

By Senator Klein

30-502-05

See HB 595

1                                   A bill to be entitled  
2           An act relating to business entities; creating  
3           ss. 607.1112-607.1115, F.S.; providing  
4           definitions, requirements, criteria, and  
5           procedures for conversion of a domestic  
6           corporation into another business entity;  
7           providing for certificates of conversion;  
8           providing for effect of conversion; providing  
9           definitions, requirements, criteria, and  
10          procedures for conversion of another business  
11          entity into a domestic corporation; amending  
12          ss. 607.1302, 608.407, and 608.4225, F.S., to  
13          conform; creating ss. 608.4351-608.43595, F.S.;  
14          providing for appraisals of interests in  
15          certain limited liability companies; providing  
16          definitions; providing requirements, criteria,  
17          and procedures for appraisals; providing for  
18          appraisal rights of company members; providing  
19          for assertion of appraisal rights by nominees  
20          and beneficial owners; providing for notice of  
21          appraisal rights; providing for notice of  
22          intent to demand payment; providing for a  
23          written appraisal notice and form; providing  
24          for perfection of appraisal rights; providing a  
25          right to withdraw; providing for a member's  
26          acceptance of certain offers; providing  
27          procedures for members dissatisfied with  
28          company offers; providing for court action to  
29          determine fair value of certain demands for  
30          payment under certain circumstances; providing  
31          for award of court costs and attorney's fees;

1 providing limitations on payments by limited  
2 liability companies under certain  
3 circumstances; amending ss. 608.438, 608.4381,  
4 608.4382, 608.4383, and 608.439, F.S., to  
5 conform; creating ss. 608.4401-608.4404, F.S.;  
6 providing definitions, requirements, criteria,  
7 and procedures for conversion of a domestic  
8 limited liability company into another business  
9 entity; requiring a plan of conversion;  
10 requiring certain actions on a plan of  
11 conversion; providing for certificates of  
12 conversion; providing for effects of  
13 conversion; amending s. 608.452, F.S., to  
14 conform; amending ss. 617.0302 and 617.1107,  
15 F.S., to conform; creating ss.  
16 620.1101-620.2205, F.S.; revising the Florida  
17 Revised Uniform Limited Liability Company Act;  
18 providing a popular name; providing  
19 definitions; specifying conditions of knowledge  
20 and notice; providing for nature, purpose, and  
21 duration of limited partnerships; providing  
22 powers of limited partnerships; specifying the  
23 governing law relating to limited partnerships;  
24 providing supplemental principles of law;  
25 providing for application of certain rates of  
26 interest under certain circumstances; providing  
27 for names of limited partnerships; specifying  
28 certain fees of the Department of State for  
29 certain purposes; providing for effect of  
30 partnership agreements; providing for  
31 nonwaivable provisions; requiring limited

1 partnerships to maintain certain required  
2 information; authorizing certain business  
3 transactions of partners with a partnership;  
4 providing for dual capacity of certain persons;  
5 requiring a designated office, registered  
6 office, and registered agent of a limited  
7 partnership; providing for change of designated  
8 office, registered office, or registered agent;  
9 providing for resignation of a registered  
10 agent; providing for service of process for  
11 certain purposes; providing for consent and  
12 proxies of partners; providing for formation of  
13 limited partnerships; providing for a  
14 certificate of limited partnership; providing  
15 for amendment or restatement of a certificate  
16 of partnership; providing for a certificate of  
17 dissolution; providing for a statement of  
18 termination; requiring certain records to be  
19 signed; providing for signing and filing of  
20 certain records pursuant to court order;  
21 providing for delivery to and filing of certain  
22 records by the Department of State; providing  
23 for effective dates and times of certain  
24 records and filings; providing for correcting  
25 certain filed records; providing for liability  
26 for false information in filed records;  
27 providing for a certificate of status;  
28 requiring delivery of annual reports to the  
29 department; providing conditions for becoming a  
30 partner; specifying absence of right or power  
31 of a limited partner to bind a limited

1 partnership; providing for approval of certain  
2 rights; specifying absence of liability of  
3 limited partner for limited partnership  
4 obligations; specifying rights of limited  
5 partners and former limited partners to certain  
6 information; specifying limited duties of  
7 limited partners; specifying conditions of  
8 liability or lack of liability on the part of  
9 certain persons for certain partnership  
10 obligations under certain circumstances;  
11 specifying conditions for becoming a general  
12 partner; specifying a general partner as an  
13 agent for the limited partnership; specifying  
14 liability of limited partnership for certain  
15 actions of general partners; providing for  
16 liability of general partners; specifying  
17 certain actions by and against limited  
18 partnerships and general partners; specifying  
19 management rights of general partners;  
20 providing certain approval rights of other  
21 partners; specifying the right of general  
22 partners and former general partners to certain  
23 information; providing general standards of  
24 conduct for general partners; providing for  
25 form of certain contributions by partners;  
26 providing for liability for certain  
27 contributions; providing for sharing of  
28 profits, losses, and distributions; providing  
29 for interim distributions; specifying absence  
30 of right to receive a distribution upon  
31 dissociation; providing for distributions in

1 kind; providing certain rights to  
2 distributions; providing limitations on  
3 distributions; providing for liability for  
4 certain improper distributions; providing for  
5 dissociation as limited partner under certain  
6 circumstances; providing for effect of  
7 dissociation as limited partner; providing for  
8 dissociation as general partner; specifying a  
9 person's power to dissociate as general under  
10 certain circumstances; specifying conditions  
11 and liability of wrongful dissociation;  
12 providing for effect of dissociation as general  
13 partner; providing to a dissociated general  
14 partner a power to bind and liability to a  
15 partnership before dissolution of the  
16 partnership; providing for certain liability of  
17 dissociated general partners; providing for a  
18 partner's transferable interest; providing for  
19 transfers of partner's transferable interest;  
20 providing rights of creditors of partners and  
21 transferees; providing for powers of estates of  
22 deceased partners; providing for nonjudicial  
23 dissolution of limited partnerships; providing  
24 for judicial dissolutions; providing for  
25 winding up activities of a limited partnership;  
26 providing for a power of a general partner and  
27 dissociated general partners to bind a  
28 partnership after dissolution; providing for  
29 liability of certain persons to the partnership  
30 after dissolution; providing for disposition of  
31 known claims against dissolved limited

1 partnerships; providing for filing certain  
2 unknown claims against dissolved limited  
3 partnerships; providing for liability of  
4 certain persons for certain barred claims  
5 against a limited partnership; providing for  
6 administrative dissolution; providing for  
7 reinstatement after administrative dissolution;  
8 providing for appeals from reinstatement  
9 denials; providing for revocation of  
10 dissolution; providing for disposition of  
11 assets upon winding up of activities of a  
12 limited partnership; specifying when  
13 contributions are required; specifying the  
14 governing law relating to foreign limited  
15 partnerships; providing for applications for  
16 certificates of authority for foreign limited  
17 partnerships; specifying certain activities as  
18 not constituting transacting business by a  
19 foreign limited partnership; providing for  
20 filing a certificate of authority for foreign  
21 limited partnerships to transact business;  
22 prohibiting a foreign limited partnership from  
23 obtaining a certificate of authority for a  
24 noncomplying name; providing for revocation of  
25 a certificate of authority for foreign limited  
26 partnerships; providing for cancellation of a  
27 certificate of authority for a foreign limited  
28 partnership; providing for effect of failure to  
29 have a certificate; authorizing the Attorney  
30 General to bring actions to restrain foreign  
31 limited partnerships from transacting business

1 under certain circumstances; providing for  
2 reinstatement after administrative revocation;  
3 providing for amending a certificate of  
4 authority; providing for direct actions by a  
5 partner against a limited partnership or  
6 another partner under certain circumstances;  
7 authorizing partners to maintain derivative  
8 actions for certain purposes; specifying proper  
9 plaintiff in derivative actions; specifying  
10 contents of certain pleadings; specifying  
11 distribution of proceeds in derivative actions;  
12 providing for court award of expenses and  
13 attorney fees under certain circumstances;  
14 providing definitions; providing for conversion  
15 of an organization to a limited partnership or  
16 a limited partnership to another organization;  
17 requiring a plan of conversion; specifying  
18 certain actions on a plan of conversion;  
19 requiring a certificate of conversion;  
20 specifying certain required filings with the  
21 Department of State for a conversion; providing  
22 for effect of conversion; providing for a  
23 merger of a limited partnership with certain  
24 organizations; requiring a plan of merger;  
25 specifying certain actions on a plan of merger;  
26 requiring a certificate of merger; specifying  
27 certain required filings for a merger;  
28 providing for effect of merger; providing  
29 restrictions on approval of conversions and  
30 mergers; providing for liability of a general  
31 partner after conversion or merger; providing

1 for power of certain persons to bind an  
2 organization after conversion or merger;  
3 providing for appraisals of interests in  
4 certain limited partnerships; providing  
5 definitions; providing for appraisal rights of  
6 limited partners; providing for assertion of  
7 appraisal rights by nominees and beneficial  
8 owners; providing for notice of appraisal  
9 rights; providing for notice of intent to  
10 demand payment; providing for a written  
11 appraisal notice and form; providing for  
12 perfection of appraisal rights; providing a  
13 right to withdraw; providing for a limited  
14 partner's acceptance of certain offers;  
15 providing procedures for limited partners  
16 dissatisfied with limited partnership offers;  
17 providing for court action to determine fair  
18 value of certain demands for payment under  
19 certain circumstances; providing for award of  
20 court costs and attorney's fees; providing  
21 limitations on payments by limited partnerships  
22 under certain circumstances; providing for  
23 application of laws to provisions governing  
24 conversions and mergers; providing for  
25 uniformity of application and construction;  
26 providing severability; providing for  
27 application to the Electronic Signatures in  
28 Global and National Commerce Act; providing for  
29 application to existing business entities;  
30 amending ss. 620.8103 and 620.8404, F.S., to  
31 conform; amending s. 620.8105, F.S.; providing



1 requirements for partnership registration  
2 statements, certificates of merger or  
3 conversion, and amended partnership  
4 registrations and certificates of merger or  
5 conversion; amending s. 620.81055, F.S.;  
6 providing a fee for a certificate of  
7 conversion; creating ss. 620.8911-620.8923,  
8 F.S.; providing definitions; providing for  
9 conversion of certain organizations to a  
10 partnership or a partnership to another  
11 organization; providing requirements, criteria,  
12 and procedures for conversions; requiring a  
13 plan of conversion; requiring certain actions  
14 by a converting partnership on a plan of  
15 conversion; specifying certain required filings  
16 with the Department of State for a conversion;  
17 providing for effect of conversion; providing  
18 for a merger of a partnership with certain  
19 organizations; providing requirements,  
20 criteria, and procedures for mergers; requiring  
21 a plan of merger; specifying certain actions by  
22 a constituent partnership on a plan of merger;  
23 specifying certain requiring filings with the  
24 Department of State for a merger; providing for  
25 effect of merger; providing restrictions on  
26 approval of conversions and mergers; providing  
27 for liability of partners after conversion or  
28 merger; providing for power of certain persons  
29 to bind an organization after conversion or  
30 merger; providing construction relating to  
31 application of other laws to conversions and

1 mergers; amending s. 620.9104, F.S.; specifying  
2 additional activities not constituting  
3 transacting business; repealing s. 608.4384,  
4 F.S., relating to rights of members of limited  
5 liability companies dissenting to a merger;  
6 repealing ss. 620.101, 620.102, 620.103,  
7 620.105, 620.1051, 620.106, 620.107, 620.108,  
8 620.109, 620.112, 620.113, 620.114, 620.115,  
9 620.116, 620.117, 620.118, 620.119, 620.122,  
10 620.123, 620.124, 620.125, 620.126, 620.127,  
11 620.128, 620.129, 620.132, 620.133, 620.134,  
12 620.135, 620.136, 620.137, 620.138, 620.139,  
13 620.142, 620.143, 620.144, 620.145, 620.146,  
14 620.147, 620.148, 620.149, 620.152, 620.153,  
15 620.154, 620.155, 620.156, 620.157, 620.158,  
16 620.159, 620.162, 620.163, 620.164, 620.165,  
17 620.166, 620.167, 620.168, 620.169, 620.172,  
18 620.173, 620.174, 620.175, 620.176, 620.177,  
19 620.178, 620.179, 620.182, 620.1835, 620.184,  
20 620.185, 620.186, 620.187, 620.192, 620.201,  
21 620.202, 620.203, 620.204, and 620.205, F.S.,  
22 relating to the Florida Revised Uniform Limited  
23 Partnership Act (1986); repealing ss. 620.8901,  
24 620.8902, 620.8903, 620.8904, 620.8905,  
25 6210.8906, 620.8907, and 620.8908, F.S.,  
26 relating to conversions of partnerships and  
27 limited partnerships under the Revised Uniform  
28 Partnership Act of 1995; providing effective  
29 dates.

30  
31 Be It Enacted by the Legislature of the State of Florida:

1           Section 1. Sections 607.1112, 607.1113, 607.1114, and  
2 607.1115, Florida Statutes, are created to read:

3           607.1112 Conversion of domestic corporation into  
4 another business entity.--

5           (1) As used in this section and ss. 607.1113 and  
6 607.1114, the term "another business entity" or "other  
7 business entity" means a limited liability company; a  
8 not-for-profit corporation; a common law or business trust or  
9 association; a real estate investment trust; a general  
10 partnership, including a limited liability partnership; a  
11 limited partnership, including a limited liability limited  
12 partnership; or any other domestic or foreign entity that is  
13 organized under a governing law or other applicable law,  
14 provided such term shall not include a corporation and shall  
15 not include any entity that has not been organized for profit.

16           (2) Pursuant to a plan of conversion complying with  
17 and approved in accordance with this section, a domestic  
18 corporation may convert to another business entity organized  
19 under the laws of this state or any other state, the United  
20 States, a foreign country, or other foreign jurisdiction, if:

21           (a) The domestic corporation converting to the other  
22 business entity complies with the applicable provisions of  
23 this chapter.

24           (b) The conversion is permitted by the laws of the  
25 jurisdiction that enacted the applicable laws under which the  
26 other business entity is governed and the other business  
27 entity complies with such laws in effecting the conversion.

28           (3) The plan of conversion shall set forth:

29           (a) The name of the domestic corporation and the name  
30 and jurisdiction of organization of the other business entity  
31 to which the domestic corporation is to be converted.

1           (b) The terms and conditions of the conversion,  
2 including the manner and basis of converting the shares,  
3 obligations, or other securities, or rights to acquire shares,  
4 obligations, or other securities, of the domestic corporation  
5 into the partnership interests, limited liability company  
6 interests, obligations, or other securities of the other  
7 business entity, including any rights to acquire any such  
8 interests, obligations, or other securities, or, in whole or  
9 in part, into cash or other consideration.

10           (c) All statements required to be set forth in the  
11 plan of conversion by the laws under which the other business  
12 entity is governed.

13           (4) The plan of conversion shall include, or have  
14 attached to it, the articles, certificate, registration, or  
15 other organizational document by which the other business  
16 entity has been or will be organized under its governing laws.

17           (5) The plan of conversion may also set forth any  
18 other provisions relating to the conversion.

19           (6) The plan of conversion shall be adopted and  
20 approved by the board of directors and shareholders of a  
21 domestic corporation in the same manner as a merger of a  
22 domestic corporation under s. 607.1103. Notwithstanding such  
23 requirement, if the other business entity is a partnership or  
24 limited partnership, no shareholder of the converting domestic  
25 corporation shall, as a result of the conversion, become a  
26 general partner of the partnership or limited partnership,  
27 unless such shareholder specifically consents in writing to  
28 becoming a general partner of such partnership or limited  
29 partnership and, unless such written consent is obtained from  
30 each such shareholder, such conversion shall not become  
31 effective under s. 607.1114. Any shareholder providing such

1 consent in writing shall be deemed to have voted in favor of  
2 the plan of conversion pursuant to which the shareholder  
3 became a general partner.

4 (7) Section 607.1103 and ss. 607.1301-607.1333 shall,  
5 insofar as they are applicable, apply to a conversion of a  
6 domestic corporation into another business entity in  
7 accordance with this chapter.

8 607.1113 Certificate of conversion.--

9 (1) After a plan of conversion is approved by the  
10 board of directors and shareholders of a converting domestic  
11 corporation, such corporation shall deliver to the Department  
12 of State for filing a certificate of conversion which shall be  
13 executed by the domestic corporation as required by s.  
14 607.0120 and shall set forth:

15 (a) A statement that the domestic corporation has been  
16 converted into another business entity in compliance with this  
17 chapter and that the conversion complies with the applicable  
18 laws governing the other business entity.

19 (b) A statement that the plan of conversion was  
20 approved by the converting domestic corporation in accordance  
21 with this chapter and, if applicable, a statement that the  
22 written consent of each shareholder of such domestic  
23 corporation who, as a result of the conversion, becomes a  
24 general partner of the surviving entity has been obtained  
25 pursuant to s. 607.1112(6).

26 (c) The effective date of the conversion, which,  
27 subject to the limitations in s. 607.0123(2), may be on or  
28 after the date of filing the certificate of conversion but  
29 shall not be different than the effective date of the  
30 conversion under the laws governing the other business entity  
31 into which the domestic corporation has been converted.

1           (d) The address, including street and number, if any,  
2 of the principal office of the other business entity under the  
3 laws of the state, country, or jurisdiction in which such  
4 other business entity was organized.

5           (e) If the other business entity is a foreign entity  
6 and is not authorized to transact business in this state, a  
7 statement that the other business entity appoints the  
8 Secretary of State as its agent for service of process in a  
9 proceeding to enforce obligations of the converting domestic  
10 corporation, including any appraisal rights of shareholders of  
11 the converting domestic corporation under ss.

12 607.1301-607.1333 and the street and mailing address of an  
13 office which the Department of State may use for purposes of  
14 s. 607.1114(4).

15           (f) A statement that the other business entity has  
16 agreed to pay any shareholders having appraisal rights the  
17 amount to which they are entitled under ss. 607.1301-607.1333.

18           (2) A copy of the certificate of conversion, certified  
19 by the Department of State, may be filed in the official  
20 records of any county in this state in which the converting  
21 domestic corporation holds an interest in real property.

22           607.1114 Effect of conversion of domestic corporation  
23 into another business entity.--When a conversion becomes  
24 effective:

25           (1) A domestic corporation that has been converted  
26 into another business entity pursuant to this chapter is for  
27 all purposes the same entity that existed before the  
28 conversion.

29           (2) The title to all real property and other property,  
30 or any interest therein, owned by the domestic corporation at  
31 the time of its conversion into the other business entity

1 remains vested in the converted entity without reversion or  
2 impairment by operation of this chapter.

3 (3) The other business entity into which the domestic  
4 corporation was converted shall continue to be responsible and  
5 liable for all the liabilities and obligations of the  
6 converting domestic corporation, including liability to any  
7 shareholders having appraisal rights under ss.  
8 607.1301-607.1333 with respect to such conversion.

9 (4) Any claim existing or action or proceeding pending  
10 by or against any domestic corporation that is converted into  
11 another business entity may be continued as if the conversion  
12 did not occur. If the converted entity is a foreign entity, it  
13 shall be deemed to have consented to the jurisdiction of the  
14 courts of this state to enforce any obligation of the  
15 converting domestic corporation if, before the conversion, the  
16 converting domestic corporation was subject to suit in this  
17 state on the obligation. A converted entity that is a foreign  
18 entity and not authorized to transact business in this state  
19 shall appoint the Department of State as its agent for service  
20 of process for purposes of enforcing an obligation under this  
21 subsection, including any appraisal rights of shareholders  
22 under ss. 607.1301-607.1333 to the extent applicable to the  
23 conversion. Service on the Department of State under this  
24 subsection shall be made in the same manner and with the same  
25 consequences as under s. 48.141.

