

By Senator Silver

38-579A-99

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, 620.8904, 620.8906, 620.8907, F.S.;
13 conforming statutory cross-references;
14 providing for registration requirements;
15 providing document filing fees; providing for
16 governing law; providing for partners'
17 liability; providing for actions for and
18 against partners; providing for purchase of
19 dissociated interests; providing for settlement
20 and contribution; providing for conversions;
21 providing for the effect of merger; creating
22 ss. 620.9001, 620.9002, 620.9003, 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, 620.7851, 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 under
5 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)~~s.~~
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)~~(f)~~ Statement of merger for each party thereto:
15 \$25.

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

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

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

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

23 (n)~~(k)~~ 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 were 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) Within 90 days after a partner's dissociation by
21 death or otherwise under s. 620.8601(6)-(10) or wrongful
22 dissociation under s. 620.8602(2), the express will of at
23 least half of the remaining partners to wind up the
24 partnership business, for which purpose a partner's rightful
25 dissociation pursuant to s. 620.8602(2)(b)1. constitutes the
26 expression of that partner's will to wind up the partnership
27 business;~~The expiration of 90 days after a partner's~~
28 ~~dissociation by death or otherwise under s. 620.8601(6)-(10)~~
29 ~~or by wrongful dissociation under s. 620.8602(2), unless~~
30 ~~before that time a majority in interest of the remaining~~
31 ~~partners, including partners who have rightfully dissociated~~

1 ~~pursuant to s. 620.8602(2)(b)1., agree to continue the~~
2 ~~partnership;~~

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

5 (c) The expiration of the term or the completion of
6 the undertaking;

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

9 (4) An event which makes it unlawful for all or
10 substantially all of the business of the partnership to be
11 continued, provided, a cure of the illegality, within 90 days
12 after notice to the partnership of the event, is effective
13 retroactively to the date of the event for purposes of this
14 section;

15 (5) On application by a partner, a judicial
16 determination that:

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

19 (b) Another partner has engaged in conduct relating to
20 the partnership business which makes it not reasonably
21 practicable to carry on the business in partnership with such
22 partner; or

23 (c) It is not otherwise reasonably practicable to
24 carry on the partnership business in conformity with the
25 partnership agreement; or

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

29 (a) After the expiration of the term or completion of
30 the undertaking, if the partnership was for a definite term or
31

1 particular undertaking at the time of the transfer or entry of
2 the charging order that gave rise to the transfer; or

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

6 Section 16. Subsections (2) and (4) of section
7 620.8805, Florida Statutes, are amended to read:

8 620.8805 Statement of dissolution.--

9 (2) A statement of dissolution cancels a filed
10 statement of partnership authority for purposes of s.
11 620.8303(3)~~s. 620.8305(5)~~ and is a limitation on authority
12 for purposes of s. 620.8303(4)~~s. 620.8303(6)~~.

13 (4) After filing and, if appropriate, recording a
14 statement of dissolution, a dissolved partnership may file
15 and, if appropriate, record a statement of partnership
16 authority ~~that~~ which will operate with respect to a person who
17 is not a partner, as provided in s. 620.8303(3) and (4)~~s.~~
18 ~~620.8303(5) and (6)~~, in any transaction, whether or not the
19 transaction is appropriate for winding up the partnership
20 business.

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

23 620.8806 Partner's liability to other partners after
24 dissolution.--

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

29 Section 18. Subsections (2), (3), and (4) of section
30 620.8807, Florida Statutes, are amended to read:

31

1 620.8807 Settlement of accounts and contributions
2 among partners.--

3 (2) Each partner is entitled to a settlement of all
4 partnership accounts upon winding up the partnership business.
5 In settling accounts among the partners, ~~any~~ profits and
6 losses that ~~which~~ result from the liquidation of the
7 partnership assets must be credited and charged to the
8 partners' accounts. The partnership shall make a distribution
9 to a partner in an amount equal to any excess of the credits
10 over the charges in the partner's account but excluding from
11 the calculation charges attributable to an obligation for
12 which the partner is not personally liable under s. 620.8306.

