

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

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

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28 Section 1. Subsection (2) of section 607.11101,
29 Florida Statutes, is amended to read:

30 607.11101 Effect of merger of domestic corporation and
31 other business entity.--When a merger becomes effective:

1 (2) The title to all real estate and other property,
2 ~~other than real property~~ or any interest therein, owned by
3 each domestic corporation and other business entity that is a
4 party to the merger is vested in the surviving entity without
5 reversion or impairment. The surviving entity shall record a
6 certified copy of the articles of merger in any county in
7 which a merging entity holds an interest in real property.
8 ~~Title to real property or any interest therein shall be~~
9 ~~conveyed by the recordation of a deed with payment of~~
10 ~~applicable taxes thereon.~~

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

13 865.09 Fictitious name registration.--

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

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

25 608.4383 Effect of merger.--When a merger becomes
26 effective:

27 (2) The title to all real estate and other property,
28 ~~other than real property~~ or any interest therein, owned by
29 each domestic limited liability company ~~corporation~~ and other
30 business entity that is a party to the merger is vested in the
31 surviving entity without reversion or impairment. The

1 surviving entity shall record a certified copy of the articles
2 of merger in any county in which a merging entity holds an
3 interest in real property.~~Title to real property or any~~
4 ~~interest therein shall be conveyed by the recordation of a~~
5 ~~deed with payment of applicable taxes thereon.~~

6 Section 4. Paragraph (b) of subsection (1) of section
7 620.204, Florida Statutes, is amended to read:

8 620.204 Effect of merger.--

9 (1) When a merger becomes effective:

10 (b) The title to all real estate and other property,
11 ~~other than real property~~ or any interest therein, owned by
12 each domestic limited partnership ~~corporation~~ and other
13 business entity that is a party to the merger is vested in the
14 surviving entity without reversion or impairment. The
15 surviving entity shall record a certified copy of the articles
16 of merger in any county in which a merging entity holds an
17 interest in real property.~~Title to real property or any~~
18 ~~interest therein shall be conveyed by the recordation of a~~
19 ~~deed with 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) The surviving partnership or limited partnership
5 shall record a certified copy of the certificate of limited
6 partnership, or the cancellation of the certificate of limited
7 partnership, as applicable, in any county in which the
8 partnership holds an interest in real property.

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

11 620.8906 Effect of merger.--

12 (1) When a merger takes effect:

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

16 (b) Title to all real estate and other personal
17 property, or any interest therein, owned by each of the
18 domestic merged partnerships or limited partnerships vests in
19 the surviving entity without reversion or impairment. The
20 surviving entity shall record a certified copy of the articles
21 of merger in any county in which a merging entity holds an
22 interest in real property. ~~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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