26 (5) Neither the rights of creditors nor any liens upon  
27 the property of a domestic corporation that is converted into  
28 another business entity under this chapter shall be impaired  
29 by such conversion.

30 (6) The shares, obligations, and other securities, or  
31 rights to acquire shares, obligations, or other securities, of

1 the domestic corporation shall be converted into the  
2 partnership interests, limited liability company interests,  
3 obligations, or other securities of the other business entity,  
4 including any rights to acquire any such interests,  
5 obligations, or other securities, or, in whole or in part,  
6 into cash, or other consideration, as provided in the plan of  
7 conversion. The former shareholders of the converting domestic  
8 corporation shall be entitled only to the rights provided in  
9 the plan of conversion and to their appraisal rights, if any,  
10 under ss. 607.1301-607.1333 or other applicable law.

11 607.1115 Conversion of another business entity to a  
12 domestic corporation.--

13 (1) As used in this section, the term "other business  
14 entity" means a limited liability company; a common law or  
15 business trust or association; a real estate investment trust;  
16 a general partnership, including a limited liability  
17 partnership; a limited partnership, including a limited  
18 liability limited partnership; or any other domestic or  
19 foreign entity that is organized under a governing law or  
20 other applicable law, provided such term shall not include a  
21 corporation and shall not include any entity that has not been  
22 organized for profit.

23 (2) Any other business entity may convert to a  
24 domestic corporation if the conversion is permitted by the  
25 laws of the jurisdiction that enacted the applicable laws  
26 governing the other business entity and the other business  
27 entity complies with such laws and the requirements of this  
28 section in effecting the conversion. The other business entity  
29 shall file with the Department of State in accordance with s.  
30 607.0120:

31



1           (a) A certificate of conversion that has been executed  
2 in accordance with s. 607.0120.

3           (b) Articles of incorporation that comply with s.  
4 607.0202 and have been executed in accordance with s.  
5 607.0120.

6           (3) The certificate of conversion shall state:

7           (a) The date on which, and the jurisdiction in which,  
8 the other business entity was first organized and, if the  
9 entity has changed, its jurisdiction immediately prior to its  
10 conversion.

11           (b) The name of the other business entity immediately  
12 prior to the filing of the certificate of conversion to a  
13 corporation.

14           (c) The name of the corporation as set forth in its  
15 articles of incorporation filed in accordance with subsection  
16 (2).

17           (d) The delayed effective date or time, which, subject  
18 to the limitations in s. 607.0123(2), shall be a date or time  
19 certain, of the conversion if the conversion is not to be  
20 effective upon the filing of the certificate of conversion and  
21 the articles of incorporation, provided such delayed effective  
22 date may not be different than the effective date and time of  
23 the articles of incorporation.

24           (4) Upon the filing with the Department of State of  
25 the certificate of conversion and the articles of  
26 incorporation, or upon the delayed effective date or time of  
27 the certificate of conversion and the articles of  
28 incorporation, the other business entity shall be converted  
29 into a domestic corporation and the corporation shall  
30 thereafter be subject to all of the provisions of this  
31 chapter, except notwithstanding s. 607.0123, the existence of

1 the corporation shall be deemed to have commenced when the  
2 other business entity commenced its existence in the  
3 jurisdiction in which the other business entity was first  
4 organized.

5 (5) The conversion of any other business entity into a  
6 domestic corporation shall not affect any obligations or  
7 liabilities of the other business entity incurred prior to its  
8 conversion to a domestic corporation or the personal liability  
9 of any person incurred prior to such conversion.

10 (6) When any conversion becomes effective under this  
11 section, for all purposes of the laws of this state, all of  
12 the rights, privileges, and powers of the other business  
13 entity that has been converted, and all property, real,  
14 personal, and mixed, and all debts due to such other business  
15 entity, as well as all other things and causes of action  
16 belonging to such other business entity, shall be vested in  
17 the domestic corporation into which it was converted and shall  
18 thereafter be the property of the domestic corporation as they  
19 were of the other business entity. Without limiting this  
20 provision, title to any real property, or any interest  
21 therein, vested by deed or otherwise in such other business  
22 entity at the time of conversion shall remain vested in the  
23 converted entity without reversion or impairment by operation  
24 of this chapter. All rights of creditors and all liens upon  
25 any property of such other business entity shall be preserved  
26 unimpaired, and all debts, liabilities, and duties of such  
27 other business entity shall thenceforth attach to the domestic  
28 corporation into which it was converted and may be enforced  
29 against the domestic corporation to the same extent as if said  
30 debts, liabilities, and duties had been incurred or contracted  
31 by the domestic corporation.

1           (7) Unless otherwise agreed, or as required under  
2 applicable laws of states other than this state, the  
3 converting entity shall not be required to wind up its affairs  
4 or pay its liabilities and distribute its assets and the  
5 conversion shall not constitute a dissolution of such entity  
6 and shall constitute a continuation of the existence of the  
7 converting entity in the form of a domestic corporation.

8           (8) Prior to filing a certificate of conversion with  
9 the Department of State, the conversion shall be approved in  
10 the manner provided for by the document, instrument,  
11 agreement, or other writing, as the case may be, governing the  
12 internal affairs of the other business entity or by other  
13 applicable law, as appropriate, and the articles of  
14 incorporation and bylaws of the corporation shall be approved  
15 by the same authorization required to approve the conversion.  
16 As part of such an approval, a plan of conversion or other  
17 record may describe the manner and basis of converting the  
18 partnership interests, limited liability company interests,  
19 obligations, or securities of, or other interests or rights  
20 in, the other business entity, including any rights to acquire  
21 any such interests, obligations, securities, or other rights,  
22 into shares of the domestic corporation, or rights to acquire  
23 shares, obligations, securities, or other rights, or, in whole  
24 or in part, into cash or other consideration. Such a plan or  
25 other record may also contain other provisions relating to the  
26 conversion, including without limitation the right of the  
27 other business entity to abandon a proposed conversion, or an  
28 effective date for the conversion that is not inconsistent  
29 with paragraph (2)(d).

30           Section 2. Paragraph (a) of subsection (1) of section  
31 607.1302, Florida Statutes, is amended to read:

1           607.1302 Right of shareholders to appraisal.--

2           (1) A shareholder of a domestic corporation is  
3 entitled to appraisal rights, and to obtain payment of the  
4 fair value of that shareholder's shares, in the event of any  
5 of the following corporate actions:

6           (a) Consummation of a conversion of such corporation  
7 pursuant to s. 607.1112 if shareholder approval is required  
8 for the conversion and the shareholder is entitled to vote on  
9 the conversion under ss. 607.1103 and 607.1112(6), or the  
10 consummation of a merger to which such ~~the~~ corporation is a  
11 party if shareholder approval is required for the merger under  
12 ~~by~~ s. 607.1103 and the shareholder is entitled to vote on the  
13 merger or if such ~~the~~ corporation is a subsidiary and the  
14 merger is governed by s. 607.1104;

15           Section 3. Subsections (1) and (5) of section 608.407,  
16 Florida Statutes, are amended, and subsection (6) is added to  
17 that section, to read:

18           608.407 Articles of organization.--

19           (1) In order to form a limited liability company,  
20 articles of organization of a limited liability company shall  
21 be ~~executed and~~ filed with the Department of State by one or  
22 more members or authorized representatives of the limited  
23 liability company. The articles of organization shall set  
24 forth:

25           (a) The name of the limited liability company.

26           (b) The mailing address and the street address of the  
27 principal office of the limited liability company.

28           (c) The name and street address of its initial  
29 registered agent for service of process in the state. The  
30 articles of organization shall include or be accompanied by  
31 the written statement required by s. 608.415.

1           (d) Any other matters that the members elect to  
2 include in the articles of organization.

3           (5) The fact that articles of organization are on file  
4 with the Department of State is notice that the entity formed  
5 in connection with the filing of the articles of organization  
6 is a limited liability company formed under the laws of this  
7 state ~~and is notice of all other facts set forth in the~~  
8 ~~articles of organization.~~ If the articles of organization  
9 contain any information described in subsections (4) and (6),  
10 the articles of organization shall be deemed notice of that  
11 information as well, provided, if such information has been  
12 added or changed by an amendment or restatement of the  
13 articles of organization, the articles of organization shall  
14 not be deemed notice of such fact until 90 days after the  
15 effective date of such amendment or restatement.

16           (6) The articles of organization may also, but need  
17 not, identify one or more persons authorized to serve as a  
18 manager or managing member and may describe any limitations  
19 upon the authority of a manager or managing member, provided a  
20 provision in the articles of organization limiting the  
21 authority of a manager or managing member to transfer real  
22 property held in the name of the limited liability company is  
23 not notice of the limitation, to a person who is not a member  
24 or manager of the limited liability company, unless the  
25 limitation appears in an affidavit, certificate, or other  
26 instrument that bears the name of the limited liability  
27 company and is recorded in the office for recording transfers  
28 of such real property.

29           Section 4. Paragraph (a) of subsection (1) of section  
30 608.4225, Florida Statutes, is amended to read:

1           608.4225 General standards for managers and managing  
2 members.--

3           (1) Subject to ss. 608.4226 and 608.423, each manager  
4 and managing member shall owe a duty of loyalty and a duty of  
5 care to the limited liability company and all of the members  
6 of the limited liability company.

7           (a) Subject to s. 608.4226, the duty of loyalty is  
8 limited to ~~includes, without limitation:~~

9           1. Accounting to the limited liability company and  
10 holding as trustee for the limited liability company any  
11 property, profit, or benefit derived by such manager or  
12 managing member in the conduct or winding up of the limited  
13 liability company business or derived from a use by such  
14 manager or managing member of limited liability company  
15 property, including the appropriation of a limited liability  
16 company opportunity.

17           2. Refraining from dealing with the limited liability  
18 company in the conduct or winding up of the limited liability  
19 company business as or on behalf of a party having an interest  
20 adverse to the limited liability company.

21           3. Refraining from competing with the limited  
22 liability company in the conduct of the limited liability  
23 company business before the dissolution of the limited  
24 liability company.

25           Section 5. Sections 608.4351, 608.4352, 608.4353,  
26 608.4354, 608.4355, 608.4356, 608.4357, 608.43575, 608.4358,  
27 608.43585, 608.4359, and 608.43595, Florida Statutes, are  
28 created to read:

29           608.4351 Appraisal rights; definitions.--The following  
30 definitions apply to this section and ss. 608.4352-608.43595:  
31

1           (1) "Affiliate" means a person that directly or  
2 indirectly, through one or more intermediaries, controls, is  
3 controlled by, or is under common control with another person.  
4 For purposes of s. 608.4352(2)(d), a person is deemed to be an  
5 affiliate of its senior executives.

6           (2) "Appraisal event" means an event described in s.  
7 608.4352(1).

8           (3) "Beneficial member" means a person who is the  
9 beneficial owner of a membership interest held in a voting  
10 trust or by a nominee on the beneficial owner's behalf.

11           (4) "Converted entity" means the other business entity  
12 into which a domestic limited liability company converts  
13 pursuant to ss. 608.4401-608.4404.

14           (5) "Fair value" means the value of the member's  
15 membership interests determined:

16           (a) Immediately before the effectuation of the  
17 appraisal event to which the member objects.

18           (b) Using customary and current valuation concepts and  
19 techniques generally employed for similar businesses in the  
20 context of the transaction requiring appraisal, excluding any  
21 appreciation or depreciation in anticipation of the  
22 transaction to which the member objects unless exclusion would  
23 be inequitable to the limited liability company and its  
24 remaining members.

25           (6) "Interest" means interest from the effective date  
26 of the appraisal event to which the member objects until the  
27 date of payment, at the rate of interest determined for  
28 judgments in accordance with s. 55.03, determined as of the  
29 effective date of the appraisal event.

30           (7) "Limited liability company" means the domestic  
31 limited liability company that issued the membership interest

1 held by a member demanding appraisal, and for matters covered  
2 in ss. 608.4352-608.43595, includes the converted entity in a  
3 conversion or the surviving entity in a merger.

4 (8) "Record member" means each person who is  
5 identified as a member in the current list of members  
6 maintained in accordance with s. 608.4101 by the limited  
7 liability company, or to the extent the limited liability  
8 company has failed to maintain a current list, each person  
9 that is the rightful owner of a membership interest in the  
10 limited liability company. An assignee of a membership  
11 interest is not a record member.

12 (9) "Senior executive" means a manager or managing  
13 member or the chief executive officer, chief operating  
14 officer, chief financial officer, or anyone in charge of a  
15 principal business unit or function of a limited liability  
16 company or of a manager or managing member of the limited  
17 liability company.

18 (10) "Member" means a record member or a beneficial  
19 member.

20 (11) "Membership interest" has the same meaning set  
21 forth in s. 608.402, except, if the appraisal rights of a  
22 member under s. 608.4352 pertain to only a certain class or  
23 series of a membership interest, the term "membership  
24 interest" means only the membership interest pertaining to  
25 such class or series.

26 (12) "Surviving entity " means the other business  
27 entity into which a domestic limited liability company is  
28 merged pursuant to ss. 608.438-608.4383.

29 608.4352 Right of members to appraisal.--

30 (1) A member of a domestic limited liability company  
31 is entitled to appraisal rights, and to obtain payment of the



1 fair value of that member's membership interest, in the  
2 following events:  
3       (a) Consummation of a merger of such limited liability  
4 company pursuant to this act and the member possessed the  
5 right to vote upon the merger; or  
6       (b) Consummation of a conversion of such limited  
7 liability company pursuant to this act and the member  
8 possessed the right to vote upon the conversion.  
9       (2) Notwithstanding subsection (1), the availability  
10 of appraisal rights shall be limited in accordance with the  
11 following provisions:  
12       (a) Appraisal rights shall not be available for  
13 membership interests which are:  
14           1. Listed on the New York Stock Exchange or the  
15 American Stock Exchange or designated as a national market  
16 system security on an interdealer quotation system by the  
17 National Association of Securities Dealers, Inc.; or  
18           2. Not listed or designated as provided in  
19 subparagraph 1. but are issued by a limited liability company  
20 that has at least 500 members and all membership interests of  
21 the limited liability company, including membership interests  
22 that are limited to a right to receive distributions, have a  
23 market value of at least \$10 million, exclusive of the value  
24 of any such interests held by its managing members, managers,  
25 and other senior executives owning more than 10 percent of the  
26 rights to receive distributions from the limited liability  
27 company.  
28       (b) The applicability of paragraph (a) shall be  
29 determined as of the date fixed to determine the members  
30 entitled to receive notice of, and to vote upon, the appraisal  
31 event.

1           (c) Paragraph (a) shall not apply, and appraisal  
2 rights shall be available pursuant to subsection (1), for any  
3 members who are required by the appraisal event to accept for  
4 their membership interests anything other than cash or a  
5 proprietary interest of an entity that satisfies the standards  
6 set forth in paragraph (a) at the time the appraisal event  
7 becomes effective.

8           (d) Paragraph (a) shall not apply, and appraisal  
9 rights shall be available pursuant to subsection (1), for the  
10 holders of a membership interest if:

11           1. Any of the members' interests in the limited  
12 liability company or the limited liability company's assets  
13 are being acquired or converted, whether by merger,  
14 conversion, or otherwise, pursuant to the appraisal event by a  
15 person, or by an affiliate of a person, who:

16           a. Is, or at any time in the 1-year period immediately  
17 preceding approval of the appraisal event was, the beneficial  
18 owner of 20 percent or more of those interests in the limited  
19 liability company entitled to vote on the appraisal event,  
20 excluding any such interests acquired pursuant to an offer for  
21 all interests having such voting rights if such offer was made  
22 within 1 year prior to the appraisal event for consideration  
23 of the same kind and of a value equal to or less than that  
24 paid in connection with the appraisal event; or

25           b. Directly or indirectly has, or at any time in the  
26 1-year period immediately preceding approval of the appraisal  
27 event had, the power, contractually or otherwise, to cause the  
28 appointment or election of any senior executives; or

29           2. Any of the members' interests in the limited  
30 liability company or the limited liability company's assets  
31 are being acquired or converted, whether by merger,

1 conversion, or otherwise, pursuant to the appraisal event by a  
2 person, or by an affiliate of a person, who is, or at any time  
3 in the 1-year period immediately preceding approval of the  
4 appraisal event was, a senior executive of the limited  
5 liability company or a senior executive of any affiliate of  
6 the limited liability company, and that senior executive will  
7 receive, as a result of the limited liability company action,  
8 a financial benefit not generally available to members, other  
9 than:

10       a. Employment, consulting, retirement, or similar  
11 benefits established separately and not as part of or in  
12 contemplation of the appraisal event;

13       b. Employment, consulting, retirement, or similar  
14 benefits established in contemplation of, or as part of, the  
15 appraisal event that are not more favorable than those  
16 existing before the appraisal event or, if more favorable,  
17 that have been approved by the limited liability company; or

18       c. In the case of a managing member or manager of the  
19 limited liability company who will, during or as the result of  
20 the appraisal event, become a managing member, manager,  
21 general partner, or director of the surviving or converted  
22 entity or one of its affiliates, those rights and benefits as  
23 a managing member, manager, general partner, or director that  
24 are provided on the same basis as those afforded by the  
25 surviving or converted entity generally to other managing  
26 members, managers, general partners, or directors of the  
27 surviving or converted entity or its affiliate.

28       (e) For the purposes of subparagraph (d)1.a. only, the  
29 term "beneficial owner" means any person who, directly or  
30 indirectly, through any contract, arrangement, or  
31 understanding, other than a revocable proxy, has or shares the

1 right to vote, or to direct the voting of, an interest in a  
2 limited liability company with respect to approval of the  
3 appraisal event, provided a member of a national securities  
4 exchange shall not be deemed to be a beneficial owner of an  
5 interest in a limited liability company held directly or  
6 indirectly by it on behalf of another person solely because  
7 such member is the recordholder of interests in the limited  
8 liability company if the member is precluded by the rules of  
9 such exchange from voting without instruction on contested  
10 matters or matters that may affect substantially the rights or  
11 privileges of the holders of the interests in the limited  
12 liability company to be voted. When two or more persons agree  
13 to act together for the purpose of voting such interests, each  
14 member of the group formed thereby shall be deemed to have  
15 acquired beneficial ownership, as of the date of such  
16 agreement, of all voting interests in the limited liability  
17 company beneficially owned by any member of the group.

18 (3) A member entitled to appraisal rights under this  
19 section and ss. 608.4353-608.43595 may not challenge a  
20 completed appraisal event unless the appraisal event:

21 (a) Was not effectuated in accordance with the  
22 applicable provisions of this section and ss.  
23 608.4353-608.43595, or the limited liability company's  
24 articles of organization or operating agreement; or

25 (b) Was procured as a result of fraud or material  
26 misrepresentation.

27 (4) A limited liability company may modify, restrict,  
28 or eliminate the appraisal rights provided in this section and  
29 ss. 608.4353-608.43595 in its operating agreement.

30 608.4353 Assertion of rights by nominees and  
31 beneficial owners.--

1           (1) A record member may assert appraisal rights as to  
2 fewer than all the membership interests registered in the  
3 record member's name which are owned by a beneficial member  
4 only if the record member objects with respect to all  
5 membership interests of the class or series owned by that  
6 beneficial member and notifies the limited liability company  
7 in writing of the name and address of each beneficial member  
8 on whose behalf appraisal rights are being asserted. The  
9 rights of a record member who asserts appraisal rights for  
10 only part of the membership interests of the class or series  
11 held of record in the record member's name under this  
12 subsection shall be determined as if the membership interests  
13 to which the record member objects and the record member's  
14 other membership interests were registered in the names of  
15 different record members.

