

By the Committee on Judiciary and Representative Ritter

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, and 620.8907,
13 F.S.; 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, and
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; providing for continuation of
6 status of certain registered limited liability
7 partnerships; redesignating s. 620.90, F.S., as
8 s. 620.9901, F.S., relating to applicability;
9 redesignating s. 620.91, F.S., as s. 620.9902,
10 F.S., relating to a saving clause; repealing
11 ss. 620.78, 620.781, 620.782, 620.783, 620.784,
12 620.7851, 620.786, 620.787, 620.788, 620.7885,
13 620.7887, and 620.789, F.S., relating to
14 registered limited liability partnerships;
15 providing an effective date.

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

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

21 620.8101 Definitions.--As used ~~provided~~ in this act,
22 the term:

23 (1) "Act" means the Revised Uniform Partnership Act of
24 1995, consisting of ss. 620.81001-620.9902 ~~620.81001-620.8908~~.

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

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

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

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 registered
11 limited liability partnership registered under ss.
12 620.78-620.789 immediately prior to the effective date of this
13 act or a partnership that has filed a statement of
14 qualification under s. 620.9001 and has not filed a similar
15 statement in any other jurisdiction.

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

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

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

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

1 ~~(11)(9)~~ "Person" means an individual, corporation,
2 business trust, estate, trust, partnership, limited
3 partnership, association, joint venture, limited liability
4 company, government, governmental subdivision, agency, or
5 instrumentality, or any other legal or commercial entity.

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

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

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

16 ~~(15)(13)~~ "Statement" means a statement of partnership
17 authority under s. 620.8303, a statement of denial under s.
18 620.8304, a statement of dissociation under s. 620.8704, a
19 statement of dissolution under s. 620.8805, a statement of
20 merger under s. 620.8907, a statement of qualification under
21 s. 620.9001, a statement of foreign qualification under s.
22 620.9102, or an amendment or cancellation of any of the
23 foregoing.

24 ~~(16)(14)~~ "Transfer" includes an assignment,
25 conveyance, lease, mortgage, deed, or encumbrance.

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

28 620.8103 Effect of partnership agreement; nonwaivable
29 provisions.--

30 (2) The partnership agreement may not:
31

1 (a)~~1~~. Vary the rights and duties under s. 620.8105
2 except to eliminate the duty to provide copies of statements
3 to all of the partners;
4 **(b)** Vary the law applicable to a limited liability
5 partnership under s. 620.8106(2);
6 (c)~~2~~. Unreasonably restrict the right of access to
7 books and records under s. 620.8403(2) or to information under
8 s. 620.8403(3);~~and (3); or~~
9 (d)~~3~~. Eliminate the duty of loyalty under s.
10 620.8404(2) or s. 620.8603(2)(c), but:
11 1. The partnership agreement may identify specific
12 types or categories of activities that do not violate the duty
13 of loyalty, if not manifestly unreasonable; ~~or~~
14 2. All of the partners or a number or percentage
15 specified in the partnership agreement may authorize or
16 ratify, after full disclosure of all material facts, a
17 specific act or transaction that otherwise would violate the
18 duty of loyalty;
19 (e)~~(b)~~ Unreasonably reduce the duty of care under s.
20 620.8404(3) or s. 620.8603(2)(c);
21 (f)~~(c)~~ Eliminate the obligation of good faith and fair
22 dealing under s. 620.8404(4), but the partnership agreement
23 may prescribe the standards by which the performance of the
24 obligation is to be measured if the standards are not
25 manifestly unreasonable;
26 (g)~~(d)~~ Vary the power to dissociate as a partner under
27 s. 620.8602(1), except to require the notice under s.
28 620.8601(1) to be in writing;
29 (h)~~(e)~~ Vary the right of a court to expel a partner
30 under the events specified in s. 620.8601(5);
31

1 (i)~~(f)~~ Vary the requirement to wind up the partnership
2 business in cases specified in s. 620.8801(4), (5), or (6)
3 ~~620.8601(4), (5), or (6);~~

4 (j)~~(g)~~ Change the notice provisions contained in s.
5 620.8902(6) or s. 620.8905(6); or

6 (k)~~(h)~~ Restrict rights of third parties under this
7 act.