13 A partner shall contribute to the partnership an amount equal
14 to any excess of the charges over the credits in the partner's
15 account.

16 (3) If a partner fails to contribute the full amount
17 required under subsection (2), all of the other partners shall
18 contribute, in the proportions in which those ~~such~~ partners
19 share partnership losses, the additional amount necessary to
20 satisfy the partnership obligations for which they are
21 personally liable under s. 620.8306. A partner or partner's
22 legal representative may recover from the other partners any
23 contributions the partner makes to the extent the amount
24 contributed exceeds that ~~such~~ partner's share of the
25 partnership obligations for which the partner is personally
26 liable under s. 620.8306.

27 (4) After the settlement of accounts, each partner
28 shall contribute, in the proportion in which the partner
29 shares partnership losses, the amount necessary to satisfy
30 partnership obligations that were not known at the time of the
31

1 settlement and for which the partner is personally liable
2 under s. 620.8306.

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

5 620.8903 Conversion of limited partnership to
6 partnership.--

7 (5) A limited partner who becomes a general partner as
8 a result of a conversion remains liable only as a limited
9 partner for an obligation incurred by the limited partnership
10 before the conversion takes effect. Except as otherwise
11 provided in s. 620.8306(3),the partner is liable as a general
12 partner for an obligation of the partnership incurred after
13 the conversion takes effect.

14 Section 20. Subsection (1) of section 620.8904,
15 Florida Statutes, is amended to read:

16 620.8904 Effect of conversion; entity unchanged.--

17 (1) A partnership or limited partnership that has been
18 converted pursuant to s. 620.8902 or s. ~~620.8908~~ 620.8903 is
19 for all purposes the same entity that existed before the
20 conversion.

21 Section 21. Subsection (3) of section 620.8906,
22 Florida Statutes, is amended to read:

23 620.8906 Effect of merger.--

24 (3) A partner of the surviving partnership or limited
25 partnership is liable for:

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

28 (b) All other obligations of the surviving entity
29 incurred before the merger by a party to the merger, but such
30 obligations may be satisfied only out of property of the
31 surviving entity; and

1 (c) Except as otherwise provided in s. 620.8306, all
2 obligations of the surviving entity incurred after the merger
3 takes effect, but such obligations may be satisfied only out
4 of property of the surviving entity if the partner is a
5 limited partner.

6 Section 22. Subsections (5) and (6) of section
7 620.8907, Florida Statutes, are amended to read:

8 620.8907 Statement of merger.--

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

18 ~~(6) A filed and, if appropriate, recorded statement of~~
19 ~~merger, executed and declared to be accurate pursuant to s.~~
20 ~~620.8105(3), stating the name of a partnership or limited~~
21 ~~partnership that is a party to the merger in whose name~~
22 ~~property was held before the merger and the name of the~~
23 ~~surviving entity, but not containing all of the other~~
24 ~~information required by subsection (2), operates with respect~~
25 ~~to the partnerships or limited partnerships named to the~~
26 ~~extent provided in subsections (4) and (5).~~

27 Section 23. Section 620.9001, Florida Statutes, is
28 created to read:

29 620.9001 Statement of qualification.--

30 (1) A partnership may become a limited liability
31 partnership pursuant to this section.

1 (2) The terms and conditions on which a partnership
2 becomes a limited liability partnership must be approved by
3 the vote necessary to amend the partnership agreement except,
4 in the case of a partnership agreement that expressly
5 considers contribution obligations, the vote necessary to
6 amend those provisions.

7 (3) After the approval required by subsection (2), a
8 partnership may become a limited liability partnership by
9 filing a statement of qualification. The statement must
10 contain:

11 (a) The name of the partnership as identified in the
12 records of the Department of State;

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

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

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

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

23 (4) The status of a partnership as a limited liability
24 partnership is effective on the later of the filing of the
25 statement or a date specified in the statement. The status
26 remains effective, regardless of changes in the partnership,
27 until it is canceled pursuant to s. 620.8105 (7) or revoked
28 pursuant to s. 620.9003.