16           (2) A beneficial member may assert appraisal rights as  
17 to a membership interest held on behalf of the member only if  
18 such beneficial member:

19           (a) Submits to the limited liability company the  
20 record member's written consent to the assertion of such  
21 rights no later than the date referred to in s.  
22 608.4356(2)(b)2.

23           (b) Does so with respect to all membership interests  
24 of the class or series that are beneficially owned by the  
25 beneficial member.

26           608.4354 Notice of appraisal rights.--

27           (1) If a proposed appraisal event is to be submitted  
28 to a vote at a members' meeting, the meeting notice must state  
29 that the limited liability company has concluded that members  
30 are, are not, or may be entitled to assert appraisal rights  
31 under this act.

1           (2) If the limited liability company concludes that  
2 appraisal rights are or may be available, a copy of ss.  
3 608.4351-608.43595 must accompany the meeting notice sent to  
4 those record members entitled to exercise appraisal rights.

5           (3) If the appraisal event is to be approved other  
6 than by a members' meeting, the notice referred to in  
7 subsection (1) must be sent to all members at the time that  
8 consents are first solicited, whether or not consents are  
9 solicited from all members, and include the materials  
10 described in s. 608.4356.

11           608.4355 Notice of intent to demand payment.--

12           (1) If a proposed appraisal event is submitted to a  
13 vote at a members' meeting, or is submitted to a member  
14 pursuant to a consent vote, a member who is entitled to and  
15 who wishes to assert appraisal rights with respect to any  
16 class or series of membership interests:

17           (a) Must deliver to a manager or managing member of  
18 the limited liability company before the vote is taken, or  
19 within 20 days after receiving the notice pursuant to s.  
20 608.4353(3) if action is to be taken without a member meeting,  
21 written notice of such person's intent to demand payment if  
22 the proposed appraisal event is effectuated.

23           (b) Must not vote, or cause or permit to be voted, any  
24 membership interests of such class or series in favor of the  
25 appraisal event.

26           (2) A person who may otherwise be entitled to  
27 appraisal rights, but who does not satisfy the requirements of  
28 subsection (1), is not entitled to payment under ss.  
29 608.4351-608.43595.

30           608.4356 Appraisal notice and form.--  
31

1           (1) If the proposed appraisal event becomes effective,  
2 the limited liability company must deliver a written appraisal  
3 notice and form required by paragraph (2)(a) to all members  
4 who satisfied the requirements of s. 608.4355.

5           (2) The appraisal notice must be sent no earlier than  
6 the date the appraisal event became effective and no later  
7 than 10 days after such date and must:

8           (a) Supply a form that specifies the date that the  
9 appraisal event became effective and that provides for the  
10 member to state:

11           1. The member's name and address.

12           2. The number, classes, and series of membership  
13 interests as to which the member asserts appraisal rights.

14           3. That the member did not vote for the transaction.

15           4. Whether the member accepts the limited liability  
16 company's offer as stated in subparagraph (b)4.

17           5. If the offer is not accepted, the member's  
18 estimated fair value of the membership interests and a demand  
19 for payment of the member's estimated value plus interest.

20           (b) State:

21           1. Where the form described in paragraph (a) must be  
22 sent.

23           2. A date by which the limited liability company must  
24 receive the form, which date may not be fewer than 40 nor more  
25 than 60 days after the date the appraisal notice and form  
26 described in this subsection are sent, and that the member  
27 shall have waived the right to demand appraisal with respect  
28 to the membership interests unless the form is received by the  
29 limited liability company by such specified date.

30           3. In the case of membership interests represented by  
31 a certificate, the location at which certificates for such

1 certificated membership interests must be deposited, if that  
2 action is required by the limited liability company, and the  
3 date by which those certificates must be deposited, which date  
4 may not be earlier than the date for receiving the required  
5 form under subparagraph 2.

6 4. The limited liability company's estimate of the  
7 fair value of the membership interests.

8 5. An offer to each member who is entitled to  
9 appraisal rights to pay the limited liability company's  
10 estimate of fair value set forth in subparagraph 4.

11 6. That, if requested in writing, the limited  
12 liability company will provide to the member so requesting,  
13 within 10 days after the date specified in subparagraph 2.,  
14 the number of members who return the forms by the specified  
15 date and the total number of membership interests owned by  
16 them.

17 7. The date by which the notice to withdraw under s.  
18 608.4357 must be received, which date must be within 20 days  
19 after the date specified in subparagraph 2.

20 (c) Be accompanied by:

21 1. Financial statements of the limited liability  
22 company that issued the membership interests to be appraised,  
23 consisting of a balance sheet as of the end of the fiscal year  
24 ending not more than 15 months prior to the date of the  
25 limited liability company's appraisal notice, an income  
26 statement for that year, a cash flow statement for that year,  
27 and the latest available interim financial statements, if any.

28 2. A copy of ss. 608.4351-608.43595.

29 608.4357 Perfection of rights; right to withdraw.--

30 (1) A member who wishes to exercise appraisal rights  
31 must execute and return the form received pursuant to s.



1 608.4356(1) and, in the case of certificated membership  
2 interests and if the limited liability company so requires,  
3 deposit the member's certificates in accordance with the terms  
4 of the notice by the date referred to in the notice pursuant  
5 to s. 608.4356(2)(b)2. Once a member deposits that member's  
6 certificates or, in the case of uncertificated membership  
7 interests, returns the executed form described in s.  
8 608.4356(2), the member loses all rights as a member, unless  
9 the member withdraws pursuant to subsection (3). Upon  
10 receiving a demand for payment from a member who holds an  
11 uncertificated membership interest, the limited liability  
12 company shall make an appropriate notation of the demand for  
13 payment in its records.

14 (2) The limited liability company may restrict the  
15 transfer of such membership interests from the date the member  
16 delivers the items required by subsection (1).

17 (3) A member who has complied with subsection (1) may  
18 nevertheless decline to exercise appraisal rights and withdraw  
19 from the appraisal process by so notifying the limited  
20 liability company in writing by the date set forth in the  
21 appraisal notice pursuant to s. 608.4356(2)(b)7. A member who  
22 fails to so withdraw from the appraisal process may not  
23 thereafter withdraw without the limited liability company's  
24 written consent.

25 (4) A member who does not execute and return the form  
26 and, in the case of certificated membership interests, deposit  
27 that member's certificates, if so required by the limited  
28 liability company, each by the date set forth in the notice  
29 described in subsection (2), shall not be entitled to payment  
30 under this chapter.

31

1           (5) If the member's right to receive fair value is  
2 terminated other than by the purchase of the membership  
3 interest by the limited liability company, all rights of the  
4 member, with respect to such membership interest, shall be  
5 reinstated effective as of the date the member delivered the  
6 items required by subsection (1), including the right to  
7 receive any intervening payment or other distribution with  
8 respect to such membership interest, or, if any such rights  
9 have expired or any such distribution other than a cash  
10 payment has been completed, in lieu thereof at the election of  
11 the limited liability company, the fair value thereof in cash  
12 as determined by the limited liability company as of the time  
13 of such expiration or completion, but without prejudice  
14 otherwise to any action or proceeding of the limited liability  
15 company that may have been taken by the limited liability  
16 company on or after the date the member delivered the items  
17 required by subsection (1).

18           608.43575 Member's acceptance of limited liability  
19 company's offer.--

20           (1) If the member states on the form provided in s.  
21 608.4356(1) that the member accepts the offer of the limited  
22 liability company to pay the limited liability company's  
23 estimated fair value for the membership interest, the limited  
24 liability company shall make such payment to the member within  
25 90 days after the limited liability company's receipt of the  
26 items required by s. 608.4357(1).

27           (2) Upon payment of the agreed value, the member shall  
28 cease to have any interest in the membership interest.

29           608.4358 Procedure if member is dissatisfied with  
30 offer.--

31

1           (1) A member who is dissatisfied with the limited  
2 liability company's offer as set forth pursuant to s.  
3 608.4356(2)(b)5. must notify the limited liability company on  
4 the form provided pursuant to s. 608.4356(1) of the member's  
5 estimate of the fair value of the membership interest and  
6 demand payment of that estimate plus interest.

7           (2) A member who fails to notify the limited liability  
8 company in writing of the member's demand to be paid the  
9 member's estimate of the fair value plus interest under  
10 subsection (1) within the timeframe set forth in s.  
11 608.4356(2)(b)2. waives the right to demand payment under this  
12 section and shall be entitled only to the payment offered by  
13 the limited liability company pursuant to s. 608.4356(2)(b)5.

14           608.43585 Court action.--

15           (1) If a member makes demand for payment under s.  
16 608.4358 which remains unsettled, the limited liability  
17 company shall commence a proceeding within 60 days after  
18 receiving the payment demand and petition the court to  
19 determine the fair value of the membership interest and  
20 accrued interest. If the limited liability company does not  
21 commence the proceeding within the 60-day period, any member  
22 who has made a demand pursuant to s. 608.4358 may commence the  
23 proceeding in the name of the limited liability company.

24           (2) The proceeding shall be commenced in the  
25 appropriate court of the county in which the limited liability  
26 company's principal office in this state is located or, if  
27 none, the county in which its registered agent is located. If  
28 the limited liability company is a foreign limited liability  
29 company without a registered agent in this state, the  
30 proceeding shall be commenced in the county in this state in  
31 which the principal office or registered agent of the domestic

1 limited liability company was located at the time of the  
2 appraisal event.

3 (3) All members, whether or not residents of this  
4 state, whose demands remain unsettled shall be made parties to  
5 the proceeding as in an action against their membership  
6 interests. The limited liability company shall serve a copy of  
7 the initial pleading in such proceeding upon each member party  
8 who is a resident of this state in the manner provided by law  
9 for the service of a summons and complaint and upon each  
10 nonresident member party by registered or certified mail or by  
11 publication as provided by law.

12 (4) The jurisdiction of the court in which the  
13 proceeding is commenced under subsection (2) is plenary and  
14 exclusive. If it so elects, the court may appoint one or more  
15 persons as appraisers to receive evidence and recommend a  
16 decision on the question of fair value. The appraisers shall  
17 have the powers described in the order appointing them or in  
18 any amendment to the order. The members demanding appraisal  
19 rights are entitled to the same discovery rights as parties in  
20 other civil proceedings. There shall be no right to a jury  
21 trial.

22 (5) Each member made a party to the proceeding is  
23 entitled to judgment for the amount of the fair value of such  
24 member's membership interests, plus interest, as found by the  
25 court.

26 (6) The limited liability company shall pay each such  
27 member the amount found to be due within 10 days after final  
28 determination of the proceedings. Upon payment of the  
29 judgment, the member shall cease to have any interest in the  
30 membership interests.

31 608.4359 Court costs and counsel fees.--

1           (1) The court in an appraisal proceeding shall  
2 determine all costs of the proceeding, including the  
3 reasonable compensation and expenses of appraisers appointed  
4 by the court. The court shall assess the costs against the  
5 limited liability company, except that the court may assess  
6 costs against all or some of the members demanding appraisal,  
7 in amounts the court finds equitable, to the extent the court  
8 finds such members acted arbitrarily, vexatiously, or not in  
9 good faith with respect to the rights provided by this  
10 chapter.

11           (2) The court in an appraisal proceeding may also  
12 assess the fees and expenses of counsel and experts for the  
13 respective parties, in amounts the court finds equitable:

14           (a) Against the limited liability company and in favor  
15 of any or all members demanding appraisal if the court finds  
16 the limited liability company did not substantially comply  
17 with ss. 608.4353 and 608.4356; or

18           (b) Against either the limited liability company or a  
19 member demanding appraisal, in favor of any other party, if  
20 the court finds that the party against whom the fees and  
21 expenses are assessed acted arbitrarily, vexatiously, or not  
22 in good faith with respect to the rights provided by this  
23 chapter.

24           (3) If the court in an appraisal proceeding finds that  
25 the services of counsel for any member were of substantial  
26 benefit to other members similarly situated, and that the fees  
27 for those services should not be assessed against the limited  
28 liability company, the court may award to such counsel  
29 reasonable fees to be paid out of the amounts awarded the  
30 members who were benefited.

31

1           (4) To the extent the limited liability company fails  
2 to make a required payment pursuant to s. 608.43575, the  
3 member may sue directly for the amount owed and, to the extent  
4 successful, shall be entitled to recover from the limited  
5 liability company all costs and expenses of the suit,  
6 including attorney's fees.

7           608.43595 Limitation on limited liability company  
8 payment.--

9           (1) No payment shall be made to a member seeking  
10 appraisal rights if, at the time of payment, the limited  
11 liability company is unable to meet the distribution standards  
12 of s. 608.428. In such event, the member shall, at the  
13 member's option:

14           (a) Withdraw the notice of intent to assert appraisal  
15 rights, which shall in such event be deemed withdrawn with the  
16 consent of the limited liability company; or

17           (b) Retain the status as a claimant against the  
18 limited liability company and, if the limited liability  
19 company is liquidated, be subordinated to the rights of  
20 creditors of the limited liability company but have rights  
21 superior to the members not asserting appraisal rights and if  
22 it is not liquidated, retain the right to be paid for the  
23 membership interest, which right the limited liability company  
24 shall be obliged to satisfy when the restrictions of this  
25 section do not apply.

26           (2) The member shall exercise the option under  
27 paragraph (1)(a) or paragraph (1)(b) by written notice filed  
28 with the limited liability company within 30 days after the  
29 limited liability company has given written notice that the  
30 payment for the membership interests cannot be made because of  
31 the restrictions of this section. If the member fails to

1 exercise the option, the member shall be deemed to have  
2 withdrawn the notice of intent to assert appraisal rights.

3 Section 6. Subsection (1), paragraphs (a), (d), (e),  
4 and (f) of subsection (3), and paragraph (d) of subsection (4)  
5 of section 608.438, Florida Statutes, are amended to read:

6 608.438 Merger of limited liability company.--

7 (1) As used in this section and ss. 608.4381-608.4383  
8 ~~608.4384~~, the term "other business entity" or "another  
9 business entity" means includes a corporation, a limited  
10 liability company, a common law or business trust or  
11 association, a real estate investment trust, ~~a common law~~  
12 ~~trust, an unincorporated business~~, a general partnership,  
13 including a limited liability partnership, a limited  
14 partnership, including a limited liability partnership, ~~a~~  
15 ~~limited liability company other than a limited liability~~  
16 ~~company organized under the laws of this chapter~~, or any other  
17 domestic or foreign entity that is organized under a governing  
18 law or other ~~formed pursuant to the requirements of~~ applicable  
19 law.

20 (3) The plan of merger shall set forth:

21 (a) The name of each limited liability company and the  
22 name and jurisdiction of formation, organization, or  
23 incorporation of each other business entity planning to merge,  
24 and the name of the surviving or resulting limited liability  
25 company or other business entity into which each other limited  
26 liability company or other business entity plans to merge,  
27 which is, in this section and in ss. 608.4381-608.4383  
28 ~~608.4384~~, designated as the surviving entity.

29 ~~(d) If a partnership is to be the surviving entity,~~  
30 ~~the names and business addresses of the general partners of~~  
31 ~~the surviving entity.~~

1           ~~(c) If a limited liability company is to be the~~  
2 ~~surviving entity, and management thereof is vested in one or~~  
3 ~~more managers or managing members, the names and business~~  
4 ~~addresses of such managers or managing members.~~

5           ~~(d)(f)~~ All statements required to be set forth in the  
6 plan of merger by the laws under which each other business  
7 entity that is a party to the merger is formed, organized, or  
8 incorporated.

9           (4) The plan of merger may set forth:

10           (d) A statement of, or a statement of the method of  
11 determining, the "fair value," as defined in s. 608.4351  
12 ~~608.4384(1)(b)~~, of an interest in any domestic limited  
13 liability company that is a party to the merger.

14           Section 7. Subsection (2), paragraphs (c), (d), (e),  
15 and (f) of subsection (4), and subsection (6) of section  
16 608.4381, Florida Statutes, are amended to read:

17           608.4381 Action on plan of merger.--

18           (2) In addition to the approval required by subsection  
19 (1), if the surviving entity is a partnership or limited  
20 partnership, no member of a limited liability company that is  
21 a party to the merger shall, as a result of the merger, become  
22 a general partner of such partnership or limited partnership  
23 ~~the surviving entity~~ unless such member specifically consents  
24 in writing to becoming a general partner of such partnership  
25 or limited partnership, ~~the surviving entity~~ and unless such  
26 written consent is obtained from each such member ~~who, as a~~  
27 ~~result of the merger, would become a general partner of the~~  
28 ~~surviving entity~~, such merger shall not become effective under  
29 s. 608.4383. Any member providing such consent in writing  
30 shall be deemed to have voted in favor of the plan of merger  
31 for purposes of ss. 608.4351-608.43595 ~~s. 608.4384~~.



1           (4) The notification required by subsection (3) shall  
2 be in writing and shall include:

3           (c) The statement or statements required by ss.  
4 608.4351-608.43595 regarding availability of appraisal rights,  
5 if any, to members of the limited liability company ~~A clear~~  
6 ~~and concise statement that, if the plan of merger is effected,~~  
7 ~~members dissenting therefrom may be entitled, if they comply~~  
8 ~~with the provisions of s. 608.4384 regarding the rights of~~  
9 ~~dissenting members, to be paid the fair value of their~~  
10 ~~interests, which shall be accompanied by a copy of s.~~  
11 ~~608.4384.~~

12           ~~(d) A statement of, or a statement of the method of~~  
13 ~~determining, the "fair value," as defined in s.~~  
14 ~~608.4384(1)(b), of an interest in the limited liability~~  
15 ~~company, in the case of a limited liability company in which~~  
16 ~~management is not reserved to its members, as determined by~~  
17 ~~the managers of such limited liability company, which~~  
18 ~~statement may consist of a reference to the applicable~~  
19 ~~provisions of such limited liability company's articles of~~  
20 ~~organization or operating agreement that determine the fair~~  
21 ~~value of an interest in the limited liability company for such~~  
22 ~~purposes, and which shall constitute an offer by the limited~~  
23 ~~liability company to purchase at such fair value any interests~~  
24 ~~of a "dissenter," as defined in s. 608.4384(1)(a), unless and~~  
25 ~~until such dissenter's right to receive the fair value of the~~  
26 ~~dissenter's interests in the limited liability company is~~  
27 ~~terminated pursuant to s. 608.4384(8).~~

28           ~~(d)(e)~~ The date on which such notification was mailed  
29 or delivered to the members.

30           ~~(e)(f)~~ Any other information concerning the plan of  
31 merger.

1           (6) A plan of merger may provide for the manner, if  
2 any, in which the plan of merger may be amended at any time  
3 before the effective date of the merger, except after the  
4 approval of the plan of merger by the members of a limited  
5 liability company that is a party to the merger, the plan of  
6 merger may not be amended to:

7           (a) Change the amount or kind of interests,  
8 partnership interests, shares, obligations, other securities,  
9 cash, rights, or any other property to be received by the  
10 members of such limited liability company in exchange for or  
11 on conversion of their interests;

12           (b) If the surviving entity is a limited liability  
13 company, change any term of the articles of organization or  
14 the operating agreement of the surviving entity, except for  
15 changes that otherwise could be adopted without the approval  
16 of the members of the surviving entity;

17           (c) If the surviving entity is not a limited liability  
18 company, change any term of the articles of incorporation or  
19 comparable governing document of the surviving entity, except  
20 for changes that otherwise could be adopted by the board of  
21 directors or comparable representatives of the surviving  
22 entity; or

23           (d) Change any of the terms and conditions of the plan  
24 of merger if any such change, alone or in the aggregate, would  
25 materially and adversely affect the members, or any class or  
26 group of members, of such limited liability company.