8 Section 3. Subsections (1), (4), (5), and (7) of
9 section 620.8105, Florida Statutes, are amended to read:
10 620.8105 Execution, filing, and recording of
11 partnership registration and other statements.--

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

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

20 (b) The street address of the chief executive office
21 of the partnership and the street address of the principal
22 office of the partnership in this state, if there is one.

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

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

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

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

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

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

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

27 (a) Identifies the partnership and the statement being
28 amended or canceled; and

29 (b) States the substance of what is being amended or
30 canceled.

31

1 Section 4. Subsection (1) of section 620.81055,
2 Florida Statutes, 1998 Supplement, is amended to read:
3 620.81055 Fees for filing documents and issuing
4 certificates; powers of the Department of State.--

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

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

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

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

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

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

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

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

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

16 (i)(f) Statement of merger for each party thereto:
17 \$25.

18 (j)(g) Amendment to any statement or registration:
19 \$25.

20 (k)(h) Cancellation of any statement or registration:
21 \$25.

22 (l)(i) Certified copy of any recording or part
23 thereof: \$52.50.

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

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

27 Section 5. Section 620.8106, Florida Statutes, is
28 amended to read:

29 620.8106 Governing law ~~governing internal relations~~.--

30 (1) Except as otherwise provided in subsection (2),
31 the law of the jurisdiction in which a partnership has its

1 chief executive office governs relations among partners and
2 between the partners and a partnership.

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

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

9 620.8201 Partnership as entity.--

10 (1) A partnership is an entity distinct from its
11 partners.

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

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

17 620.8303 Statement of partnership authority.--

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

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

26 620.8304 Statement of denial.--

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

29 Section 9. Section 620.8306, Florida Statutes, is
30 amended to read:

31 620.8306 Partner's liability.--

1 (1) Except as otherwise provided in subsections (2)
2 and (3)~~subsection (2)~~, all partners are liable jointly and
3 severally for all obligations of the partnership unless
4 otherwise agreed by a claimant or provided by law.

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

9 (3) An obligation of a partnership incurred while the
10 partnership is a limited liability partnership, whether
11 arising in contract, tort, or otherwise, is solely the
12 obligation of the partnership. A partner is not personally
13 liable, directly or indirectly, by way of contribution or
14 otherwise, for such an obligation solely by reason of being or
15 so acting as a partner. This subsection applies
16 notwithstanding anything inconsistent in the partnership
17 agreement that existed immediately before the vote required to
18 become a limited liability partnership under s. 620.9001(2).
19 Notwithstanding the provisions of this subsection, a limited
20 liability partnership, in existence immediately prior to the
21 effective date of this act, shall not enjoy the protection
22 from liability of its partners, arising from a written
23 contractual obligation of the limited liability partnership,
24 unless and until such limited liability partnership files a
25 statement of qualification under s. 620.9001. Such statement
26 of qualification may be filed any time after this act becomes
27 a law, whether before or after the effective date of this act.
28 Once such statement of qualification is filed, the limited
29 liability partnership shall enjoy the full protections of this
30 subsection.

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

3 620.8307 Actions by and against partnership and
4 partners.--

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

8 (4) A judgment creditor of a partner may perfect a
9 judgment lien but may not proceed against or otherwise levy or
10 execute against the assets of the partner to satisfy a
11 judgment arising from a partnership obligation or liability
12 unless the partner is personally liable for the claim under s.
13 620.8306 and:

14 (a) A judgment based on the same claim has been
15 obtained against the partnership and a writ of execution on
16 the judgment has been returned unsatisfied in whole or in
17 part;

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

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

21 (d) A court grants permission to the judgment creditor
22 to proceed against or otherwise levy or execute against the
23 assets of a partner based on a finding that partnership assets
24 subject to execution are clearly insufficient to satisfy the
25 judgment, that exhaustion of partnership assets is excessively
26 burdensome, or that the grant of permission is an appropriate
27 exercise of the court's equitable powers; or

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

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

1 620.8701 Purchase of dissociated partner's interest.--
2 (2) The buyout price of a dissociated partner's
3 interest is the amount that would have been distributable to
4 the dissociating partner under s. 620.8807(2) if, on the date
5 of dissociation, the assets of the partnership were sold at a
6 price equal to the greater of the liquidation value of the
7 assets or the value of the assets based upon a sale of the
8 entire business as a going concern without ~~having~~ the
9 dissociated partner and the partnership were wound ~~wind~~ up as
10 of such date. Interest must be paid from the date of
11 dissociation to the date of payment.