29 (5) The status of a partnership as a limited liability
30 partnership and the liability of its partners are not affected
31 by errors or later changes in the information required to be

1 contained in the statement of qualification under subsection
2 (3).

3 (6) The filing of a statement of qualification
4 establishes that a partnership has satisfied all conditions
5 precedent to the qualification of the partnership as a limited
6 liability partnership.

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

10 Section 24. Section 620.9002, Florida Statutes, is
11 created to read:

12 620.9002 Name.--The name of a limited liability
13 partnership must end with "Registered Limited Liability
14 Partnership," "Limited Liability Partnership," "R.L.L.P.,"
15 "L.L.P.," "RLLP," or "LLP."

16 Section 25. Section 620.9003, Florida Statutes, is
17 created to read:

18 620.9003 Annual Report.--

19 (1) A limited liability partnership, and a foreign
20 limited liability partnership authorized to transact business
21 in this state, shall file an annual report in the office of
22 the Secretary of State which contains:

23 (a) The name of the limited liability partnership and
24 the state or other jurisdiction under whose laws the foreign
25 limited liability partnership is formed;

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

30
31

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

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

8 (2) An annual report must be filed between January 1
9 and May 1 of each year following the calendar year in which a
10 partnership files a statement of qualification or a foreign
11 partnership becomes authorized to transact business in this
12 state.

13 (3) The Secretary of State may administratively revoke
14 the statement of qualification of a partnership that fails to
15 file an annual report when due or to pay the required filing
16 fee. The Secretary of State shall provide the partnership at
17 least 60 days' written notice of intent to revoke the
18 statement. The notice is effective 5 days after it is
19 deposited in the United States mail addressed to the
20 partnership at its chief executive office set forth in the
21 last filed statement of qualification or annual report. The
22 notice must specify the annual report that has not been filed,
23 the fee that has not been paid, and the date on or after which
24 the revocation will become effective. The revocation is not
25 effective if the annual report is filed and the fee is paid
26 before the effective date of the revocation.

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

30 (5) A partnership whose statement of qualification has
31 been administratively revoked may apply to the Secretary of

1 State for reinstatement within 2 years after the effective
2 date of the revocation. The application must state:

3 (a) The name of the partnership and the effective date
4 of the revocation; and

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

7 (6) A reinstatement under subsection (5) relates back
8 to and takes effect as of the effective date of the
9 revocation, and the partnership's status as a limited
10 liability partnership continues as if the revocation had never
11 occurred.

12 Section 26. Section 620.9101, Florida Statutes, is
13 created to read:

14 620.9101 Law governing foreign limited liability
15 partnership.--

16 (1) The law under which a foreign limited liability
17 partnership is formed governs relations among the partners and
18 between the partners and the partnership and the liability of
19 partners for obligations of the partnership.

20 (2) A foreign limited liability partnership may not be
21 denied a statement of foreign qualification by reason of any
22 difference between the laws under which the partnership was
23 formed and the laws of this state.

24 (3) A statement of foreign qualification does not
25 authorize a foreign limited liability partnership to engage in
26 any business or exercise any power that a partnership may not
27 engage in or exercise in this state as a limited liability
28 partnership.

29 Section 27. Section 620.9102, Florida Statutes, is
30 created to read:

31 620.9102 Statement of foreign qualification.--

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

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

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

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

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

18 (2) The status of a partnership as a foreign limited
19 liability partnership is effective on the later of the filing
20 of the statement of foreign qualification or a date specified
21 in the statement. The status remains effective, regardless of
22 changes in the partnership, until it is canceled pursuant to
23 s. 620.8105(7) or revoked pursuant to s. 620.9003.

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

28 Section 28. Section 620.9103, Florida Statutes, is
29 created to read:

30 620.9103 Effect of failure to qualify.--
31

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

5 (2) The failure of a foreign limited liability
6 partnership to have in effect a statement of foreign
7 qualification does not impair the validity of a contract or
8 act of the foreign limited liability partnership or preclude
9 it from defending an action or proceeding in this state.