27  
28 If an amendment to a plan of merger is made in accordance the  
29 plan and articles of merger have been filed with the  
30 Department of State, an amended certificate ~~articles~~ of merger  
31 executed by each limited liability company and other business

1 | entity that is a party to the merger shall be filed with the  
2 | Department of State prior to the effective date of the merger.

3 |       Section 8. Section 608.4382, Florida Statutes, is  
4 | amended to read:

5 |       608.4382 Certificate ~~Articles~~ of merger.--

6 |       (1) After a plan of merger is approved by each limited  
7 | liability company and each other business entity that is a  
8 | party to the merger, the surviving entity shall deliver to the  
9 | Department of State for filing a certificate ~~articles~~ of  
10 | merger, which shall be executed by each limited liability  
11 | company and by each other business entity as required by  
12 | applicable law, and which shall set forth:

13 |       (a) The plan of merger.

14 |       (b) A statement that the plan of merger was approved  
15 | by each limited liability company that is a party to the  
16 | merger in accordance with the applicable provisions of this  
17 | chapter, and, if applicable, a statement that the written  
18 | consent of each member of such limited liability company who,  
19 | as a result of the merger, becomes a general partner of the  
20 | surviving entity has been obtained pursuant to s. 608.4381(2).

21 |       (c) A statement that the plan of merger was approved  
22 | by each domestic partnership that is a party to the merger in  
23 | accordance with the applicable provisions of chapter 620.

24 |       (d) A statement that the plan of merger was approved  
25 | by each domestic corporation that is a party to the merger in  
26 | accordance with the applicable provisions of chapter 607.

27 |       (e) A statement that the plan of merger was approved  
28 | by each other business entity that is a party to the merger,  
29 | other than limited liability companies, partnerships, and  
30 | corporations formed, organized, or incorporated under the laws  
31 | of this state, in accordance with the applicable laws of the

1 state, country, or jurisdiction under which such other  
2 business entity is formed, organized, or incorporated.

3 (f) The effective date of the merger, which may be on  
4 or after the date of filing the certificate articles of  
5 merger, subject to the limitations in s. 608.409(2),  
6 provided, if the certificate articles of merger does ~~do~~ not  
7 provide for an effective date of the merger, the effective  
8 date shall be the date on which the certificate articles of  
9 merger is ~~are~~ filed.

10 (g) If the surviving entity is another business entity  
11 formed, organized, or incorporated under the laws of any  
12 state, country, or jurisdiction other than this state:

13 1. The address, including street and number, if any,  
14 of its principal office under the laws of the state, country,  
15 or jurisdiction in which it was formed, organized, or  
16 incorporated.

17 2. If the surviving entity is a foreign entity and is  
18 not authorized to transact business in this state, a statement  
19 that the surviving entity appoints ~~is deemed to have appointed~~  
20 the Secretary of State as its agent for service of process in  
21 a proceeding to enforce obligations ~~any obligation or the~~  
22 ~~rights of dissenting members~~ of each limited liability company  
23 that merged into such entity, including any appraisal rights  
24 of its members under ss. 608.4351-608.43595, and the street  
25 and mailing address of an office which the Department of State  
26 may use for purposes of s. 48.181 ~~is a party to the merger.~~

27 3. A statement that the surviving entity has agreed to  
28 ~~promptly~~ pay to any members with appraisal rights the  
29 ~~dissenting members of each limited liability company that is a~~  
30 ~~party to the merger~~ the amount, ~~if any,~~ to which such  
31

1 ~~dissenting~~ members are entitled under ss. 608.4351-608.43595  
2 ~~s. 608.4384.~~

3 (2) A copy of the certificate articles of merger,  
4 certified by the Department of State, may be filed in the  
5 official records of any office of the official who is the  
6 recording officer of each county in this state in which any  
7 real property of a party to the merger holds an interest in  
8 real property other than the surviving entity is situated.

9 Section 9. Subsections (2), (3), and (7) of section  
10 608.4383, Florida Statutes, are amended to read:

11 608.4383 Effect of merger.--When a merger becomes  
12 effective:

13 (2) The title to all real estate and other property,  
14 or any interest therein, owned by each domestic limited  
15 liability company and other business entity that is a party to  
16 the merger is vested in the surviving entity without reversion  
17 or impairment by reason of this chapter. ~~The surviving entity~~  
18 ~~shall record a certified copy of the articles of merger in any~~  
19 ~~county in which a merging entity holds an interest in real~~  
20 ~~property.~~

21 (3) The surviving entity shall thereafter be  
22 responsible and liable for all the liabilities and obligations  
23 of each limited liability company and other business entity  
24 that is a party to the merger, including liabilities arising  
25 out of the appraisal rights under ss. 608.4351-608.43595 of  
26 ~~dissenters~~ with respect to such merger under applicable law.

27 (7) The ~~interests,~~ partnership and membership  
28 interests, shares, obligations, or other securities and other  
29 interests, and the rights to acquire such interests,  
30 ~~partnership interests,~~ shares, obligations, or other  
31 securities and other interests, of each limited liability

1 | company and other business entity that is a party to the  
2 | merger shall be converted into ~~interests,~~ partnership and  
3 | membership interests, shares, obligations, or other securities  
4 | and other interests, or rights to such securities,  
5 | obligations, or other interests, of the surviving entity or  
6 | ~~any other limited liability company or other business entity~~  
7 | ~~or,~~ in whole or in part, into cash or other property as  
8 | provided in the plan of merger, and the former members of each  
9 | limited liability company merging into another business entity  
10 | ~~holders of interests, partnership interests, shares,~~  
11 | ~~obligations, or other securities, or rights to such~~  
12 | ~~securities,~~ shall be entitled only to the rights provided in  
13 | the plan of merger and to their appraisal rights ~~as~~  
14 | ~~dissenters,~~ if any, under ss. 608.4351-608.43595 ~~s. 608.4384,~~  
15 | ~~ss. 607.1301-607.1320, s. 620.205,~~ or other applicable law.

16 |           Section 10. Section 608.439, Florida Statutes, is  
17 | amended to read:

18 |           608.439 Conversion of certain entities to a limited  
19 | liability company.--

20 |           (1) As used in this section, the term "other business  
21 | entity" or "another business entity" means a common law or  
22 | business trust or association; ~~a real estate investment~~  
23 | ~~trust;~~ a general partnership common law trust, or any other  
24 | ~~unincorporated business,~~ including a limited liability  
25 | partnership; ~~a limited partnership, whether general~~  
26 | ~~(including a registered limited liability limited~~  
27 | partnership; ~~) or any other domestic or foreign entity that is~~  
28 | organized under a governing law or other applicable law,  
29 | provided such term shall not include a domestic limited  
30 | ~~(including a registered limited liability limited partnership)~~  
31 | ~~or a foreign limited liability company.~~

1           (2) Any other business entity may convert to a  
2 domestic limited liability company if the conversion is  
3 permitted by the laws of the jurisdiction that enacted the  
4 statute or other applicable law governing the other business  
5 entity and the other business entity complies with such laws  
6 and the requirements of this section in effecting the  
7 conversion. The other business entity shall file with ~~by~~  
8 ~~complying with subsection (8) and filing in~~ the Department of  
9 State in accordance with s. 608.4081:

10           (a) A certificate of conversion ~~to a limited liability~~  
11 ~~company~~ that has been executed by one or more authorized  
12 persons in accordance with s. 608.408. ~~;~~ ~~and~~

13           (b) Articles of organization that comply with s.  
14 608.407 and have been executed by one or more authorized  
15 persons in accordance with s. 608.408.

16           (3) The certificate of conversion to a limited  
17 liability company shall state:

18           (a) The date on which and jurisdiction in which the  
19 other entity was first organized ~~created, formed, or otherwise~~  
20 ~~came into being~~ and, if it has changed, its jurisdiction  
21 immediately prior to its conversion to a domestic limited  
22 liability company. ~~;~~

23           (b) The name of the other entity immediately prior to  
24 the filing of the certificate of conversion. ~~to a limited~~  
25 ~~liability company;~~

26           (c) The name of the limited liability company as set  
27 forth in its articles of organization filed in accordance with  
28 subsection (2). ~~;~~ ~~and~~

29           (d) Subject to the limitations in s. 608.409(2), the  
30 delayed future effective date or time (which shall be a date  
31 or time certain) of the conversion to a limited liability

1 | company if it is not to be effective upon the filing of the  
2 | certificate of conversion ~~to a limited liability company~~ and  
3 | the articles of organization, provided such delayed effective  
4 | date and time may not be different than the effective date of  
5 | the articles of organization.

6 |         (4) Upon the filing in the Department of State of the  
7 | certificate of conversion to a limited liability company and  
8 | the articles of organization or upon the delayed future  
9 | effective date or time of the certificate of conversion ~~to a~~  
10 | ~~limited liability company~~ and the articles of organization,  
11 | the other entity shall be converted into a domestic limited  
12 | liability company and the limited liability company shall  
13 | thereafter be subject to all of the provisions of this  
14 | chapter, except that notwithstanding s. 608.409, the existence  
15 | of the limited liability company shall be deemed to have  
16 | commenced when ~~on the date~~ the other entity commenced its  
17 | existence in the jurisdiction in which the other entity was  
18 | first organized ~~created, formed, incorporated, or otherwise~~  
19 | ~~came into being.~~

20 |         (5) The conversion of any other entity into a domestic  
21 | limited liability company shall not affect any obligations or  
22 | liabilities of the other entity incurred prior to its  
23 | conversion into ~~to~~ a domestic limited liability company or the  
24 | personal liability of any person incurred prior to such  
25 | conversion.

26 |         (6) When any conversion becomes effective under this  
27 | section, for all purposes of the laws of this state, all of  
28 | the rights, privileges, and powers of the other entity that  
29 | has converted, and all property, real, personal, and mixed,  
30 | and all debts due to such other entity, as well as all other  
31 | things and causes of action belonging to such other entity,



1 shall be vested in the domestic limited liability company into  
2 which it was converted and shall thereafter be the property of  
3 the domestic limited liability company as they were of the  
4 other entity that has converted, and the title to any real  
5 property vested by deed or otherwise in such other entity  
6 shall not revert or be in any way impaired by reason of this  
7 chapter, but all rights of creditors and all liens upon any  
8 property of such other entity shall be preserved unimpaired,  
9 and all debts, liabilities, and duties of the other entity  
10 that has converted shall thenceforth attach to the domestic  
11 limited liability company and may be enforced against it to  
12 the same extent as if said debts, liabilities, and duties had  
13 been incurred or contracted by it.

14 (7) Unless otherwise agreed, or as required under  
15 applicable non-Florida law, the converting entity shall not be  
16 required to wind up its affairs or pay its liabilities and  
17 distribute its assets, and the conversion shall not constitute  
18 a dissolution of the converting ~~such~~ entity and shall  
19 constitute a continuation of the existence of the converting  
20 entity in the form of a domestic limited liability company.

21 (8) Prior to filing a certificate of conversion ~~to~~  
22 ~~limited liability company~~ with the Department of State, the  
23 conversion shall be approved in the manner provided for by the  
24 document, instrument, agreement, or other writing, as the case  
25 may be, governing the internal affairs of the other entity and  
26 the conduct of its business or by applicable law, as  
27 appropriate, and the articles of organization or operating  
28 agreement shall be approved by the same authorization required  
29 to approve the conversion. As part of such an approval, a plan  
30 of conversion or other record may describe the manner and  
31 basis of converting the shares, partnership interests, limited

1 liability company interests, obligations, or securities of, or  
2 other interests in, the other business entity which is to be  
3 converted, or any rights to acquire any such shares,  
4 interests, obligations, or other securities, into limited  
5 liability company interests, obligations, or other securities  
6 of the domestic limited liability company, or rights to  
7 acquire interests, obligations, or other securities, or, in  
8 whole or in part, into cash or other consideration. Such a  
9 plan or other record may also contain other provisions  
10 relating to the conversion, including without limitation the  
11 right of the other business entity to abandon a proposed  
12 conversion, or an effective date for the conversion that is  
13 not inconsistent with paragraph (3)(d).

14 (9) The provisions of this section shall not be  
15 construed to limit the accomplishment of a change in the law  
16 governing, or the domicile of, any other entity to this state  
17 by any other means provided for in the articles of  
18 organization or operating agreement or other agreement or as  
19 otherwise permitted by law, including by the amendment of the  
20 articles of organization or operating agreement or other  
21 agreement.

22 Section 11. Sections 608.4401, 608.4402, 608.4403, and  
23 608.4404, Florida Statutes, are created to read:

24 608.4401 Conversion of a domestic limited liability  
25 company into another business entity.--

26 (1) As used in this section and ss. 608.4402,  
27 608.4403, and 608.4404, the term "other business entity" or  
28 "another business entity" means a corporation; a common law or  
29 business trust or association; a real estate investment trust;  
30 a general partnership, including a limited liability  
31 partnership; a limited partnership, including a limited

1 liability limited partnership; or any other domestic or  
2 foreign entity that is organized under a governing law or  
3 other applicable law, provided such term shall not include a  
4 domestic limited liability company.

5 (2) Pursuant to a plan of conversion complying and  
6 approved in accordance with this section and s. 608.4402, a  
7 domestic limited liability company may convert to another  
8 business entity organized under the laws of this state or any  
9 other state, the United States, a foreign country, or any  
10 other foreign jurisdiction, if:

11 (a) The domestic limited liability company converting  
12 to the other business entity complies with the applicable  
13 provisions of this chapter and any applicable terms in its  
14 articles of organization and operating agreement.

15 (b) The conversion is permitted by the laws of the  
16 jurisdiction that enacted the law or other applicable law  
17 under which the other business entity is governed and the  
18 other business entity complies with such laws in effecting the  
19 conversion.

20 (3) The plan of conversion shall set forth:

21 (a) The name of the domestic limited liability company  
22 and the name and jurisdiction of the other business entity  
23 into which the domestic limited liability company is to be  
24 converted.

25 (b) The terms and conditions of the conversion,  
26 including the manner and basis of converting the limited  
27 liability company interests or other securities, or any rights  
28 to acquire limited liability company interests or other  
29 securities, of the domestic limited liability company into the  
30 partnership interests, shares, obligations, securities, or  
31 other interests in the other business entity, or any rights to

1 acquire any partnership interests, shares, obligations,  
2 securities, or other interests, or, in whole or in part, into  
3 cash or other consideration.

4 (c) The statements required to be set forth in the  
5 plan of conversion by the laws under which the other business  
6 entity is governed.

7 (4) The plan of conversion shall include, or have  
8 attached, the articles, certificate, registration, or other  
9 organizational document by which the other business entity has  
10 been organized under its governing law.

11 (5) A plan of conversion may provide for the manner,  
12 if any, in which the plan of conversion may be amended at any  
13 time before the effective date of the conversion, except after  
14 the approval of the plan of conversion by the members of the  
15 limited liability company to be converted, the plan of  
16 conversion may not be amended to:

17 (a) Change the amount or kind of partnership  
18 interests, shares, obligations, securities, cash, rights, or  
19 any other consideration to be received by the members of such  
20 limited liability company in exchange for or on conversion of  
21 their member interests in or other securities of the limited  
22 liability company;

23 (b) Change any term of the articles of incorporation  
24 or organization, bylaws, partnership or operating agreement,  
25 or comparable governing document of the surviving entity,  
26 except for changes that otherwise could be adopted without  
27 approval of the members approving the plan of conversion; or

28 (c) Change any of the terms and conditions of the plan  
29 of conversion if any such change, alone or in the aggregate,  
30 would materially and adversely affect the members, or any  
31 class or group of members, of such limited liability company.

1  
2 If an amendment to a plan of conversion is made in accordance  
3 with the plan of conversion and a certificate of conversion  
4 has been filed with the Department of State, an amended  
5 certificate of conversion executed by the limited liability  
6 company shall be filed with the Department of State prior to  
7 the effective date of the conversion.

8       (6) The plan of conversion may also set forth any  
9 other provisions relating to the conversion, including,  
10 without limitation, a statement of the method of determining,  
11 the fair value, as defined in s 608.4351, of an interest in  
12 the limited liability company.

13       608.4402 Action on plan of conversion.--

14       (1) Unless the articles of organization or the  
15 operating agreement of a limited liability company requires a  
16 greater than majority vote, the plan of conversion shall be  
17 approved in writing by a majority of the managers who are  
18 members of a converting limited liability company in which  
19 management is not reserved to its members. If no manager is a  
20 member, the plan of conversion shall be approved by vote of  
21 the members as set forth in this section. Unless the articles  
22 of organization or the operating agreement of the converting  
23 limited liability company requires a greater than majority  
24 vote or provides for another method of determining the voting  
25 rights of each of its members, and whether or not management  
26 is reserved to its members, the plan of conversion shall be  
27 approved in writing by a majority-in-interest of the members  
28 of the converting limited liability company and, if  
29 applicable, the vote of each member shall be weighted in  
30 accordance with s. 608.4231, provided, unless the articles of  
31 organization or the operating agreement of the converting

1 limited liability company requires a greater than majority  
2 vote or provides for another method of determining the voting  
3 rights of each of its members, if there is more than one class  
4 or group of members, the conversion shall be approved by a  
5 majority-in-interest of the members of each such class or  
6 group, and, if applicable, the vote of each member shall be  
7 weighted in accordance with s. 608.4231.

8       (2) In addition to the approval required by subsection  
9 (1), if the other business entity is a partnership or limited  
10 partnership, no member of a converting limited liability  
11 company shall become a general partner of such partnership or  
12 limited partnership as a result of the conversion unless such  
13 member specifically consents in writing to becoming a general  
14 partner of such partnership or limited partnership, and,  
15 unless such written consent is obtained from each such member,  
16 the conversion shall not become effective under s. 608.4404.  
17 Any member providing such consent in writing shall also be  
18 deemed to have voted in favor of the plan of conversion for  
19 purposes of ss. 608.4351-608.43595.

20       (3) All members of the limited liability company to be  
21 converted shall be given written notice of any meeting or  
22 other action with respect to the approval of a plan of  
23 conversion as provided in subsections (4) and (5), not fewer  
24 than 30 or more than 60 days before the date of the meeting at  
25 which the plan of conversion shall be submitted for approval  
26 by the members of such limited liability company, provided, if  
27 the plan of conversion is submitted to the members of the  
28 limited liability company for their written approval or other  
29 action without a meeting, such notification shall be given to  
30 each member not fewer than 30 or more than 60 days before the  
31 effective date of the conversion. Pursuant to s. 608.455, the

1 notification required by this subsection may be waived in  
2 writing by any person entitled to such notification.

3 (4) The notification required by subsection (3) shall  
4 be in writing and shall include:

5 (a) The date, time, and place of the meeting, if any,  
6 at which the plan of conversion is to be submitted for  
7 approval by the members of the limited liability company or,  
8 if the plan of conversion is to be submitted for written  
9 approval or by other action without a meeting, a statement to  
10 that effect.

11 (b) A copy or summary of the plan of conversion.

12 (c) The statement or statements required by ss.  
13 608.4351-608.43595 concerning availability of appraisal  
14 rights, if any, to members of the limited liability company.

15 (d) The date on which such notification was mailed or  
16 delivered to the members.

17 (e) Any other information concerning the plan of  
18 conversion.

19 (5) The notification required by subsection (3) shall  
20 be deemed to be given at the earliest date of:

21 (a) The date such notification is received;

22 (b) Five days after the date such notification is  
23 deposited in the United States mail addressed to the member at  
24 the member's address as it appears in the books and records of  
25 the limited liability company, with postage thereon prepaid;

26 (c) The date shown on the return receipt, if sent by  
27 registered or certified mail, return receipt requested, and  
28 the receipt is signed by or on behalf of the addressee; or

29 (d) The date such notification is given in accordance  
30 with the provisions of the articles of organization or the  
31 operating agreement of the limited liability company.