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

14 620.8702 Dissociated partner's power to bind and
15 liability to partnership.--

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

23 (a) Reasonably believed that the dissociated partner
24 was then a partner;

25 (b) Did not have notice of the partner's dissociation;
26 and

27 (c) Is not deemed to have had knowledge under s.
28 620.8303(4)~~620.8303(5)~~ or notice under s. 620.8704(4).

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

31

1 620.8703 Dissociated partner's liability to other
2 persons.--
3 (2) A partner who dissociates without resulting in a
4 dissolution and winding up of the partnership business is
5 liable as a partner to any other party to a transaction
6 entered into by the partnership, or a surviving partnership
7 under ss. 620.8901-620.8908, within 1 year after the partner's
8 dissociation only if the partner is liable for the obligation
9 under s. 620.8306 and, at the time of entering into the
10 transaction, the other party:
11 (a) Reasonably believed that the dissociated partner
12 was then a partner;
13 (b) Did not have notice of the partner's dissociation;
14 and
15 (c) Is not deemed to have had knowledge under s.
16 620.8303(4)~~620.8301(5)~~ or notice under s. 620.8704(4).
17 Section 14. Subsection (3) of section 620.8704,
18 Florida Statutes, is amended to read:
19 620.8704 Statement of dissociation.--
20 (3) A statement of dissociation is a limitation on the
21 authority of a dissociated partner for purposes of s.
22 620.8303(4) and (5)~~620.8303(5) and (6)~~.
23 Section 15. Section 620.8801, Florida Statutes, is
24 amended to read:
25 620.8801 Events causing dissolution and winding up of
26 partnership business.--A partnership is dissolved, and its
27 business must be wound up, only upon the occurrence of any of
28 the following events:
29 (1) In a partnership at will, the partnership's having
30 notice from a partner, other than a partner who is dissociated
31 under s. 620.8601(2)-(10), of such partner's express will to

1 withdraw as a partner, or withdraw on a later date specified
2 by the partner;

3 (2) In a partnership for a definite term or particular
4 undertaking:

5 (a) Within ~~The expiration of~~ 90 days after a partner's
6 dissociation by death or otherwise under s. 620.8601(6)-(10)
7 or ~~by~~ wrongful dissociation under s. 620.8602(2), the express
8 will of at least half unless before that time a majority in
9 interest of the remaining partners to wind up the partnership
10 business, for which purpose a partner's rightful dissociation,
11 ~~including partners who have rightfully dissociated~~ pursuant to
12 s. 620.8602(2)(b)1. constitutes the expression of that
13 partner's will to wind up, ~~agree to continue~~ the partnership
14 business;

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

17 (c) The expiration of the term or the completion of
18 the undertaking;

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

21 (4) An event which makes it unlawful for all or
22 substantially all of the business of the partnership to be
23 continued, provided, a cure of the illegality, within 90 days
24 after notice to the partnership of the event, is effective
25 retroactively to the date of the event for purposes of this
26 section;

27 (5) On application by a partner, a judicial
28 determination that:

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

31

1 (b) Another partner has engaged in conduct relating to
2 the partnership business which makes it not reasonably
3 practicable to carry on the business in partnership with such
4 partner; or

5 (c) It is not otherwise reasonably practicable to
6 carry on the partnership business in conformity with the
7 partnership agreement; or

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

11 (a) After the expiration of the term or completion of
12 the undertaking, if the partnership was for a definite term or
13 particular undertaking at the time of the transfer or entry of
14 the charging order that gave rise to the transfer; or

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

18 Section 16. Subsections (2) and (4) of section
19 620.8805, Florida Statutes, are amended to read:

20 620.8805 Statement of dissolution.--

21 (2) A statement of dissolution cancels a filed
22 statement of partnership authority for purposes of s.
23 620.8303(3)~~620.8305(5)~~ and is a limitation on authority for
24 purposes of s. 620.8303(4)~~620.8303(6)~~.

