

1 A bill to be entitled
2 An act relating to business entities; amending
3 ss. 607.11101, 608.4383, 620.204, 620.8906,
4 F.S.; deleting requirement that a deed be
5 recorded in order to transfer title to real
6 property incident to merger; amending s.
7 865.09, F.S.; providing that a registered
8 fictitious name is not required to contain the
9 legal designation of the entity registering the
10 fictitious name; clarifying necessary elements
11 of a fictitious name; amending s. 620.8904,
12 F.S.; deleting requirement that a deed be
13 recorded in order to transfer title to real
14 property incident to conversion of a
15 partnership or a limited partnership; providing
16 for notice; creating s. 694.16, F.S., relating
17 to conveyances incident to the merger or
18 conversion of a business entity; providing for
19 a notice of merger; providing a directive to
20 the Division of Statutory Revision; providing
21 an effective date.

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23 Be It Enacted by the Legislature of the State of Florida:

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25 Section 1. Subsection (2) of section 607.11101,
26 Florida Statutes, is amended to read:
27 607.11101 Effect of merger of domestic corporation and
28 other business entity.--When a merger becomes effective:
29 (2) The title to all real estate and other property,
30 ~~other than real property~~ or any interest therein, owned by
31 each domestic corporation and other business entity that is a

1 party to the merger is vested in the surviving entity without
2 reversion or impairment. A notice of merger shall be attached
3 to the recorded deed. Such notice shall include the name and
4 address of the current owner of the property, the name and
5 address of the surviving entity, and the date of the merger.
6 ~~Title to real property or any interest therein shall be~~
7 ~~conveyed by the recordation of a deed with payment of~~
8 ~~applicable taxes thereon.~~

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

11 865.09 Fictitious name registration.--

12 (15) LEGAL DESIGNATION OF ENTITY.--Notwithstanding any
13 other provision of law to the contrary, a fictitious name
14 registered as provided in this section for a corporation,
15 limited liability company, limited liability partnership, or
16 limited partnership is not required to contain the designation
17 of the type of legal entity in which the person or business is
18 organized, including the terms "corporation," "limited
19 liability company," "limited liability partnership," "limited
20 partnership," or any abbreviation or derivative thereof.

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

23 608.4383 Effect of merger.--When a merger becomes
24 effective:

25 (2) The title to all real estate and other property,
26 ~~other than real property~~ or any interest therein, owned by
27 each domestic limited liability company ~~corporation~~ and other
28 business entity that is a party to the merger is vested in the
29 surviving entity without reversion or impairment. A notice of
30 merger shall be attached to the recorded deed. Such notice
31 shall include the name and address of the current owner of the

1 property, the name and address of the surviving entity, and
2 the date of the merger.~~Title to real property or any interest~~
3 ~~therein shall be conveyed by the recordation of a deed with~~
4 ~~payment of applicable taxes thereon.~~

5 Section 4. Paragraph (b) of subsection (1) of section
6 620.204, Florida Statutes, is amended to read:

7 620.204 Effect of merger.--

8 (1) When a merger becomes effective:

9 (b) The title to all real estate and other property,
10 ~~other than real property~~ or any interest therein, owned by
11 each domestic limited partnership ~~corporation~~ and other
12 business entity that is a party to the merger is vested in the
13 surviving entity without reversion or impairment. A notice of
14 merger shall be attached to the recorded deed. Such notice
15 shall include the name and address of the current owner of the
16 property, the name and address of the surviving entity, and
17 the date of the merger.~~Title to real property or any interest~~
18 ~~therein shall be conveyed by the recordation of a deed with~~
19 ~~payment of applicable taxes thereon.~~

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

22 620.8904 Effect of conversion; entity unchanged.--

23 (2) When a conversion takes effect:

24 (a) Title to all real estate and other ~~personal~~
25 property owned by the converting partnership or limited
26 partnership is remains vested in the converted entity without
27 reversion or impairment.~~Title to all real property owned by~~
28 ~~the converting partnership or limited partnership shall be~~
29 ~~transferred by deed to the converted entity; and~~
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1 (b) All liabilities and obligations of the converting
2 partnership or limited partnership continue as liabilities and
3 obligations of the converted entity.

4 (c) A notice of conversion shall be attached to the
5 recorded deed. Such notice shall include the name and address
6 of the current owner of the property, the name and address of
7 the surviving entity, and the date of the conversion.

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

10 620.8906 Effect of merger.--

11 (1) When a merger takes effect:

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

15 (b) Title to all real estate and other personal
16 property, or any interest therein, owned by each of the
17 domestic merged partnerships or limited partnerships vests in
18 the surviving entity without reversion or impairment. A notice
19 of merger shall be attached to the recorded deed. Such notice
20 shall include the name and address of the current owner of the
21 property, the name and address of the surviving entity, and
22 the date of the merger. ~~Title to all real property owned by~~
23 ~~each of the merged partnerships or limited partnerships shall~~
24 ~~be transferred by deed to the surviving entity;~~

25 (c) All liabilities and obligations of each
26 partnership or limited partnership which is a party to the
27 merger become the liabilities and obligations of the surviving
28 entity;

29 (d) A claim existing or action or proceeding pending
30 by or against a partnership or limited partnership which is a
31 party to the merger may be continued as if the merger had not

1 occurred, or the surviving entity may be substituted as a
2 party to the action or proceeding;

3 (e) Neither the rights of creditors of a converting
4 partnership or limited partnership nor any liens upon the
5 property of any party to the merger are impaired by such
6 merger; and

7 (f) Each partner of a party to the merger is entitled
8 only to the rights provided in the plan of merger.

9 Section 7. Section 694.16, Florida Statutes, is
10 created to read:

11 694.16 Conveyances by merger or conversion of business
12 entities.--As to any merger or conversion of business entities
13 prior to the effective date of this act, the title to all real
14 estate, or any interest therein, owned by a business entity
15 that was a party to a merger or a conversion is vested in the
16 surviving entity without reversion or impairment,
17 notwithstanding the requirement of a deed which was previously
18 required by s. 607.11101, s. 608.4383, s. 620.204, s.
19 620.8904, or s. 620.8906.

20 Section 8. In the next addition of the official
21 Florida Statutes, the Division of Statutory Revision is
22 directed to replace the phrase "the effective date of this
23 act" in section 694.16, Florida Statutes, with the date on
24 which this act takes effect.

25 Section 9. This act shall take effect upon becoming a
26 law.

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