1           (6) Unless the converting limited liability company's  
2 articles of organization or operating agreement or the plan of  
3 conversion provide otherwise, notwithstanding the prior  
4 approval of the plan of conversion by the managers or members  
5 of a converting limited liability company in which management  
6 is not reserved to its members, and at any time prior to the  
7 filing of the certificate of conversion with the Department of  
8 State, the planned conversion may be abandoned, subject to any  
9 contractual rights, by such limited liability company by the  
10 affirmative vote of a majority of its managers without further  
11 action by its members, in accordance with the procedure set  
12 forth in the plan of conversion, or if none is set forth in  
13 such plan, in the manner determined by the managers of such  
14 limited liability company.

15           608.4403 Certificate of conversion.--

16           (1) After a plan of conversion is approved by a  
17 converting limited liability company, the limited liability  
18 company shall deliver to the Department of State for filing a  
19 certificate of conversion, which shall be executed by the  
20 converting limited liability company, and which shall set  
21 forth:

22           (a) A statement that the limited liability company has  
23 been converted into another business entity in compliance with  
24 this chapter and that the conversion complies with the law or  
25 other applicable law governing the other business entity.

26           (b) A statement that the plan of conversion was  
27 approved by the converting limited liability company in  
28 accordance with this chapter and, if applicable, a statement  
29 that the written consent of each member of such limited  
30 liability company who, as a result of the conversion, becomes  
31



1 a general partner of the surviving entity has been obtained  
2 pursuant to s. 608.4402(2).

3 (c) The effective date of the conversion, which,  
4 subject to the limitations in s. 608.409(2), may be on or  
5 after the date of filing the certificate of conversion, but  
6 which shall not be different than the effective date of the  
7 conversion under the laws governing the other business entity  
8 into which the limited liability company has been converted.

9 (d) The address, including street and number, if any,  
10 of the principal office of the other business entity under the  
11 laws of the state, country, or jurisdiction in which such  
12 entity was organized.

13 (e) If the other business entity is a foreign entity  
14 and is not authorized to transact business in this state, a  
15 statement that the other business entity appoints the  
16 Secretary of State as its agent for service of process in a  
17 proceeding to enforce obligations of the converting limited  
18 liability company, including any appraisal rights of its  
19 members under ss. 608.4351-608.43595 and the street and  
20 mailing address of an office which the Department of State may  
21 use for purposes of s. 48.181.

22 (f) A statement that the other business entity has  
23 agreed to pay to any members having appraisal rights the  
24 amount to which such members are entitled under ss.  
25 608.4351-608.43595.

26 (2) A copy of the certificate of conversion, certified  
27 by the Department of State, may be filed in the official  
28 records of any county in this state in which the converting  
29 limited liability company holds an interest in real property.

30 608.4404 Effect of conversion.--When a conversion  
31 becomes effective:

1       (1) A domestic limited liability company that has been  
2 converted into another business entity pursuant to this  
3 chapter is for all purposes the same entity that existed  
4 before the conversion.

5       (2) The title to all real property and other property,  
6 or any interest therein, owned by the domestic limited  
7 liability company at the time of its conversion into the other  
8 business entity remains vested in the converted entity without  
9 reversion or impairment by operation of this chapter.

10       (3) The other business entity into which the domestic  
11 limited liability company was converted shall continue to be  
12 responsible and liable for all the liabilities and obligations  
13 of such limited liability company, including any liability to  
14 members having appraisal rights under ss. 608.4351-608.43595  
15 with respect to such conversion.

16       (4) Any claim existing or action or proceeding pending  
17 by or against any domestic limited liability company that is  
18 converted into another business entity may be continued as if  
19 the conversion did not occur. If the converted entity is a  
20 foreign entity, such entity shall be deemed to have consented  
21 to the jurisdiction of the courts of this state to enforce any  
22 obligation of the converting domestic limited liability  
23 company if, before the conversion, the converting domestic  
24 limited liability company was subject to suit in this state on  
25 the obligation. A converted entity that is a foreign entity  
26 and not authorized to transact business in this state appoints  
27 the Department of State as its agent for service of process  
28 for purposes of enforcing an obligation under this subsection,  
29 including any appraisal rights of members under ss.  
30 608.4351-608.43595 to the extent applicable to the conversion.  
31 Service on the Department of State under this subsection is

1 made in the same manner and with the same consequences as  
2 under s. 48.141.

3 (5) Neither the rights of creditors nor any liens upon  
4 the property of a domestic limited liability company that is  
5 converted into another business entity under this chapter  
6 shall be impaired by such conversion.

7 (6) The member interests, obligations, and other  
8 securities, or rights to acquire any member interests,  
9 obligations, or other securities, of the domestic limited  
10 liability company shall be converted into the shares,  
11 partnership interests, interests, obligations, or other  
12 securities of the other business entity, including any rights  
13 to acquire any such shares, interests, obligations, or other  
14 securities, or, in whole or in part, into cash or other  
15 consideration as provided in the plan of conversion. The  
16 former members of the converting domestic limited liability  
17 company shall be entitled only to the rights provided in the  
18 plan of conversion and to their appraisal rights, if any,  
19 under ss. 608.4351-608.43595 or other applicable law.

20 Section 12. Subsection (3) of section 608.452, Florida  
21 Statutes, is amended, subsections (9) and (10) of that section  
22 are renumbered as subsections (10) and (11), respectively, and  
23 new subsection (9) is added to that section, to read:

24 608.452 Fees of the Department of State.--The fees of  
25 the Department of State under this chapter are as follows:

26 (3) For filing a certificate ~~articles~~ of merger of  
27 limited liability companies or other business entities, \$25  
28 per constituent party to the merger, unless a specific fee is  
29 required for a party in other applicable law.

30 (9) For filing a certificate of conversion of a  
31 limited liability company, \$25.

1           Section 13. Subsection (16) of section 617.0302,  
2 Florida Statutes, is amended to read:

3           617.0302 Corporate powers.--Every corporation not for  
4 profit organized under this act, unless otherwise provided in  
5 its articles of incorporation or bylaws, shall have power to:

6           (16) Merge with other corporations or other business  
7 entities, both for profit and not for profit, domestic and  
8 foreign, if the surviving corporation is a corporation not for  
9 profit or other business entity that has been organized as a  
10 not-for-profit entity under a governing statute or other  
11 applicable law that permits such a merger.

12           Section 14. Subsection (5) is added to section  
13 617.1107, Florida Statutes, to read:

14           617.1107 Merger of domestic and foreign  
15 corporations.--

16           (5) Subject to s. 617.0302(16) and other applicable  
17 provisions of this chapter, ss. 607.1108, 607.1109, and  
18 607.11101 shall apply to a merger involving a corporation not  
19 for profit organized under this act and one or more other  
20 business entities identified in s. 607.1108(1).

21           Section 15. Sections 620.1101, 620.1102, 620.1103,  
22 620.1104, 620.1105, 620.1106, 620.1107, 620.1108, 620.1109,  
23 620.1110, 620.1111, 620.1112, 620.1113, 620.1114, 620.1115,  
24 620.1116, 620.1117, 620.1118, 620.1201, 620.1202, 620.1203,  
25 620.1204, 620.1205, 620.1206, 620.1207, 620.1208, 620.1209,  
26 620.1210, 620.1301, 620.1302, 620.1303, 620.1304, 620.1305,  
27 620.1306, 620.1401, 620.1402, 620.1403, 620.1404, 620.1405,  
28 620.1406, 620.1407, 620.1408, 620.1501, 620.1502, 620.1503,  
29 620.1504, 620.1505, 620.1506, 620.1507, 620.1508, 620.1509,  
30 620.1601, 620.1602, 620.1603, 620.1604, 620.1605, 620.1606,  
31 620.1607, 620.1701, 620.1702, 620.1703, 620.1704, 620.1801,

1 620.1802, 620.1803, 620.1804, 620.1805, 620.1806, 620.1807,  
2 620.1808, 620.1809, 620.1810, 620.1811, 620.1812, 620.1813,  
3 620.1901, 620.1902, 620.1903, 620.1904, 620.1905, 620.1906,  
4 620.1907, 620.1908, 620.1909, 620.1910, 620.2001, 620.2002,  
5 620.2003, 620.2004, 620.2005, 620.2101, 620.2102, 620.2103,  
6 620.2104, 620.2105, 620.2106, 620.2107, 620.2108, 620.2109,  
7 620.2110, 620.2111, 620.2112, 620.2113, 620.2114, 620.2115,  
8 620.2116, 620.2117, 620.2118, 620.2119, 620.2120, 620.2121,  
9 620.2122, 620.2123, 620.2124, 620.2125, 620.2201, 620.2202,  
10 620.2203, 620.2204, and 620.2205, Florida Statutes, are  
11 created to read:

12 620.1101 Popular name.--This section and sections  
13 620.1102-620.2205 may be cited as the "Florida Revised Uniform  
14 Limited Partnership Act of 2005."

15 620.1102 Definitions.--As used in this act:

16 (1) "Act" means the Florida Revised Uniform Limited  
17 Partnership Act of 2005, as amended.

18 (2) "Certificate of limited partnership" means the  
19 certificate required by s. 620.1201. The term includes the  
20 certificate as amended or restated.

21 (3) "Contribution," except in the phrase "right of  
22 contribution," means any benefit provided by a person to a  
23 limited partnership in order to become a partner or in the  
24 person's capacity as a partner.

25 (4) "Debtor in bankruptcy" means a person that is the  
26 subject of:

27 (a) An order for relief under Title 11 U.S.C. or a  
28 comparable order under a successor statute of general  
29 application; or

30 (b) A comparable order under federal, state, or  
31 foreign law governing insolvency.

1           (5) "Designated office" means:

2           (a) With respect to a limited partnership, the office  
3 that the limited partnership is required to designate and  
4 maintain under s. 620.1114.

5           (b) With respect to a foreign limited partnership, its  
6 principal office.

7           (6) "Distribution" means a transfer of money or other  
8 property from a limited partnership to a partner in the  
9 partner's capacity as a partner or to a transferee on account  
10 of a transferable interest owned by the transferee.

11           (7) "Foreign limited liability limited partnership"  
12 means a foreign limited partnership whose general partners  
13 have limited liability for the obligations of the foreign  
14 limited partnership under a provision similar to s.  
15 620.1404(3).

16           (8) "Foreign limited partnership" means a partnership  
17 formed under the laws of a jurisdiction other than this state  
18 and required by those laws to have one or more general  
19 partners and one or more limited partners. The term includes a  
20 foreign limited liability limited partnership.

21           (9) "General partner" means:

22           (a) With respect to a limited partnership, a person  
23 that:

- 24           1. Becomes a general partner under s. 620.1401; or  
25           2. Was a general partner in a limited partnership when  
26 the limited partnership became subject to this act under s.  
27 620.2204(1) or (2).

28           (b) With respect to a foreign limited partnership, a  
29 person that has rights, powers, and obligations similar to  
30 those of a general partner in a limited partnership.

31

1           (10) "Limited liability limited partnership," except  
2 in the phrase "foreign limited liability limited partnership,"  
3 means a limited partnership whose certificate of limited  
4 partnership states that the limited partnership is a limited  
5 liability limited partnership, or which was a limited  
6 liability limited partnership when the limited partnership  
7 became subject to this act under s. 620.2204(1) or (2).

8           (11) "Limited partner" means:

9           (a) With respect to a limited partnership, a person  
10 that:

- 11           1. Becomes a limited partner under s. 620.1301; or  
12           2. Was a limited partner in a limited partnership when  
13 the limited partnership became subject to this act under  
14 subsection 620.2204(1) or (2).

15           (b) With respect to a foreign limited partnership, a  
16 person that has rights, powers, and obligations similar to  
17 those of a limited partner in a limited partnership.

18           (12) "Limited partnership," except in the phrases  
19 "foreign limited partnership" and "foreign limited liability  
20 limited partnership," means an entity, having one or more  
21 general partners and one or more limited partners, which is  
22 formed under this act by two or more persons or becomes  
23 subject to this act as the result of a conversion or merger  
24 under this act, or which was a limited partnership governed by  
25 the laws of this state when this act became a law and became  
26 subject to this act under s. 620.2204(1) or (2). The term  
27 includes a limited liability limited partnership.

28           (13) "Partner" means a limited partner or general  
29 partner.

30           (14) "Partnership agreement" means the partners'  
31 agreement, whether oral, implied, in a record, or in any

1 combination thereof, concerning the limited partnership. The  
2 term includes the agreement as amended or restated.

3 (15) "Person" means an individual, corporation,  
4 business trust, estate, trust, partnership, limited liability  
5 company, association, joint venture, or government;  
6 governmental subdivision, agency, or instrumentality; public  
7 corporation; or any other legal or commercial entity.

8 (16) "Person dissociated as a general partner" means a  
9 person dissociated as a general partner of a limited  
10 partnership.

11 (17) "Principal office" means the office at which the  
12 principal executive office of a limited partnership or foreign  
13 limited partnership is located, whether or not the office is  
14 located in this state.

15 (18) "Record" means information that is inscribed on a  
16 tangible medium or that is stored in an electronic or other  
17 medium and is retrievable in perceivable form.

18 (19) "Registered agent" means the person acting as the  
19 registered agent of the limited partnership for service of  
20 process and meeting the requirements in s. 620.1114.

21 (20) "Registered office" means the address of the  
22 registered agent meeting the requirements of s. 620.1114.

23 (21) "Required information" means the information that  
24 a limited partnership is required to maintain under s.  
25 620.1111.

26 (22) "Sign" means to:

27 (a) Execute or adopt a tangible symbol with the  
28 present intent to authenticate a record; or

29 (b) Attach or logically associate an electronic  
30 symbol, sound, or process to or with a record with the present  
31 intent to authenticate the record.



1           (23) "State" means a state of the United States, the  
2 District of Columbia, Puerto Rico, the United States Virgin  
3 Islands, or any territory or insular possession subject to the  
4 jurisdiction of the United States.

5           (24) "Transfer" includes an assignment, conveyance,  
6 deed, bill of sale, lease, mortgage, security interest,  
7 encumbrance, gift, or transfer by operation of law.

8           (25) "Transferable interest" means a partner's right  
9 to receive distributions.

10           (26) "Transferee" means a person to which all or part  
11 of a transferable interest has been transferred, whether or  
12 not the transferor is a partner.

13           620.1103 Knowledge and notice.--

14           (1) A person knows a fact if the person has actual  
15 knowledge of the fact.

16           (2) A person has notice of a fact if the person:

17           (a) Knows of the fact;

18           (b) Has received a notification of the fact;

19           (c) Has reason to know the fact exists from all of the  
20 facts known to the person at the time in question; or

21           (d) Has notice of the fact under subsection (3) or  
22 subsection (4).

23           (3) A certificate of limited partnership on file in  
24 the Department of State is notice that the partnership is a  
25 limited partnership and the persons designated in the  
26 certificate as general partners are general partners. Except  
27 as otherwise provided in subsection (4), the certificate is  
28 not notice of any other fact.

29           (4) A person has notice of:

30           (a) Another person's dissociation as a general partner  
31 90 days after the effective date of an amendment to the

1 certificate of limited partnership which states that the other  
2 person has dissociated or 90 days after the effective date of  
3 a statement of dissociation pertaining to the other person,  
4 whichever occurs first;

5 (b) A limited partnership's dissolution 90 days after  
6 the effective date of the certificate of dissolution of the  
7 limited partnership;

8 (c) A limited partnership's termination 90 days after  
9 the effective date of a statement of termination;

10 (d) A limited partnership's conversion under s.  
11 620.2102 90 days after the effective date of the certificate  
12 of conversion;

13 (e) A merger under s. 620.2106 90 days after the  
14 effective date of the certificate of merger; or

15 (f) Any limitations upon the authority of a general  
16 partner as set forth in the initial certificate of limited  
17 partnership or, if the limitations are added by an amendment  
18 or restatement of the certificate of limited partnership, 90  
19 days after the effective date of the amendment or restatement,  
20 provided a provision in the certificate of limited partnership  
21 limiting the authority of a general partner to transfer real  
22 property held in the name of the limited partnership is not  
23 notice of the limitation to a person who is not a partner  
24 unless the limitation appears in an affidavit, certificate, or  
25 other instrument that bears the name of the limited  
26 partnership and is recorded in the office for recording  
27 transfers of such real property.

28 (5) A person notifies or gives a notification to  
29 another person by taking steps reasonably required to inform  
30 the other person in the ordinary course, whether or not the  
31 other person learns of it.

1           (6) A person receives a notification when the  
2 notification:

3           (a) Comes to the person's attention; or

4           (b) Is delivered at the person's place of business or  
5 at any other place held out by the person as a place for  
6 receiving communications.

7           (7) Except as otherwise provided in subsection (8), a  
8 person other than an individual knows, has notice, or receives  
9 a notification of a fact for purposes of a particular  
10 transaction when the individual conducting the transaction for  
11 the person knows, has notice, or receives a notification of  
12 the fact, or in any event when the fact would have been  
13 brought to the individual's attention if the person had  
14 exercised reasonable diligence. A person other than an  
15 individual exercises reasonable diligence if such person  
16 maintains reasonable routines for communicating significant  
17 information to the individual conducting the transaction for  
18 the person and there is reasonable compliance with the  
19 routines. Reasonable diligence does not require an individual  
20 acting for the person to communicate information unless the  
21 communication is part of the individual's regular duties or  
22 the individual has reason to know of the transaction and that  
23 the transaction would be materially affected by the  
24 information.

25           (8) A general partner's knowledge, notice, or receipt  
26 of a notification of a fact relating to the limited  
27 partnership is effective immediately as knowledge of, notice  
28 to, or receipt of a notification by the limited partnership,  
29 except in the case of a fraud on the limited partnership  
30 committed by or with the consent of the general partner. A  
31 limited partner's knowledge, notice, or receipt of a

1 notification of a fact relating to the limited partnership is  
2 not effective as knowledge of, notice to, or receipt of a  
3 notification by the limited partnership.

4 620.1104 Nature, purpose, and duration of entity.--

5 (1) A limited partnership is an entity distinct from  
6 its partners. A limited partnership is the same entity  
7 regardless of whether its certificate states that the limited  
8 partnership is a limited liability limited partnership.

9 (2) A limited partnership may be organized under this  
10 act for any lawful purpose.

11 (3) A limited partnership has a perpetual duration.

12 620.1105 Powers.--A limited partnership has the powers  
13 to do all things necessary or convenient to carry on its  
14 activities, including the power to sue, be sued, and defend in  
15 its own name and to maintain an action against a partner for  
16 harm caused to the limited partnership by a breach of the  
17 partnership agreement or violation of a duty to the  
18 partnership.

19 620.1106 Governing law.--The laws of this state govern  
20 relations among the partners of a limited partnership and  
21 between the partners and the limited partnership and the  
22 liability of partners as partners for an obligation of the  
23 limited partnership.

24 620.1107 Supplemental principles of law; rate of  
25 interest.--

26 (1) Unless displaced by particular provisions of this  
27 act, the principles of law and equity supplement this act.

28 (2) If an obligation to pay interest arises under this  
29 act and the rate is not specified, the same rate of interest  
30 that has been determined for judgments in accordance with s.  
31 55.03 shall apply to the obligation in question.

1           620.1108 Name.--

2           (1) The name of a limited partnership may contain the  
3 name of any partner.

4           (2) The name of a limited partnership that is not a  
5 limited liability limited partnership must contain the phrase  
6 "limited partnership" or "limited" or the abbreviation "L.P."  
7 or "Ltd." or the designation "LP," and may not contain the  
8 phrase "limited liability limited partnership" or the  
9 abbreviation "L.L.L.P." or the designation "LLLP."