25 (4) After filing and, if appropriate, recording a
26 statement of dissolution, a dissolved partnership may file
27 and, if appropriate, record a statement of partnership
28 authority that ~~which~~ will operate with respect to a person who
29 is not a partner, as provided in s. 620.8303(3) and (4)
30 ~~620.8303(5) and (6)~~, in any transaction, whether or not the
31

1 transaction is appropriate for winding up the partnership
2 business.

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

5 620.8806 Partner's liability to other partners after
6 dissolution.--

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

11 Section 18. Subsections (2), (3), and (4) of section
12 620.8807, Florida Statutes, are amended to read:

13 620.8807 Settlement of accounts and contributions
14 among partners.--

15 (2) Each partner is entitled to a settlement of all
16 partnership accounts upon winding up the partnership business.
17 In settling accounts among the partners, ~~any~~ profits and
18 losses that ~~which~~ result from the liquidation of the
19 partnership assets must be credited and charged to the
20 partners' accounts. The partnership shall make a distribution
21 to a partner in an amount equal to any excess of the credits
22 over the charges in the partner's account but excluding from
23 the calculation charges attributable to an obligation for
24 which the partner is not personally liable under s. 620.8306.

25 A partner shall contribute to the partnership an amount equal
26 to any excess of the charges over the credits in the partner's
27 account.

28 (3) If a partner fails to contribute the full amount
29 required under subsection (2), all of the other partners shall
30 contribute, in the proportions in which those ~~such~~ partners
31 share partnership losses, the additional amount necessary to

1 satisfy the partnership obligations for which they are
2 personally liable under s. 620.8306. A partner or partner's
3 legal representative may recover from the other partners any
4 contributions the partner makes to the extent the amount
5 contributed exceeds that ~~such~~ partner's share of the
6 partnership obligations for which the partner is personally
7 liable under s. 620.8306.

8 (4) After the settlement of accounts, each partner
9 shall contribute, in the proportion in which the partner
10 shares partnership losses, the amount necessary to satisfy
11 partnership obligations that were not known at the time of the
12 settlement and for which the partner is personally liable
13 under s. 620.8306.

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

16 620.8903 Conversion of limited partnership to
17 partnership.--

18 (5) A limited partner who becomes a general partner as
19 a result of a conversion remains liable only as a limited
20 partner for an obligation incurred by the limited partnership
21 before the conversion takes effect. Except as otherwise
22 provided in s. 620.8306(3), the partner is liable as a general
23 partner for an obligation of the partnership incurred after
24 the conversion takes effect.

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

27 620.8904 Effect of conversion; entity unchanged.--

28 (1) A partnership or limited partnership that has been
29 converted pursuant to s. 620.8902 or s. 620.8903 ~~620.8908~~ is
30 for all purposes the same entity that existed before the
31 conversion.

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

3 620.8906 Effect of merger.--

4 (3) A partner of the surviving partnership or limited
5 partnership is liable for:

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

8 (b) All other obligations of the surviving entity
9 incurred before the merger by a party to the merger, but such
10 obligations may be satisfied only out of property of the
11 surviving entity; and

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

17 Section 22. Subsections (5) and (6) of section
18 620.8907, Florida Statutes, are amended to read:

19 620.8907 Statement of merger.--

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

29 ~~(6) A filed and, if appropriate, recorded statement of~~
30 ~~merger, executed and declared to be accurate pursuant to s.~~
31 ~~620.8105(3), stating the name of a partnership or limited~~

1 ~~partnership that is a party to the merger in whose name~~
2 ~~property was held before the merger and the name of the~~
3 ~~surviving entity, but not containing all of the other~~
4 ~~information required by subsection (2), operates with respect~~
5 ~~to the partnerships or limited partnerships named to the~~
6 ~~extent provided in subsections (4) and (5).~~

7 Section 23. Section 620.9001, Florida Statutes, is
8 created to read:

9 620.9001 Statement of qualification.--

10 (1) A partnership may become a limited liability
11 partnership pursuant to this section.