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

13 (4) If a foreign limited liability partnership
14 transacts business in this state without a statement of
15 foreign qualification, the Secretary of State may accept
16 substituted service of process, pursuant to the provisions of
17 s. 48.181 with respect to actions arising out of the
18 transaction of business in this state.

19 Section 29. Section 620.9104, Florida Statutes, is
20 created to read:

21 620.9104 Activities not constituting transacting
22 business.--

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

26 (a) Maintaining, defending, or settling an action or
27 proceeding;

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

30 (c) Maintaining bank accounts;

31

1 (d) Maintaining offices or agencies for the transfer,
2 exchange, and registration of the partnership's own securities
3 or maintaining trustees or depositories with respect to those
4 securities;

5 (e) Selling through independent contractors;

6 (f) Soliciting or obtaining orders, whether by mail or
7 through employees or agents or otherwise, if the orders
8 require acceptance outside this state before they become
9 contracts;

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

12 (h) Securing or collecting debts or foreclosing
13 mortgages or other security interests in property securing the
14 debts, and holding, protecting, and maintaining property so
15 acquired;

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

19 (j) Transacting business in interstate commerce.

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

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

28 Section 30. Section 620.9105, Florida Statutes, is
29 created to read:

30 620.9105 Action by Attorney General.--The Attorney
31 General may maintain an action to restrain a foreign limited

1 liability partnership from transacting business in this state
2 in violation of ss. 620.9101-620.9104.

3 Section 31. Section 620.187, Florida Statutes, is
4 created to read:

5 620.187 Limited liability limited partnership.--

6 (1) A limited partnership may become a limited
7 liability limited partnership by:

8 (a) Obtaining the approval of the terms and conditions
9 of the limited partnership becoming a limited liability
10 limited partnership by the vote necessary to amend the limited
11 partnership agreement; however, in the case of a limited
12 partnership agreement that expressly considers contribution
13 obligations, the vote required is the vote necessary to amend
14 those provisions;

15 (b) Filing a statement of qualification under s.
16 620.9001(3) of the Revised Uniform Partnership Act of 1995;
17 and

18 (c) Complying with the name requirements of s.
19 620.9002 of the Revised Uniform Partnership Act of 1995.

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

24 (3) Sections 620.8306(3) and 620.8307(2) of the
25 Revised Uniform Partnership Act of 1995 apply to both general
26 and limited partners of a limited liability limited
27 partnership.

28 Section 32. Subsections (7) and (14) of section
29 865.09, Florida Statutes, 1998 Supplement, are amended to
30 read:

31 865.09 Fictitious name registration.--

1 (7) EXEMPTIONS.--A business formed by an attorney
2 actively licensed to practice law in this state, or by a
3 person licensed by the Department of Business and Professional
4 Regulation or the Department of Health, for the purpose of
5 practicing his or her licensed profession, or by any
6 corporation, partnership, or other commercial entity that is
7 actively organized or registered with the Department of State
8 is not required to register its name pursuant to this section,
9 unless the name under which the business is to be conducted
10 differs from the name as licensed or registered.~~need not be~~
11 ~~registered under this section, notwithstanding that it~~
12 ~~transacts business ancillary to the practice of such~~
13 ~~profession.~~

14 (14) PROHIBITION.--A fictitious name registered as
15 provided in this section may not contain the words
16 "Corporation" or "Incorporated," or the abbreviations "Corp."
17 or "Inc.," unless the person or business for which the name is
18 registered is incorporated or has obtained a certificate of
19 authority to transact business in this state pursuant to
20 chapter 607 or chapter 617. ~~However, a business incorporated~~
21 ~~or authorized under chapter 607 or chapter 617 is not required~~
22 ~~to register the corporate name pursuant to this section unless~~
23 ~~the name that the corporation intends to conduct business~~
24 ~~under differs from the corporation's name as stated in its~~
25 ~~articles of incorporation.~~

26 Section 33. Section 620.90, Florida Statutes, is
27 transferred and redesignated as section 620.9901, Florida
28 Statutes.

29 Section 34. Section 620.91, Florida Statutes, is
30 transferred and redesignated as section 620.9902, Florida
31 Statutes.