10           (3) The name of a limited liability limited  
11 partnership must contain the phrase "limited liability limited  
12 partnership" or the abbreviation "L.L.L.P." or designation  
13 "LLLP," except that a limited liability limited partnership  
14 organized prior to the effective date of this act that is  
15 using an abbreviation or designation permitted under prior law  
16 shall be entitled to continue using such abbreviation or  
17 designation until its dissolution.

18           (4) The name of a limited partnership must be  
19 distinguishable in the records of the Department of State  
20 from the names of all other entities or filings, except  
21 fictitious name registrations pursuant to s. 865.09 organized,  
22 registered, or reserved under the laws of this state, the  
23 names of which are on file with the Department of State.

24           (5) Subject to s. 620.905, this section applies to any  
25 foreign limited partnership transacting business in this  
26 state, having a certificate of authority to transact business  
27 in this state, or applying for a certificate of authority.

28           620.1109 Department of State; fees.--In addition to  
29 the supplemental corporate fee of \$88.75 imposed pursuant to  
30 s. 607.193, the fees of the Department of State under this act  
31 are as follows:

- 1           (1) For furnishing a certified copy, \$52.50 for the  
2 first 15 pages plus \$1.00 for each additional page.
- 3           (2) For filing an original certificate of limited  
4 partnership, \$965.
- 5           (3) For filing an original application for  
6 registration as a foreign limited partnership, \$965.
- 7           (4) For filing certificate of conversion, \$52.50.
- 8           (5) For filing certificate of merger, \$52.50 for each  
9 party thereto.
- 10           (6) For filing a reinstatement, \$500 for each calendar  
11 year or part thereof the limited partnership was  
12 administratively dissolved or foreign limited partnership was  
13 revoked in the records of the Department of State.
- 14           (7) For filing an annual report, \$411.25.
- 15           (8) For filing a certificate:
- 16           (a) Designating a registered agent, \$35;
- 17           (b) Changing a registered agent or registered office  
18 address, \$35;
- 19           (c) Resigning as a registered agent, \$87.50; or
- 20           (d) Of amendment or restatement of the certificate of  
21 limited partnership, \$52.50;
- 22           (9) For filing a statement of termination, \$52.50.
- 23           (10) For filing a notice of cancellation for foreign  
24 limited partnership, \$52.50.
- 25           (11) For furnishing a certificate of status or  
26 authorization, \$8.75.
- 27           (12) For filing a certificate of dissolution, \$52.50.
- 28           (13) For filing a certificate of revocation of  
29 dissolution, \$52.50.
- 30           (14) For filing any other domestic or foreign limited  
31 partnership document, \$52.50.

1           620.1110 Effect of partnership agreement; nonwaivable  
2 provisions.--

3           (1) Except as otherwise provided in subsection (2),  
4 the partnership agreement governs relations among the partners  
5 and between the partners and the partnership. To the extent  
6 the partnership agreement does not otherwise provide, this act  
7 governs relations among the partners and between the partners  
8 and the partnership.

9           (2) A partnership agreement may not:

10           (a) Vary a limited partnership's power under s.  
11 620.1105 to sue, be sued, and defend in its own name;

12           (b) Vary the law applicable to a limited partnership  
13 under s. 620.106;

14           (c) Vary the requirements of s. 620.1204;

15           (d) Vary the information required under s. 620.1111 or  
16 unreasonably restrict the right to information under s.  
17 620.1304 or s. 620.1407, but the partnership agreement may  
18 impose reasonable restrictions on the availability and use of  
19 information obtained under those sections and may define  
20 appropriate remedies, including liquidated damages, for a  
21 breach of any reasonable restriction on use;

22           (e) Eliminate the duty of loyalty of a general partner  
23 under s. 620.1408 but the partnership agreement may:

24           1. Identify specific types or categories of activities  
25 that do not violate the duty of loyalty, if not manifestly  
26 unreasonable; and

27           2. Specify the number, percentage, class, or other  
28 type of partners that may authorize or ratify, after full  
29 disclosure to all partners of all material facts, a specific  
30 act or transaction that otherwise would violate the duty of  
31 loyalty;

1           (f) Unreasonably reduce the duty of care of a general  
2 partner under s. 620.1408(3);

3           (g) Eliminate the obligation of good faith and fair  
4 dealing under ss. 620.1305(2) and 620.1408(4), but the  
5 partnership agreement may prescribe the standards by which the  
6 performance of the obligation is to be measured, if the  
7 standards are not manifestly unreasonable;

8           (h) Vary the power of a person to dissociate as a  
9 general partner under s. 620.1604(1), except to require that  
10 the notice under s. 620.1603(1) be in a record;

11           (i) Vary the power of a court to decree dissolution in  
12 the circumstances specified in s. 620.1802;

13           (j) Vary the requirement to wind up the partnership's  
14 business as specified in s. 620.1803;

15           (k) Unreasonably restrict the right to maintain an  
16 action under s. 620.2001 or s. 620.2002;

17           (l) Restrict the right of a partner under s.  
18 620.2110(1) to approve a conversion or merger or the right of  
19 a general partner under s. 620.2110(2) to consent to an  
20 amendment to the certificate of limited partnership which  
21 deletes a statement that the limited partnership is a limited  
22 liability limited partnership; or

23           (m) Restrict rights under this act of a person other  
24 than a partner or a transferee.

25           620.1111 Required information.--A limited partnership  
26 shall maintain at its designated office the following  
27 information:

28           (1) A current list showing the full name and last  
29 known street and mailing address of each partner, separately  
30 identifying the general partners, in alphabetical order, and  
31 the limited partners, in alphabetical order.



1       (2) A copy of the initial certificate of limited  
2 partnership and all amendments to and restatements of the  
3 certificate, together with signed copies of any powers of  
4 attorney under which any certificate, amendment, or  
5 restatement has been signed.

6       (3) A copy of any filed certificate of conversion or  
7 merger, together with the plan of conversion or plan of merger  
8 approved by the partners.

9       (4) A copy of the limited partnership's federal,  
10 state, and local income tax returns and reports, if any, for  
11 the 3 most recent years.

12       (5) A copy of any partnership agreement made in a  
13 record and any amendment made in a record to any partnership  
14 agreement.

15       (6) A copy of any financial statement of the limited  
16 partnership for the 3 most recent years.

17       (7) A copy of the three most recent annual reports  
18 delivered by the limited partnership to the Department of  
19 State pursuant to s. 620.1210.

20       (8) A copy of any record made by the limited  
21 partnership during the past 3 years of any consent given by or  
22 vote taken of any partner pursuant to this act or the  
23 partnership agreement.

24       (9) Unless contained in a partnership agreement made  
25 in a record, a record stating:

26           (a) The amount of cash and a description and statement  
27 of the agreed value of the other benefits contributed and  
28 agreed to be contributed by each partner.

29           (b) The times at which, or events on the happening of  
30 which, any additional contributions agreed to be made by each  
31 partner are to be made.

1           (c) For any person that is both a general partner and  
2 a limited partner, a specification of transferable interest  
3 the person owns in each capacity.

4           (d) Any events upon the happening of which the limited  
5 partnership is to be dissolved and its activities wound up.

6           620.1112 Business transactions of partner with  
7 partnership.--A partner may lend money to and transact other  
8 business with the limited partnership and, subject to s.  
9 620.1408 and any other applicable provisions of this act, a  
10 partner has the same rights and obligations with respect to  
11 the loan or other transaction as a person that is not a  
12 partner.

13           620.1113 Dual capacity.--A person may be both a  
14 general partner and a limited partner. A person that is both a  
15 general and limited partner has the rights, powers, duties,  
16 and obligations provided by this act and the partnership  
17 agreement in each of those capacities. When the person acts as  
18 a general partner, the person is subject to the obligations,  
19 duties, and restrictions under this act and the partnership  
20 agreement for general partners. When the person acts as a  
21 limited partner, the person is subject to the obligations,  
22 duties, and restrictions under this act and the partnership  
23 agreement for limited partners.

24           620.1114 Designated office, registered office, and  
25 registered agent.--

26           (1) A limited partnership shall designate and  
27 continuously maintain in this state:

28           (a) A designated office, which need not be a place of  
29 its activity in this state.

30  
31

1           (b) A registered agent for service of process upon the  
2 limited partnership and a registered office, which shall be  
3 the address of its registered agent.

4           (2) A foreign limited partnership shall designate and  
5 continuously maintain in this state a registered agent for  
6 service of process and a registered office, which shall be the  
7 address of its registered agent.

8           (3) A registered agent of a limited partnership or  
9 foreign limited partnership must be an individual who is a  
10 resident of this state or other person authorized to do  
11 business in this state.

12           620.1115 Change of registered agent or registered  
13 office.--

14           (1) In order to change its registered agent or  
15 registered office address, a limited partnership or a foreign  
16 limited partnership may deliver to the Department of State for  
17 filing a statement of change containing:

18           (a) The name of the limited partnership or foreign  
19 limited partnership.

20           (b) The name of its current registered agent.

21           (c) If the registered agent is to be changed, the name  
22 and written acceptance of the new registered agent.

23           (d) The street address of its current registered  
24 office address for its registered agent.

25           (e) If the registered office address is to be changed,  
26 the new street address in this state of such office.

27           (2) A statement of change is effective when filed by  
28 the Department of State.

29           (3) The changes described in this section may also be  
30 made on the limited partnership or foreign limited  
31

1 partnership's annual report filed with the Department of  
2 State.

3 620.1116 Resignation of registered agent.--

4 (1) In order to resign as registered agent of a  
5 limited partnership or foreign limited partnership, the agent  
6 must deliver to the Department of State for filing a signed  
7 statement of resignation containing the name of the limited  
8 partnership or foreign limited partnership.

9 (2) After filing the statement with the Department of  
10 State, the registered agent shall mail a copy to the limited  
11 partnership's or foreign limited partnership's current mailing  
12 address.

13 (3) A registered agent is terminated on the 31st day  
14 after the Department of State files the statement of  
15 resignation.

16 620.1117 Service of process.--

17 (1) A registered agent appointed by a limited  
18 partnership or foreign limited partnership is an agent of the  
19 limited partnership or foreign limited partnership for service  
20 of any process, notice, or demand required or permitted by law  
21 to be served upon the limited partnership or foreign limited  
22 partnership.

23 (2) If a limited partnership or foreign limited  
24 partnership does not appoint or maintain a registered agent in  
25 this state or the registered agent cannot with reasonable  
26 diligence be found at the address of the registered office,  
27 the Department of State shall be an agent of the limited  
28 partnership or foreign limited partnership upon whom process,  
29 notice, or demand may be served.

30 (3) Service of any process, notice, or demand on the  
31 Department of State may be made by delivering to and leaving

1 with the Department of State duplicate copies of the process,  
2 notice, or demand. If a process, notice, or demand is served  
3 on the Department of State, the Department of State shall  
4 forward one of the copies by registered or certified mail,  
5 return receipt requested, to the limited partnership or  
6 foreign limited partnership at its designated office.

7 (4) Service is effected under subsection (3) at the  
8 earliest of:

9 (a) The date the limited partnership or foreign  
10 limited partnership receives the process, notice, or demand;

11 (b) The date shown on the return receipt, if signed on  
12 behalf of the limited partnership or foreign limited  
13 partnership; or

14 (c) Five days after the process, notice, or demand is  
15 deposited in the mail, if mailed postpaid and correctly  
16 addressed.

17 (5) The Department of State shall keep a record of  
18 each process, notice, and demand served pursuant to this  
19 section and record the time of, and the action taken  
20 regarding, the service.

21 (6) This section does not affect the right to serve  
22 process, notice, or demand in any other manner provided by  
23 law.

24 620.1118 Consent and proxies of partners.--Subject to  
25 the management and approval rights described in s. 620.1406,  
26 an action requiring the consent of partners under this act may  
27 be taken without a meeting, and a partner may appoint a proxy  
28 to consent or otherwise act for the partner by a record  
29 appointing the proxy that is signed, either personally or by  
30 the partner's attorney in fact.

31

1           620.1201 Formation of limited partnership; certificate  
2 of limited partnership.--

3           (1) In order for a limited partnership to be formed, a  
4 certificate of limited partnership must be delivered to the  
5 Department of State for filing. The certificate must state:

6           (a) The name of the limited partnership, which must  
7 comply with s. 620.1108.

8           (b) The street and mailing address of the initial  
9 designated office of the limited partnership, and the name,  
10 street address in this state, and written acceptance of the  
11 initial registered agent.

12           (c) The name and the business address of each general  
13 partner; each general partner that is not an individual must  
14 be organized or otherwise registered with the Department of  
15 State as required by law, must maintain an active status, and  
16 must not be dissolved, revoked, or withdrawn.

17           (d) Whether the limited partnership is a limited  
18 liability limited partnership.

19           (e) Any additional information which may be required  
20 by s. 620.2104 or s. 620.2108.

21           (2) A certificate of limited partnership may also  
22 contain any other matters, but may not vary or otherwise  
23 affect the provisions specified in s. 620.1110(2) in a manner  
24 inconsistent with that section.

25           (3) If there has been substantial compliance with  
26 subsection (1), then subject to s. 620.1206(3), a limited  
27 partnership is formed when the Department of State files the  
28 certificate of limited partnership.

29           (4) Subject to subsection (2), if any provision of a  
30 partnership agreement is inconsistent with the filed  
31 certificate of limited partnership, or with a filed statement

1 of dissociation, termination, or change, a filed certificate  
2 of conversion or merger, or a certificate of dissolution or  
3 revocation of dissolution, involving the limited partnership:

4 (a) The partnership agreement prevails as to partners  
5 and transferees.

6 (b) The filed certificate of limited partnership,  
7 statement of dissociation, termination, or change, certificate  
8 of conversion or merger, or certificate of dissolution or  
9 revocation of dissolution prevails as to persons, other than  
10 partners and transferees, that reasonably rely on the filed  
11 record to their detriment.

12 620.1202 Amendment or restatement of certificate.--

13 (1) In order to amend or restate its certificate of  
14 limited partnership, a limited partnership must deliver to the  
15 Department of State for filing an amendment or restatement or,  
16 pursuant to s. 620.2108, certificate of merger stating:

17 (a) The name of the limited partnership.

18 (b) The date of filing of its initial certificate.

19 (c) The changes the amendment or restatement makes to  
20 the certificate as most recently amended or restated.

21 (2) A limited partnership shall promptly deliver to  
22 the Department of State for filing an amendment to or  
23 restatement of a certificate of limited partnership to  
24 reflect:

25 (a) The admission of a new general partner;

26 (b) The dissociation of a person as a general partner;

27 or

28 (c) The appointment of a person to wind up the limited  
29 partnership's activities under s. 620.1803(3) or (4).

30 (3) A general partner that knows that any information  
31 in a filed certificate of limited partnership was false when

1 the certificate was filed or has become false due to changed  
2 circumstances shall promptly:

3 (a) Cause the certificate to be amended or restated;  
4 or

5 (b) If appropriate, deliver to the Department of State  
6 for filing a statement of change pursuant to s. 620.1115 or a  
7 statement of correction pursuant to s. 620.1207.

8 (4) A certificate of limited partnership may be  
9 amended or restated at any time for any other proper purpose  
10 as determined by the limited partnership.

11 (5) Subject to s. 620.1206(3), an amendment or  
12 restated certificate is effective when filed by the Department  
13 of State.

14 (6) A limited partnership may, whenever desired,  
15 integrate into a single instrument all of the provisions of  
16 its certificate of limited partnership which are then in  
17 effect and operative as a result of there having theretofore  
18 been filed with the Department of State one or more  
19 certificates or other instruments pursuant to any provision of  
20 this section, and the limited partnership may at the same time  
21 further amend its certificate of limited partnership by  
22 adopting a restated certificate of limited partnership in  
23 accordance with subsections (7)-(10).

24 (7) If the restated certificate of limited partnership  
25 merely restates and integrates but does not further amend the  
26 initial certificate of limited partnership, as theretofore  
27 amended or restated by any instrument that was executed and  
28 filed pursuant to any of the subsections in this section, the  
29 restated certificate shall be specifically designated in its  
30 heading as a "Restated Certificate of Limited Partnership,"  
31 together with such other words as the limited partnership may



1 deem appropriate, and shall be executed by at least one  
2 general partner and filed as provided by this act with the  
3 Department of State. If the restated certificate restates and  
4 integrates and also further amends in any respect the initial  
5 certificate of limited partnership, as theretofore amended or  
6 restated, the restated certificate shall be specifically  
7 designated in its heading as an "Amended and Restated  
8 Certificate of Limited Partnership," together with such other  
9 words as the limited partnership may deem appropriate, and  
10 shall be executed by at least one general partner and by each  
11 other general partner designated in the restated certificate  
12 of limited partnership as a new general partner and filed as  
13 provided by this act with the Department of State.

14 (8) A restated certificate of limited partnership  
15 shall state, either in its heading or in an introductory  
16 paragraph, the limited partnership's present name, and, if it  
17 has been changed, the name under which it was originally  
18 filed; the date of filing of its original certificate of  
19 limited partnership with the Department of State; and, subject  
20 to s. 620.1206(3), the delayed effective date or time, which  
21 shall be a date or time certain, of the restated certificate  
22 if it is not to be effective upon the filing of the restated  
23 certificate. A restated certificate shall also state that it  
24 was duly executed and is being filed in accordance with this  
25 section. If the restated certificate only restates and  
26 integrates and does not further amend the limited  
27 partnership's certificate of limited partnership as  
28 theretofore amended or supplemented and there is no  
29 discrepancy between those provisions and the restated  
30 certificate, it shall state that fact as well.

31

1           (9) Upon the filing of the restated certificate of  
2 limited partnership with the Department of State, or upon the  
3 delayed effective date or time of a restated certificate of  
4 limited partnership as provided for therein, the initial  
5 certificate of limited partnership, as theretofore amended or  
6 supplemented, shall be superseded. Thereafter, the restated  
7 certificate of limited partnership, including any further  
8 amendment or changes made thereby, shall be the certificate of  
9 limited partnership of the limited partnership, but the  
10 original effective date of formation shall remain unchanged.

11           (10) Any amendment or change effected in accordance  
12 with subsections (7)-(9) and this subsection shall be subject  
13 to any other provisions of this act, not inconsistent with  
14 this section, which would apply if a separate certificate of  
15 amendment were filed to effect such amendment or change.

16           620.1203 Certificate of dissolution; statement of  
17 termination.--

18           (1) A certificate of dissolution shall be filed with  
19 the Department of State in accordance with s. 620.1801(2) and  
20 set forth:

21           (a) The name of the limited partnership.

22           (b) The date of filing of its initial certificate of  
23 limited partnership.

24           (c) The reason for filing the certificate of  
25 dissolution.

26           (d) Any other information as determined by the general  
27 partners filing the statement or by a person appointed  
28 pursuant to s. 620.1803(3) or (4).

29           (2) If there has been substantial compliance with  
30 subsection (1), then subject to s. 620.1206(3) the dissolution  
31

1 of the limited partnership shall be effective when the  
2 Department of State files the certificate of dissolution.

3 (3) A dissolved limited partnership that has completed  
4 winding up may deliver to the Department of State for filing a  
5 statement of termination that states:

6 (a) The name of the limited partnership.

7 (b) The date of filing of its initial certificate of  
8 limited partnership.

9 (c) The limited partnership has completed winding up  
10 its affairs and wishes to file a statement of termination.

11 (d) Any other information as determined by the general  
12 partners filing the statement or by a person appointed  
13 pursuant to s. 620.1803(3) or (4).

14 620.1204 Signing of records.--

15 (1) Each record delivered to the Department of State  
16 for filing pursuant to this act must be signed in the  
17 following manner:

18 (a) An initial certificate of limited partnership must  
19 be signed by all general partners listed in the certificate of  
20 limited partnership.

21 (b) An amendment adding or deleting a statement that  
22 the limited partnership is a limited liability limited  
23 partnership must be signed by all general partners listed in  
24 the certificate of limited partnership.

