29. Section 620.9105, Florida Statutes, is  
10 created to read:

11           620.9105 Action by Attorney General.--The Attorney  
12 General may maintain an action to restrain a foreign limited  
13 liability partnership from transacting business in this state  
14 in violation of ss. 620.9101-620.9104.

15           Section 30. Section 620.187, Florida Statutes, is  
16 created to read:

17           620.187 Limited liability limited partnership.--

18           (1) A limited partnership may become a limited  
19 liability limited partnership by:

20           (a) Obtaining the approval of the terms and conditions  
21 of the limited partnership becoming a limited liability  
22 limited partnership by the vote necessary to amend the limited  
23 partnership agreement; however, in the case of a limited  
24 partnership agreement that expressly considers contribution  
25 obligations, the vote required is the vote necessary to amend  
26 those provisions;

27           (b) Filing a statement of qualification under s.  
28 620.9001(3) of the Revised Uniform Partnership Act of 1995;  
29 and

30           (c) Complying with the name requirements of s.  
31 620.9002 of the Revised Uniform Partnership Act of 1995.

1           (2) A limited liability limited partnership continues  
2 to be the same entity that existed before the filing of a  
3 statement of qualification under s. 620.9001(3) of the Revised  
4 Uniform Partnership Act of 1995.

5           (3) Sections 620.8306(3) and 620.8307(6) of the  
6 Revised Uniform Partnership Act of 1995 apply to both general  
7 and limited partners of a limited liability limited  
8 partnership.

9           Section 31. Subsections (7) and (14) of section  
10 865.09, Florida Statutes, are amended to read:

11           865.09 Fictitious name registration.--

12           (7) EXEMPTIONS.--A business formed by an attorney  
13 actively licensed to practice law in this state, or by a  
14 person actively licensed by the Department of Business and  
15 Professional Regulation, for the purpose of practicing his or  
16 her licensed profession, or by any corporation, partnership,  
17 or other commercial entity that is actively organized or  
18 registered with the Department of State is not required to  
19 register its name pursuant to this section, unless the name  
20 under which business is to be conducted differs from the name  
21 as licensed or registered need not be registered under this  
22 section, notwithstanding that it transacts business ancillary  
23 to the practice of such profession.

24           (14) PROHIBITION.--A fictitious name registered as  
25 provided in this section may not contain the words  
26 "Corporation" or "Incorporated," or the abbreviations "Corp."  
27 or "Inc.," unless the person or business for which the name is  
28 registered is incorporated or has obtained a certificate of  
29 authority to transact business in this state pursuant to  
30 chapter 607 or chapter 617. ~~However, a business incorporated~~  
31 ~~or authorized under chapter 607 or chapter 617 is not required~~

1 ~~to register the corporate name pursuant to this section unless~~  
2 ~~the name that the corporation intends to conduct business~~  
3 ~~under differs from the corporation's name as stated in its~~  
4 ~~articles of incorporation.~~

5 Section 32. Section 620.90, Florida Statutes, is  
6 transferred and redesignated as section 620.9901, Florida  
7 Statutes.

8 Section 33. Section 620.91, Florida Statutes, is  
9 transferred and redesignated as section 620.9902, Florida  
10 Statutes.

11 Section 34. Sections 620.78, 620.781, 620.782,  
12 620.783, 620.784, 620.7851, 620.786, 620.787, 620.788,  
13 620.7885, 620.7887 and 620.789, Florida Statutes, are  
14 repealed.

15 Section 35. This act shall take effect upon becoming a  
16 law.

17  
18 \*\*\*\*\*

19 SENATE SUMMARY

20 Revises various sections of the Revised Uniform  
21 Partnership Act. Adopts the model act provisions of the  
22 limited liability partnership act into the Revised  
23 Uniform Partnership Act. Repeals the sections of Part  
24 III, chapter 620, Florida Statutes, relating to  
25 registered limited liability partnerships.  
26  
27  
28  
29  
30  
31