12 (2) The terms and conditions on which a partnership
13 becomes a limited liability partnership must be approved by
14 the vote necessary to amend the partnership agreement except,
15 in the case of a partnership agreement that expressly
16 considers contribution obligations, the vote necessary to
17 amend those provisions.

18 (3) After the approval required by subsection (2), a
19 partnership may become a limited liability partnership by
20 filing a statement of qualification. The statement must
21 contain:

22 (a) The name of the partnership as identified in the
23 records of the Department of State;

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;

31

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

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

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

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

15 (6) The filing of a statement of qualification
16 establishes that a partnership has satisfied all conditions
17 precedent to the qualification of the partnership as a limited
18 liability partnership.

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

22 Section 24. Section 620.9002, Florida Statutes, is
23 created to read:

24 620.9002 Name.--The name of a limited liability
25 partnership must end with "Registered Limited Liability
26 Partnership," "Limited Liability Partnership," "R.L.L.P.,"
27 "L.L.P.," "RLLP," or "LLP."

28 Section 25. Section 620.9003, Florida Statutes, is
29 created to read:

30 620.9003 Annual Report.--

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1 (1) A limited liability partnership, and a foreign
2 limited liability partnership authorized to transact business
3 in this state, shall file an annual report in the office of
4 the Secretary of State which contains:
5 (a) The name of the limited liability partnership and
6 the state or other jurisdiction under whose laws the foreign
7 limited liability partnership is formed;
8 (b) The current street address of the partnership's
9 chief executive office and, if different, the current street
10 address of its principal office in this state, if there is
11 one;
12 (c) The partnership's Federal Employer Identification
13 Number, if any, or, if none, whether one has been applied for;
14 and
15 (d) The name and street address of the partnership's
16 current agent for service of process, who must be an
17 individual resident of this state or other person authorized
18 to do business in this state.
19 (2) An annual report must be filed between January 1
20 and May 1 of each year following the calendar year in which a
21 partnership files a statement of qualification or a foreign
22 partnership becomes authorized to transact business in this
23 state.
24 (3) The Secretary of State may administratively revoke
25 the statement of qualification of a partnership that fails to
26 file an annual report when due or to pay the required filing
27 fee. The Secretary of State shall provide the partnership at
28 least 60 days' written notice of intent to revoke the
29 statement. The notice is effective 5 days after it is
30 deposited in the United States mail addressed to the
31 partnership at its chief executive office set forth in the

1 last filed statement of qualification or annual report. The
2 notice must specify the annual report that has not been filed,
3 the fee that has not been paid, and the date on or after which
4 the revocation will become effective. The revocation is not
5 effective if the annual report is filed and the fee is paid
6 before the effective date of the revocation.

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

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

14 (a) The name of the partnership and the effective date
15 of the revocation; and

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

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

23 Section 26. Section 620.9101, Florida Statutes, is
24 created to read:

25 620.9101 Law governing foreign limited liability
26 partnership.--

27 (1) The law under which a foreign limited liability
28 partnership is formed governs relations among the partners and
29 between the partners and the partnership and the liability of
30 partners for obligations of the partnership.

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

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

10 Section 27. Section 620.9102, Florida Statutes, is
11 created to read:

12 620.9102 Statement of foreign qualification.--

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

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

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

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

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

30 (2) The status of a partnership as a foreign limited
31 liability partnership is effective on the later of the filing