25 (c) An amendment designating as general partner a  
26 person admitted under s. 620.1801(1)(c) following the  
27 dissociation of a limited partnership's last general partner  
28 must be signed by that person.

29 (d) An amendment required by s. 620.1803(3) following  
30 the appointment of a person to wind up the dissolved limited  
31 partnership's activities must be signed by that person.

- 1           (e) Any other amendment must be signed by:
- 2           1. At least one general partner listed in the
- 3 certificate of limited partnership.
- 4           2. Each other person designated in the amendment as a
- 5 new general partner.
- 6           3. Each person that the amendment indicates has
- 7 dissociated as a general partner, unless:
- 8           a. The person is deceased or a guardian or general
- 9 conservator has been appointed for the person and the
- 10 amendment so states; or
- 11           b. The person has previously delivered to the
- 12 Department of State for filing a statement of dissociation.
- 13           (f) A restated certificate of limited partnership must
- 14 be signed by at least one general partner listed in the
- 15 certificate, and, to the extent the restated certificate of
- 16 limited partnership effects a change described under any other
- 17 paragraph of this subsection, the certificate of limited
- 18 partnership must also be signed in a manner that satisfies
- 19 that paragraph.
- 20           (g) A certificate of dissolution, a statement of
- 21 termination, and a certificate of revocation of dissolution
- 22 must be signed by all general partners listed in the
- 23 certificate of limited partnership or, if the certificate of
- 24 limited partnership of a dissolved limited partnership lists
- 25 no general partners, by the person appointed pursuant to s.
- 26 620.803(3) or (4) to wind up the dissolved limited
- 27 partnership's activities.
- 28           (h) A certificate of conversion must be signed as
- 29 provided in s. 620.2104(1).
- 30           (i) A certificate of merger must be signed as provided
- 31 in s. 620.2108(1).

1           (j) Any other record delivered on behalf of a limited  
2 partnership to the Department of State for filing must be  
3 signed by at least one general partner listed in the  
4 certificate of limited partnership.

5           (k) A statement by a person pursuant to s.  
6 620.1605(1)(d) stating that the person has dissociated as a  
7 general partner must be signed by that person.

8           (l) A statement of withdrawal by a person pursuant to  
9 s. 620.1306 must be signed by that person.

10           (m) A record delivered on behalf of a foreign limited  
11 partnership to the Department of State for filing must be  
12 signed by at least one general partner of the foreign limited  
13 partnership.

14           (n) Any other record delivered on behalf of any person  
15 to the Department of State for filing must be signed by that  
16 person.

17           (2) Any person may sign by an attorney in fact any  
18 record to be filed pursuant to this act.

19           620.1205 Signing and filing pursuant to judicial  
20 order.--

21           (1) If a person required by this act to sign a record  
22 or deliver a record to the Department of State for filing does  
23 not do so, any other person that is aggrieved may petition the  
24 circuit court to order:

25           (a) The person to sign the record;

26           (b) The person to deliver the record to the Department  
27 of State for filing; or

28           (c) The Department of State to file the record  
29 unsigned.

30           (2) If the person aggrieved under subsection (1) is  
31 not the limited partnership or foreign limited partnership to

1 which the record pertains, the aggrieved person shall make the  
2 limited partnership or foreign limited partnership a party to  
3 the action. A person aggrieved under subsection (1) may seek  
4 the remedies provided in subsection (1) in the same action in  
5 combination or in the alternative.

6 (3) A record filed unsigned pursuant to this section  
7 is effective without being signed.

8 620.1206 Delivery to and filing of records by  
9 Department of State; effective time and date.--

10 (1) A record authorized or required to be delivered to  
11 the Department of State for filing under this act must be  
12 captioned to describe the record's purpose, be in a medium  
13 permitted by the Department of State, and be delivered to the  
14 Department of State. Unless the Department of State determines  
15 that a record does not comply with the filing requirements of  
16 this act, and if all filing fees have been paid, the  
17 Department of State shall file the record.

18 (2) Upon request and payment of a fee, the Department  
19 of State shall send to the requester a certified copy of the  
20 requested record.

21 (3) Except as otherwise provided in ss. 620.1116 and  
22 620.1207, a record delivered to the Department of State for  
23 filing under this act may specify an effective time and a  
24 delayed effective date. Except as otherwise provided in this  
25 act, a record filed by the Department of State is effective:

26 (a) If the record does not specify an effective time  
27 and does not specify a delayed effective date, on the date and  
28 at the time the record is filed as evidenced by the Department  
29 of State's endorsement of the date and time on the record;  
30  
31

1           (b) If the record specifies an effective time but not  
2 a delayed effective date, on the date the record is filed at  
3 the time specified in the record;

4           (c) If the record specifies a delayed effective date  
5 but not an effective time, at 12:01 a.m. on the earlier of:

6                 1. The specified date; or

7                 2. The 90th day after the record is filed; or

8           (d) If the record specifies an effective time and a  
9 delayed effective date, at the specified time on the earlier  
10 of:

11                 1. The specified date; or

12                 2. The 90th day after the record is filed.

13                 620.1207 Correcting filed record.--

14           (1) A limited partnership or foreign limited  
15 partnership may deliver to the Department of State for filing  
16 a statement of correction to correct a record previously  
17 delivered by the limited partnership or foreign limited  
18 partnership to the Department of State and filed by the  
19 Department of State, if at the time of filing the record  
20 contained false or erroneous information or was defectively  
21 signed.

22           (2) A statement of correction may not state a delayed  
23 effective date and must:

24                 (a) Describe the record to be corrected, including its  
25 filing date.

26                 (b) Specify the incorrect information and the reason  
27 it is incorrect or the manner in which the signing was  
28 defective.

29                 (c) Correct the incorrect information or defective  
30 signature.

31

1           (3) When filed by the Department of State, a statement  
2 of correction is effective retroactively as of the effective  
3 date of the record the statement corrects, but the statement  
4 is effective when filed:

5           (a) For the purposes of s. 620.103(3) and (4).

6           (b) As to persons relying on the uncorrected record  
7 and adversely affected by the correction.

8           620.1208 Liability for false information in filed  
9 record.--

10           (1) If a record delivered to the Department of State  
11 for filing under this act and filed by the Department of State  
12 contains false information, a person that suffers loss by  
13 reliance on the information may recover damages for the loss  
14 from:

15           (a) A person that signed the record, or caused another  
16 to sign the record on the person's behalf, and knew the  
17 information to be false at the time the record was signed.

18           (b) A general partner that has notice the information  
19 was false when the record was filed or has become false  
20 because of changed circumstances, if the general partner has  
21 notice for a reasonably sufficient time before the information  
22 is relied upon to enable the general partner to effect an  
23 amendment pursuant to s. 620.1202, file a petition pursuant to  
24 s. 620.1205, or deliver to the Department of State for filing  
25 a statement of change pursuant to s. 620.1115 or a statement  
26 of correction pursuant to s. 620.1207.

27           (2) Signing a record authorized or required to be  
28 filed under this act constitutes an affirmation under the  
29 penalties of perjury that the facts stated in the record are  
30 true.

31           620.1209 Certificate of status.--



1           (1) The Department of State, upon request and payment  
2 of the requisite fee, shall furnish a certificate of status  
3 for a limited partnership if the records filed in the  
4 Department of State show that the Department of State has  
5 filed a certificate of limited partnership. A certificate of  
6 status must state:

7           (a) The limited partnership's name.

8           (b) That the limited partnership was duly formed under  
9 the laws of this state and the date of formation.

10           (c) Whether all fees and penalties due to the  
11 Department of State under this act have been paid.

12           (d) Whether the limited partnership's most recent  
13 annual report required by s. 620.1210 has been filed by the  
14 Department of State.

15           (e) Whether the Department of State has  
16 administratively dissolved the limited partnership or received  
17 a record notifying the Department of State that the limited  
18 partnership has been dissolved by judicial action pursuant to  
19 s. 620.1802.

20           (f) Whether the Department of State has filed a  
21 certificate of dissolution for the limited partnership.

22           (g) Whether the Department of State has filed a  
23 statement of termination for the limited partnership.

24           (2) The Department of State, upon request and payment  
25 of the requisite fee, shall furnish a certificate of status  
26 for a foreign limited partnership if the records filed in the  
27 Department of State show that the Department of State has  
28 filed a certificate of authority. A certificate of status must  
29 state:

30  
31

1           (a) The foreign limited partnership's name and any  
2 alternate name adopted under s. 620.1905(1) for use in this  
3 state.

4           (b) That the foreign limited partnership is authorized  
5 to transact business in this state.

6           (c) Whether all fees and penalties due to the  
7 Department of State under this act or other law have been  
8 paid.

9           (d) Whether the foreign limited partnership's most  
10 recent annual report required by s. 620.1210 has been filed by  
11 the Department of State.

12           (e) Whether the Department of State has revoked the  
13 foreign limited partnership's certificate of authority or  
14 filed a notice of cancellation.

15           (3) Subject to any qualification stated in the  
16 certificate, a certificate of status issued by the Department  
17 of State may be relied upon as conclusive evidence that the  
18 limited partnership or foreign limited partnership is in  
19 existence or is authorized to transact business in this state.

20           620.1210 Annual report for Department of State.--

21           (1) A limited partnership or a foreign limited  
22 partnership authorized to transact business in this state  
23 shall deliver to the Department of State for filing an annual  
24 report that states:

25           (a) The name of the limited partnership or, if a  
26 foreign limited partnership, the name under which the foreign  
27 limited partnership is registered to transact business in this  
28 state.

29           (b) The street and mailing address of the limited  
30 partnership or foreign limited partnership, the name of its  
31

1 registered agent in this state, and the street address of its  
2 registered office in this state.

3 (c) The name and business address of each general  
4 partner. Each general partner that is not an individual must  
5 be organized or otherwise registered with the Department of  
6 State as required by law, must maintain an active status, and  
7 must not be dissolved, revoked, or withdrawn.

8 (d) Federal Employer Identification number.

9 (e) Any additional information that is necessary or  
10 appropriate to enable the Department of State to carry out the  
11 provisions of this act.

12 (2) Information in an annual report must be current as  
13 of the date the annual report is delivered to the Department  
14 of State for filing.

15 (3) The first annual report must be delivered to the  
16 Department of State between January 1 and May 1 of the year  
17 following the calendar year in which a limited partnership was  
18 formed or a foreign limited partnership was authorized to  
19 transact business. An annual report must be delivered to the  
20 Department of State between January 1 and May 1 of each  
21 subsequent calendar year.

22 (4) If an annual report does not contain the  
23 information required in subsection (1), the Department of  
24 State shall promptly notify the reporting limited partnership  
25 or foreign limited partnership and return the report to it for  
26 correction. If the report is corrected to contain the  
27 information required in subsection (1) and delivered to the  
28 Department of State within 30 days after the effective date of  
29 the notice, it is timely delivered.

30 (5) If a filed annual report contains the address of a  
31 designated office, name of a registered agent, or registered

1 office address which differs from the information shown in the  
2 records of the Department of State immediately before the  
3 filing, the differing information in the annual report is  
4 considered a statement of change under s. 620.1115.

5 620.1301 Becoming limited partner.--A person becomes a  
6 limited partner:

7 (1) As provided in the partnership agreement;

8 (2) As the result of a conversion or merger involving  
9 the limited partnership under this act as provided in the plan  
10 of conversion or merger; or

11 (3) With the consent of all the partners.

12 620.1302 No right or power as limited partner to bind  
13 limited partnership; certain approval rights.--

14 (1) A limited partner does not have the right or the  
15 power as a limited partner to act for or bind the limited  
16 partnership.

17 (2) The limited partners have only those approval  
18 rights as are described in s. 620.1406.

19 620.1303 No liability as limited partner for limited  
20 partnership obligations.--An obligation of a limited  
21 partnership, whether arising in contract, tort, or otherwise,  
22 is not the obligation of a limited partner. A limited partner  
23 is not personally liable, directly or indirectly, by way of  
24 contribution or otherwise, for an obligation of the limited  
25 partnership solely by reason of being a limited partner, even  
26 if the limited partner participates in the management and  
27 control of the limited partnership.

28 620.1304 Right of limited partner and former limited  
29 partner to information.--

30 (1) Upon 10 days' demand, made in a record received by  
31 the limited partnership, a limited partner may inspect and

1 copy required information during regular business hours in the  
2 limited partnership's designated office. The limited partner  
3 need not have any particular purpose for seeking the  
4 information.

5 (2) During regular business hours and at a reasonable  
6 location specified by the limited partnership, a limited  
7 partner may obtain from the limited partnership and inspect  
8 and copy true and full information regarding the state of the  
9 activities and financial condition of the limited partnership  
10 and other information regarding the activities of the limited  
11 partnership as is just and reasonable if:

12 (a) The limited partner seeks the information for a  
13 purpose reasonably related to the limited partner's interest  
14 as a limited partner.

15 (b) The limited partner makes a demand in a record  
16 received by the limited partnership, describing with  
17 reasonable particularity the information sought and the  
18 purpose for seeking the information.

19 (c) The information sought is directly connected to  
20 the limited partner's purpose.

21 (3) Within 10 days after receiving a demand pursuant  
22 to subsection (2), the limited partnership in a record shall  
23 inform the limited partner that made the demand:

24 (a) What information the limited partnership will  
25 provide in response to the demand.

26 (b) When and where the limited partnership will  
27 provide the information.

28 (c) If the limited partnership declines to provide any  
29 demand information, the limited partnership's reasons for  
30 declining.

31

1           (4) Subject to subsection (6), a person dissociated as  
2 a limited partner may inspect and copy required information  
3 during regular business hours in the limited partnership's  
4 designated office if:

5           (a) The information pertains to the period during  
6 which the person was a limited partner.

7           (b) The person seeks the information in good faith.

8           (c) The person meets the requirements of subsection  
9 (2).

10           (5) The limited partnership shall respond to a demand  
11 made pursuant to subsection (4) in the same manner as provided  
12 in subsection (3).

13           (6) If a limited partner dies, s. 620.1704 applies.

14           (7) Subject to s. 620.1110(2)(d), the limited  
15 partnership may impose reasonable restrictions on the use of  
16 information obtained under this section. In a dispute  
17 concerning the reasonableness of a restriction under this  
18 subsection, the limited partnership has the burden of proving  
19 reasonableness.

20           (8) A limited partnership may charge a person that  
21 makes a demand under this section reasonable costs of copying,  
22 limited to the costs of labor and material.

23           (9) Whenever this act or a partnership agreement  
24 provides for a limited partner to give or withhold consent to  
25 a matter, before the consent is given or withheld, the limited  
26 partnership shall, without demand, provide the limited partner  
27 with all information material to the limited partner's  
28 decision that the limited partnership knows.

29           (10) A limited partner or person dissociated as a  
30 limited partner may exercise the rights under this section  
31 through an attorney or other agent. Any restriction imposed

1 under subsection (7) or by the partnership agreement applies  
2 both to the attorney or other agent and to the limited partner  
3 or person dissociated as a limited partner.

4 (11) The rights stated in this section do not extend  
5 to a person as transferee but may be exercised by the legal  
6 representative of an individual under legal disability who is  
7 a limited partner or person dissociated as a limited partner.

8 620.1305 Limited duties of limited partners.--

9 (1) A limited partner does not have any fiduciary duty  
10 to the limited partnership or to any other partner solely by  
11 reason of being a limited partner. To the extent a limited  
12 partner is vested with or delegated management powers or  
13 duties under the partnership agreement, the only fiduciary  
14 duties that such limited partner has to the limited  
15 partnership and the other partners with respect to the  
16 exercise of such powers or duties are those duties described  
17 in s. 620.1408, subject to the same standards and limitations  
18 that would apply to a general partner under that section with  
19 respect to the exercise of such powers or duties.

20 (2) A limited partner shall discharge the duties to  
21 the limited partnership and the other partners under this act  
22 or under the partnership agreement and exercise any rights  
23 consistently with the obligation of good faith and fair  
24 dealing.

25 (3) A limited partner does not violate a duty or  
26 obligation under this act or under the partnership agreement  
27 merely because the limited partner's conduct furthers the  
28 limited partner's own interest.

29 620.1306 Person erroneously believing self to be  
30 limited partner.--

31

1           (1) Except as otherwise provided in subsection (2), a  
2 person that makes an investment in a business enterprise and  
3 erroneously but in good faith believes that the person has  
4 become a limited partner in the enterprise is not liable for  
5 the enterprise's obligations by reason of making the  
6 investment, receiving distributions from the enterprise, or  
7 exercising any rights of or appropriate to a limited partner,  
8 if, on ascertaining the mistake, the person:

9           (a) Causes an appropriate certificate of limited  
10 partnership, amendment, or statement of correction to be  
11 signed and delivered to the Department of State for filing; or

12           (b) Withdraws from future participation as an owner in  
13 the enterprise by signing and delivering to the Department of  
14 State for filing a statement of withdrawal under this section.

15           (2) A person that makes an investment described in  
16 subsection (1) is liable to the same extent as a general  
17 partner to any third party that enters into a transaction with  
18 the enterprise, believing in good faith that the person is a  
19 general partner, before the Department of State files a  
20 statement of withdrawal, certificate of limited partnership,  
21 amendment, or statement of correction to show that the person  
22 is not a general partner.

23           (3) If a person makes a diligent effort in good faith  
24 to comply with paragraph (1)(a) and is unable to cause the  
25 appropriate certificate of limited partnership, amendment, or  
26 statement of correction to be signed and delivered to the  
27 Department of State for filing, the person has the right to  
28 withdraw from the enterprise pursuant to paragraph (1)(b) even  
29 if the withdrawal would otherwise breach an agreement with  
30 others that are or have agreed to become coowners of the  
31 enterprise.



1           620.1401 Becoming general partner.--A person becomes a  
2 general partner:

3           (1) As provided in the partnership agreement;

4           (2) Under s. 620.1801(1)(c) following the dissociation  
5 of a limited partnership's last general partner;

6           (3) As the result of a conversion or merger involving  
7 the limited partnership under this act as provided for in the  
8 plan of conversion or merger; or

9           (4) With the consent of all the partners.

10           620.1402 General partner agent of limited  
11 partnership.--

12           (1) Each general partner is an agent of the limited  
13 partnership for the purposes of its activities. An act of a  
14 general partner, including the signing of a record in the  
15 partnership's name, for apparently carrying on in the ordinary  
16 course the limited partnership's activities or activities of  
17 the kind carried on by the limited partnership binds the  
18 limited partnership, unless the general partner did not have  
19 authority to act for the limited partnership in the particular  
20 matter and the person with which the general partner was  
21 dealing knew, had received a notification, or had notice under  
22 s. 620.1103(4) that the general partner lacked authority.

23           (2) An act of a general partner which is not  
24 apparently for carrying on in the ordinary course the limited  
25 partnership's activities or activities of the kind carried on  
26 by the limited partnership binds the limited partnership only  
27 if the act was approved by the other partners as provided in  
28 s. 620.1406.

29           620.1403 Limited partnership liable for general  
30 partner's actionable conduct.--

31

1       (1) A limited partnership is liable for loss or injury  
2 caused to a person, or for a penalty incurred, as a result of  
3 a wrongful act or omission, or other actionable conduct, of a  
4 general partner acting in the ordinary course of activities of  
5 the limited partnership or with authority of the limited  
6 partnership.

7       (2) If, in the course of the limited partnership's  
8 activities or while acting with authority of the limited  
9 partnership, a general partner receives or causes the limited  
10 partnership to receive money or property of a person not a  
11 partner, and the money or property is misapplied by a general  
12 partner, the limited partnership is liable for the loss.

13       620.1404 General partner's liability.--

14       (1) Except as otherwise provided in subsections (2)  
15 and (3), all general partners are liable jointly and severally  
16 for all obligations of the limited partnership unless  
17 otherwise agreed by the claimant or provided by law.

