

Amendment No. ____ (for drafter's use only)

	<u>Senate</u>	CHAMBER ACTION	<u>House</u>
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ORIGINAL STAMP BELOW

11 Representative(s) Goodlette offered the following:

13 **Amendment (with title amendment)**

14 On page 1, line 27 through page 3, line 13,
15 remove from the bill: all of said lines

17 and insert in lieu thereof:
18 reversion or impairment. The surviving entity shall record a
19 certified copy of the articles of merger in any county in
20 which a merging entity holds an interest in real property.
21 ~~Title to real property or any interest therein shall be~~
22 ~~conveyed by the recordation of a deed with payment of~~
23 ~~applicable taxes thereon.~~

24 Section 2. Subsection (15) is added to section 865.09,
25 Florida Statutes, to read:

26 865.09 Fictitious name registration.--

27 (15) LEGAL DESIGNATION OF ENTITY.--Notwithstanding any
28 other provision of law to the contrary, a fictitious name
29 registered as provided in this section for a corporation,
30 limited liability company, limited liability partnership, or
31 limited partnership is not required to contain the designation

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1 of the type of legal entity in which the person or business is
2 organized, including the terms "corporation," "limited
3 liability company," "limited liability partnership," "limited
4 partnership," or any abbreviation or derivative thereof.

5 Section 3. Subsection (2) of section 608.4383, Florida
6 Statutes, is amended to read:

7 608.4383 Effect of merger.--When a merger becomes
8 effective:

9 (2) The title to all real estate and other property,
10 ~~other than real property~~ or any interest therein, owned by
11 each domestic limited liability company ~~corporation~~ and other
12 business entity that is a party to the merger is vested in the
13 surviving entity without reversion or impairment. The
14 surviving entity shall record a certified copy of the articles
15 of merger in any county in which a merging entity holds an
16 interest in real property. ~~Title to real property or any~~
17 ~~interest therein shall be conveyed by the recordation of a~~
18 ~~deed with payment of applicable taxes thereon.~~

19 Section 4. Paragraph (b) of subsection (1) of section
20 620.204, Florida Statutes, is amended to read:

21 620.204 Effect of merger.--
22 (1) When a merger becomes effective:

23 (b) The title to all real estate and other property,
24 ~~other than real property~~ or any interest therein, owned by
25 each domestic limited partnership ~~corporation~~ and other
26 business entity that is a party to the merger is vested in the
27 surviving entity without reversion or impairment. The
28 surviving entity shall record a certified copy of the articles
29 of merger in any county in which a merging entity holds an
30 interest in real property. ~~Title to real property or any~~
31 ~~interest therein shall be conveyed by the recordation of a~~

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1 ~~deed with payment of applicable taxes thereon.~~

2 Section 5. Subsection (2) of section 620.8904, Florida
3 Statutes, is amended to read:

4 620.8904 Effect of conversion; entity unchanged.--

5 (2) When a conversion takes effect:

6 (a) Title to all real estate and other ~~personal~~
7 property owned by the converting partnership or limited
8 partnership is remains vested in the converted entity without
9 reversion or impairment. ~~Title to all real property owned by~~
10 ~~the converting partnership or limited partnership shall be~~
11 ~~transferred by deed to the converted entity; and~~

12 (b) All liabilities and obligations of the converting
13 partnership or limited partnership continue as liabilities and
14 obligations of the converted entity.

15 (c) The surviving partnership or limited partnership
16 shall record a certified copy of the certificate of limited
17 partnership, or the cancellation of the certificate of limited
18 partnership, as applicable, in any county in which the
19 partnership holds an interest in real property.

20 Section 6. Subsection (1) of section 620.8906, Florida
21 Statutes, is amended to read:

22 620.8906 Effect of merger.--

23 (1) When a merger takes effect:

24 (a) The separate existence of every partnership or
25 limited partnership which is a party to the merger, other than
26 the surviving entity, ceases;

27 (b) Title to all real estate and other ~~personal~~
28 property, or any interest therein, owned by each of the
29 domestic merged partnerships or limited partnerships vests in
30 the surviving entity without reversion or impairment. The
31 surviving entity shall record a certified copy of the articles

1 of merger in any county in which a merging entity holds an
2 interest in real property. _____

3 ~~by each of the merged partnerships or limited partnerships~~
4 ~~shall be transferred by deed to the surviving entity;~~

5 (c) All liabilities and obligations of each
6
7 merger become the liabilities and obligations of the surviving
8 entity;

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10 by or against a partnership or limited partnership which is a
11 party to the merger may be continued as if the merger had not
12
13 party to the action or proceeding;

14 (e) Neither the rights of creditors of a converting
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16 property of any party to the merger are impaired by such
17 merger; and

18 only to the rights provided in the plan of merger.
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21 ===== T I T L E A M E N D M E N T =====

22 And the title is amended as follows:

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25 remove from the title of the bill: all of said lines
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28 An act relating to business entities; amending
29 ss. 607.11101, 608.4383, 620.204, 620.8906,

30
31 recorded in order to transfer title to real

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1 property incident to merger; requiring a
2 surviving entity in certain circumstances to
3 record certain documents; amending s. 865.09,
4 F.S.; providing that a registered fictitious
5 name is not required to contain the legal
6 designation of the entity registering the
7 fictitious name; clarifying necessary elements
8 of a fictitious name; amending s. 620.8904,
9 F.S.; deleting requirement that a deed be
10 recorded in order to transfer title to real
11 property incident to conversion of a
12 partnership or a limited partnership; requiring
13 a surviving partnership in certain
14 circumstances to record certain documents;
15 creating s. 694.16, F.S., relating to
16 conveyances incident to the merger or
17 conversion of a business entity; providing a
18 directive to the Division of Statutory
19 Revision; providing an effective date.

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