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

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

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

11 620.9103 Effect of failure to qualify.--

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

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

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

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

30 Section 29. Section 620.9104, Florida Statutes, is
31 created to read:

1 620.9104 Activities not constituting transacting
2 business.--
3 (1) Activities of a foreign limited liability
4 partnership which do not constitute transacting business
5 within the meaning of ss. 620.9101-620.9105 include:
6 (a) Maintaining, defending, or settling an action or
7 proceeding;
8 (b) Holding meetings of its partners or carrying on
9 any other activity concerning its internal affairs;
10 (c) Maintaining bank accounts;
11 (d) Maintaining offices or agencies for the transfer,
12 exchange, and registration of the partnership's own securities
13 or maintaining trustees or depositories with respect to those
14 securities;
15 (e) Selling through independent contractors;
16 (f) Soliciting or obtaining orders, whether by mail or
17 through employees or agents or otherwise, if the orders
18 require acceptance outside this state before they become
19 contracts;
20 (g) Creating or acquiring indebtedness, mortgages, or
21 security interests in real or personal property;
22 (h) Securing or collecting debts or foreclosing
23 mortgages or other security interests in property securing the
24 debts, and holding, protecting, and maintaining property so
25 acquired;
26 (i) Conducting an isolated transaction that is
27 completed within 30 days and is not one in the course of
28 similar transactions of like nature; and
29 (j) Transacting business in interstate commerce.
30 (2) For purposes of this act, the ownership in this
31 state of income-producing real property or tangible personal

1 property, other than property excluded under subsection (1),
2 constitutes transacting business in this state.

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

7 Section 30. Section 620.9105, Florida Statutes, is
8 created to read:

9 620.9105 Action by Attorney General.--The Attorney
10 General may maintain an action to restrain a foreign limited
11 liability partnership from transacting business in this state
12 in violation of ss. 620.9101-620.9104.

13 Section 31. Section 620.187, Florida Statutes, is
14 created to read:

15 620.187 Limited liability limited partnership.--

16 (1) A limited partnership may become a limited
17 liability limited partnership by:

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

25 (b) Filing a statement of qualification under s.
26 620.9001(3) of the Revised Uniform Partnership Act of 1995;
27 and

28 (c) Complying with the name requirements of s.
29 620.9002 of the Revised Uniform Partnership Act of 1995.

30 (2) A limited liability limited partnership continues
31 to be the same entity that existed before the filing of a

1 statement of qualification under s. 620.9001(3) of the Revised
2 Uniform Partnership Act of 1995.

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

7 Section 32. Subsections (7) and (14) of section
8 865.09, Florida Statutes, 1998 Supplement, are amended to
9 read:

10 865.09 Fictitious name registration.--

11 (7) EXEMPTIONS.--A business formed by an attorney
12 actively licensed to practice law in this state, or by a
13 person actively licensed by the Department of Business and
14 Professional Regulation or the Department of Health, for the
15 purpose of practicing his or her licensed profession, or by
16 any corporation, partnership, or other commercial entity that
17 is actively organized or registered with the Department of
18 State is not required to register its name pursuant to this
19 section, unless the name under which business is to be
20 conducted differs from the name as licensed or registered need
21 ~~not be registered under this section, notwithstanding that it~~
22 ~~transacts business ancillary to the practice of such~~
23 ~~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 33. A registered limited liability partnership
6 registered under ss. 620.78-620.789, Florida Statutes,
7 immediately prior to the effective date of this act shall be
8 treated as a partnership that has filed a statement of
9 qualification under s. 620.9001, Florida Statutes, for all
10 purposes, except as may be provide in s. 620.8306(3), Florida
11 Statutes, provided such a registered limited liability
12 partnership is not required to file an annual report under s.
13 620.9003, Florida Statutes, until after December 31 following
14 the effective date of this act.

15 Section 34. Section 620.90, Florida Statutes, is
16 transferred and redesignated as section 620.9901, Florida
17 Statutes.

18 Section 35. Section 620.91, Florida Statutes, is
19 transferred and redesignated as section 620.9902, Florida
20 Statutes.

21 Section 36. Sections 620.78, 620.781, 620.782,
22 620.783, 620.7851, 620.786, 620.787, 620.788, 620.7885,
23 620.7887 and 620.789, Florida Statutes, and section 620.784,
24 Florida Statutes, 1998 Supplement, are repealed.

25 Section 37. This act shall take effect upon becoming a
26 law.

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HOUSE SUMMARY

Revises various sections of the Revised Uniform Partnership Act. Adopts the model act provisions of the limited liability partnership act into the Revised Uniform Partnership Act. Repeals the sections of part III, chapter 620, Florida Statutes, relating to registered limited liability partnerships.