18       (2) A person that becomes a general partner of an  
19 existing limited partnership is not personally liable for an  
20 obligation of a limited partnership incurred before the person  
21 became a general partner.

22       (3) An obligation of a limited partnership incurred  
23 while the limited partnership is a limited liability limited  
24 partnership, whether arising in contract, tort, or otherwise,  
25 is solely the obligation of the limited partnership. A general  
26 partner is not personally liable, directly or indirectly, by  
27 way of contribution or otherwise, for such an obligation  
28 solely by reason of being or acting as a general partner. This  
29 subsection applies despite anything inconsistent in the  
30 partnership agreement that existed immediately before the  
31

1 consent required to become a limited liability limited  
2 partnership under s. 620.1406.

3 620.1405 Actions by and against partnership and  
4 partners.--

5 (1) To the extent not inconsistent with s. 620.1404, a  
6 general partner may be joined in an action against the limited  
7 partnership or named in a separate action.

8 (2) A judgment against a limited partnership is not by  
9 itself a judgment against a general partner. A judgment  
10 against a limited partnership may not be satisfied from a  
11 general partner's assets unless there is also a judgment  
12 against the general partner.

13 (3) A judgment creditor of a general partner may not  
14 levy execution against the assets of the general partner to  
15 satisfy a judgment based on a claim against the limited  
16 partnership, unless the partner is personally liable for the  
17 claim under s. 620.1404 and:

18 (a) A judgment based on the same claim has been  
19 obtained against the limited partnership and a writ of  
20 execution on the judgment has been returned unsatisfied in  
21 whole or in part;

22 (b) The limited partnership is a debtor in bankruptcy;

23 (c) The general partner has agreed that the creditor  
24 need not exhaust limited partnership assets;

25 (d) A court grants permission to the judgment creditor  
26 to levy execution against the assets of a general partner  
27 based on a finding that limited partnership assets subject to  
28 execution are clearly insufficient to satisfy the judgment,  
29 that exhaustion of limited partnership assets is excessively  
30 burdensome, or that the grant of permission is an appropriate  
31 exercise of the court's equitable powers; or

1       (e) Liability is imposed on the general partner by law  
2 or contract independent of the existence of the limited  
3 partnership.

4       620.1406 Management rights of general partner;  
5 approval rights of other partners.--

6       (1) Each general partner has equal rights in the  
7 management and conduct of the limited partnership's  
8 activities. Any matter relating to the activities of the  
9 limited partnership may be exclusively decided by the general  
10 partner or, if there is more than one general partner, by a  
11 majority of the general partners, except that the following  
12 actions require the approval of all general partners:

13       (a) Amending the partnership agreement or the  
14 certificate of limited partnership, including any statement  
15 changing the status of the limited partnership to a limited  
16 liability limited partnership or deleting a statement that the  
17 limited partnership is a limited liability limited  
18 partnership.

19       (b) Admitting a limited partner under s. 620.1301.

20       (c) Admitting a general partner under s. 620.1401.

21       (d) Compromising a partner's obligation to make  
22 contributions under s. 620.1502 or return an improper  
23 distribution under s. 620.1508.

24       (e) Expelling a limited partner under s. 620.1601.

25       (f) Redeeming a transferable interest subject to a  
26 charging order under s. 620.1703.

27       (g) Dissolving the limited partnership under s.  
28 620.1801.

29       (h) Approving a plan of conversion under s. 620.2103  
30 or a plan of merger under s. 620.2107.

31

1           (i) Selling, leasing, exchanging, or otherwise  
2 disposing of all, or substantially all, of the limited  
3 partnership's property, with or without good will, other than  
4 in the usual and regular course of the limited partnership's  
5 activities.

6           (2) The expulsion of a general partner under s.  
7 620.1603 shall require the consent of all of the other general  
8 partners.

9           (3) In addition to the approval of the general  
10 partners required by subsections (1) and (2), the approval of  
11 all limited partners shall be required to take any of the  
12 actions under subsection (1) or subsection (2) with the  
13 exception of a transaction described in paragraph (1)(h) or a  
14 transaction described in paragraph (1)(i).

15           (4) The approval of a plan of conversion under s.  
16 620.2103 or a plan of merger under s. 620.2107 shall require  
17 the consent of the limited partners in the manner described  
18 therein.

19           (5) A transaction described in paragraph (1)(i) shall  
20 require approval of limited partners owning a majority of the  
21 rights to receive distributions as limited partners at the  
22 time the consent is to be effective.

23           (6) A limited partnership shall reimburse a general  
24 partner for payments made and indemnify a general partner for  
25 liabilities incurred by the general partner in the ordinary  
26 course of the activities of the partnership or for the  
27 preservation of its activities or property if such payments  
28 were made or such liabilities were incurred in good faith and  
29 either in the furtherance of the limited partnership's  
30 purposes or the ordinary scope of its activities.

31

1           (7) A limited partnership shall reimburse a general  
2 partner for an advance to the limited partnership beyond the  
3 amount of capital the general partner agreed to contribute.

4           (8) A payment or advance made by a general partner  
5 which gives rise to an obligation of the limited partnership  
6 under subsection (6) or subsection (7) constitutes a loan to  
7 the limited partnership which accrues interest from the date  
8 of the payment or advance.

9           (9) A general partner is not entitled to remuneration  
10 for services performed for the partnership.

11           620.1407 Right of general partner and former general  
12 partner to information.--

13           (1) A general partner, without having any particular  
14 purpose for seeking the information, may inspect and copy  
15 during regular business hours:

16           (a) In the limited partnership's designated office,  
17 required information.

18           (b) At a reasonable location specified by the limited  
19 partnership, any other records maintained by the limited  
20 partnership regarding the limited partnership's activities and  
21 financial condition.

22           (2) Each general partner and the limited partnership  
23 shall furnish to a general partner:

24           (a) Without demand, any information concerning the  
25 limited partnership's activities, reasonably required for the  
26 proper exercise of the general partner's rights and duties  
27 under the partnership agreement or this act.

28           (b) On demand, any other information concerning the  
29 limited partnership's activities, except to the extent the  
30 demand or the information demanded is unreasonable or  
31 otherwise improper under the circumstances.

1           (3) Subject to subsection (5), upon 10 days' demand  
2 made in a record received by the limited partnership, a person  
3 dissociated as a general partner may have access to the  
4 information and records described in subsection (1) at the  
5 location specified in subsection (1) if:

6           (a) The information or record pertains to the period  
7 during which the person was a general partner.

8           (b) The person seeks the information or record in good  
9 faith.

10           (c) The person satisfies the requirements imposed on a  
11 limited partner by s. 620.1304(2).

12           (4) The limited partnership shall respond to a demand  
13 made pursuant to subsection (3) in the same manner as provided  
14 in s. 620.1304(3).

15           (5) If a general partner dies, s. 620.1704 applies.

16           (6) The limited partnership may impose reasonable  
17 restrictions on the use of information under this section. In  
18 any dispute concerning the reasonableness of a restriction  
19 under this subsection, the limited partnership has the burden  
20 of proving reasonableness.

21           (7) A limited partnership may charge a person  
22 dissociated as a general partner that makes a demand under  
23 this section reasonable costs of copying, limited to the costs  
24 of labor and material.

25           (8) A general partner or person dissociated as a  
26 general partner may exercise the rights under this section  
27 through an attorney or other agent. Any restriction imposed  
28 under subsection (6) or by the partnership agreement applies  
29 both to the attorney or other agent and to the general partner  
30 or person dissociated as a general partner.

31

1           (9) The rights under this section do not extend to a  
2 person as transferee, but the rights under subsection (3) of a  
3 person dissociated as a general partner may be exercised by  
4 the legal representative of an individual who dissociated as a  
5 general partner under s. 620.603(7)(b) or (c).

6           620.1408 General standards of conduct for general  
7 partner.--

8           (1) The only fiduciary duties that a general partner  
9 has to the limited partnership and the other partners are the  
10 duties of loyalty and care under subsections (2) and (3).

11           (2) A general partner's duty of loyalty to the limited  
12 partnership and the other partners is limited to the  
13 following:

14           (a) To account to the limited partnership and hold as  
15 trustee for it any property, profit, or benefit derived by the  
16 general partner in the conduct and winding up of the limited  
17 partnership's activities or derived from a use by the general  
18 partner of limited partnership property, including the  
19 appropriation of a limited partnership opportunity.

20           (b) To refrain from dealing with the limited  
21 partnership in the conduct or winding up of the limited  
22 partnership's activities as or on behalf of a party having an  
23 interest adverse to the limited partnership.

24           (c) To refrain from competing with the limited  
25 partnership in the conduct of the limited partnership's  
26 activities.

27           (3) A general partner's duty of care to the limited  
28 partnership and the other partners in the conduct and winding  
29 up of the limited partnership's activities is limited to  
30 refraining from engaging in grossly negligent or reckless  
31



1 conduct, intentional misconduct, or a knowing violation of  
2 law.

3 (4) A general partner shall discharge the duties to  
4 the partnership and the other partners under this act or under  
5 the partnership agreement and exercise any rights consistently  
6 with the obligation of good faith and fair dealing.

7 (5) A general partner does not violate a duty or  
8 obligation under this act or under the partnership agreement  
9 merely because the general partner's conduct furthers the  
10 general partner's own interest.

11 620.1501 Form of contribution.--A contribution of a  
12 partner may consist of tangible or intangible property or  
13 other benefit to the limited partnership, including money,  
14 services performed, promissory notes, other agreements to  
15 contribute cash or property, and contracts for services to be  
16 performed.

17 620.1502 Liability for contribution.--

18 (1) A partner's obligation to contribute money or  
19 other property or other benefit to, or to perform services  
20 for, a limited partnership shall be in a record signed by the  
21 partner, and such obligation shall not be excused by the  
22 partner's death, disability, or other inability to perform  
23 personally.

24 (2) If a partner does not make a promised nonmonetary  
25 contribution, the partner is obligated at the option of the  
26 limited partnership to contribute money equal to that portion  
27 of the value, as stated in the required information, of the  
28 stated contribution which has not been made.

29 (3) The obligation of a partner to make a contribution  
30 or return money or other property paid or distributed in  
31 violation of this act may be compromised only by consent of

1 all partners. A creditor of a limited partnership which  
2 extends credit or otherwise acts in reliance on an obligation  
3 described in subsection (1), without notice of any compromise  
4 under this subsection, may enforce the original obligation.

5 (4) A partnership agreement may provide that the  
6 interest of any partner who fails to make any contribution  
7 that the partner is obligated to make shall be subject to  
8 specified penalties for, or specified consequences of, such  
9 failure. Such penalty or consequence may take the form of  
10 reducing the partner's proportionate interest in the limited  
11 partnership, subordinating the partner's partnership interests  
12 to that of nondefaulting partners, a forced sale, or the  
13 forfeiture of the partner's interest in the limited  
14 partnership, the lending by other partners of the amount  
15 necessary to meet the partner's commitment, a fixing of the  
16 value of the partner's interest in the limited partnership by  
17 appraisal or by formula and redemption or sale of such  
18 interest at such value, or other penalty or consequence.

19 620.1503 Sharing of profits, losses, and  
20 distributions.--

21 (1) Profits and losses of a limited partnership shall  
22 be allocated among the partners on the basis of the value, as  
23 stated in the required records when the limited partnership  
24 makes the allocations, of the contributions the limited  
25 partnership has received from each partner.

26 (2) Distributions by a limited partnership shall be  
27 shared by the partners on the basis of the value, as stated in  
28 the required records when the limited partnership decides to  
29 make the distribution, of the contributions the limited  
30 partnership has received from each partner.

31

1           620.1504 Interim distributions.--A partner does not  
2 have a right to any distribution before the dissolution and  
3 winding up of the limited partnership unless the limited  
4 partnership decides to make an interim distribution.

5           620.1505 No distribution on account of  
6 dissociation.--A person does not have a right to receive a  
7 distribution on account of dissociation.

8           620.1506 Distribution in kind.--A partner does not  
9 have a right to demand or receive any distribution from a  
10 limited partnership in any form other than cash. Subject to s.  
11 620.1813, a limited partnership may distribute an asset in  
12 kind to the extent each partner receives a percentage of the  
13 asset equal to the partner's share of distributions.

14           620.1507 Right to distribution.--When a partner or  
15 transferee becomes entitled to receive a distribution, the  
16 partner or transferee has the status of, and is entitled to  
17 all remedies available to, a creditor of the limited  
18 partnership with respect to the distribution. However, the  
19 limited partnership's obligation to make a distribution is  
20 subject to offset for any amount owed to the limited  
21 partnership by the partner or dissociated partner on whose  
22 account the distribution is made.

23           620.1508 Limitations on distribution.--

24           (1) A limited partnership may not make a distribution  
25 in violation of the partnership agreement.

26           (2) A limited partnership may not make a distribution  
27 if after the distribution:

28           (a) The limited partnership would not be able to pay  
29 its debts as they become due in the ordinary course of the  
30 limited partnership's activities; or  
31

1       (b) The limited partnership's total assets would be  
2 less than the sum of its total liabilities plus the amount  
3 that would be needed, if the limited partnership were to be  
4 dissolved, wound up, and terminated at the time of the  
5 distribution, to satisfy the preferential rights upon  
6 dissolution, winding up, and termination of partners whose  
7 preferential rights are superior to those of persons receiving  
8 the distribution.

9       (3) A limited partnership may base a determination  
10 that a distribution is not prohibited under subsection (2) on  
11 financial statements prepared on the basis of accounting  
12 practices and principles that are reasonable in the  
13 circumstances or on a fair valuation or other method that is  
14 reasonable in the circumstances.

15       (4) Except as otherwise provided in subsection (7),  
16 the effect of a distribution under subsection (2) is measured:

17       (a) In the case of distribution by purchase,  
18 redemption, or other acquisition of a transferable interest in  
19 the limited partnership, as of the date money or other  
20 property is transferred or debt incurred by the limited  
21 partnership.

22       (b) In all other cases, as of the date:

23       1. The distribution is authorized, if the payment  
24 occurs within 120 days after that date; or

25       2. The payment is made, if payment occurs more than  
26 120 days after the distribution is authorized.

27       (5) A limited partnership's indebtedness to a partner  
28 incurred by reason of a distribution made in accordance with  
29 this section is at parity with the limited partnership's  
30 indebtedness to its general, unsecured creditors.

31

1           (6) A limited partnership's indebtedness, including  
2 indebtedness issued in connection with or as part of a  
3 distribution, is not considered a liability for purposes of  
4 subsection (2) if the terms of the indebtedness provide that  
5 payment of principal and interest are made only to the extent  
6 that a distribution could then be made to partners under this  
7 section.

8           (7) If indebtedness is issued as a distribution, each  
9 payment of principal or interest on the indebtedness is  
10 treated as a distribution, the effect of which is measured on  
11 the date the payment is made.

12           620.1509 Liability for improper distributions.--

13           (1) A general partner that consents to a distribution  
14 made in violation of s. 620.1508 is personally liable to the  
15 limited partnership for the amount of the distribution which  
16 exceeds the amount that could have been distributed without  
17 the violation if it is established that in consenting to the  
18 distribution the general partner failed to comply with s.  
19 620.1408.

20           (2) A partner or transferee that received a  
21 distribution knowing that the distribution to that partner or  
22 transferee was made in violation of s. 620.1508 is personally  
23 liable to the limited partnership but only to the extent that  
24 the distribution received by the partner or transferee  
25 exceeded the amount that could have been properly paid under  
26 s. 620.1508.

27           (3) A general partner against which an action is  
28 commenced under subsection (1) may:

29           (a) Implead in the action any other person that is  
30 liable under subsection (1) and compel contribution from the  
31 person.

1           (b) Implead in the action any person that received a  
2 distribution in violation of subsection (2) and compel  
3 contribution from the person in the amount the person received  
4 in violation of subsection (2).

5           (4) An action under this section is barred if it is  
6 not commenced within 2 years after the distribution.

7           620.1601 Dissociation as limited partner.--

8           (1) A person does not have a right to dissociate as a  
9 limited partner before the termination of the limited  
10 partnership.

11           (2) A person is dissociated from a limited partnership  
12 as a limited partner upon the occurrence of any of the  
13 following events:

14           (a) The limited partnership's having notice of the  
15 person's express will to withdraw as a limited partner or on a  
16 later date specified by the person;

17           (b) An event agreed to in the partnership agreement as  
18 causing the person's dissociation as a limited partner;

19           (c) The person's expulsion as a limited partner  
20 pursuant to the partnership agreement;

21           (d) The person's expulsion as a limited partner by the  
22 unanimous consent of the other partners if:

23           1. It is unlawful to carry on the limited  
24 partnership's activities with the person as a limited partner;

25           2. There has been a transfer of all of the person's  
26 transferable interest in the limited partnership, other than a  
27 transfer for security purposes, or a court order charging the  
28 person's interest, which has not been foreclosed;

29           3. The person is a corporation and, within 90 days  
30 after the limited partnership notifies the person that the  
31 corporation will be expelled as a limited partner because the

1 corporation has filed a certificate of dissolution or the  
2 equivalent, the corporation's charter has been revoked, or its  
3 right to conduct business has been suspended by the  
4 jurisdiction of its incorporation, and there is no revocation  
5 of the certificate of dissolution or no reinstatement of its  
6 charter or its right to conduct business; or

7 4. The person is a limited liability company or  
8 partnership that has been dissolved and whose business is  
9 being wound up;

10 (e) On application by the limited partnership, the  
11 person's expulsion as a limited partner by judicial  
12 determination because:

13 1. The person engaged in wrongful conduct that  
14 adversely and materially affected the limited partnership's  
15 activities;

16 2. The person willfully or persistently committed a  
17 material breach of the partnership agreement, any duty the  
18 person may have under s. 620.1305(1), or the obligation of  
19 good faith and fair dealing under s. 620.1305(2); or

20 3. The person engaged in conduct relating to the  
21 limited partnership's activities which makes it not reasonably  
22 practicable to carry on the activities with the person as  
23 limited partner;

24 (f) In the case of a person who is an individual, the  
25 person's death;

26 (g) In the case of a person that is a trust or is  
27 acting as a limited partner by virtue of being a trustee of a  
28 trust, distribution of the trust's entire transferable  
29 interest in the limited partnership, but not merely by reason  
30 of the substitution of a successor trustee;

31

1           (h) In the case of a person that is an estate or is  
2 acting as a limited partner by virtue of being a personal  
3 representative of an estate, distribution of the estate's  
4 entire transferable interest in the limited partnership, but  
5 not merely by reason of the substitution of a successor  
6 personal representative;

7           (i) Termination of a limited partner that is not an  
8 individual, partnership, limited liability company,  
9 corporation, trust, or estate; or

10           (j) The limited partnership's participation in a  
11 conversion or merger under this act, if the limited  
12 partnership:

13           1. Is not the converted or surviving entity; or

14           2. Is the converted or surviving entity but, as a  
15 result of the conversion or merger, the person ceases to be a  
16 limited partner.

17           620.1602 Effect of dissociation as limited partner.--

18           (1) Upon a person's dissociation as a limited partner:

19           (a) Subject to s. 620.1704, the person does not have  
20 further rights as a limited partner.

21           (b) The person's obligation of good faith and fair  
22 dealing as a limited partner under s. 620.1305(2) continues  
23 only as to matters arising and events occurring before the  
24 dissociation and such person's duties, if any, under s.  
25 620.1305(1) terminate or continue in the same manner as  
26 provided in s. 620.1605(1)(b) and (c).

27           (c) Subject to s. 620.1704 and ss. 620.2101-620.2125,  
28 any transferable interest owned by the person in the person's  
29 capacity as a limited partner immediately before dissociation  
30 is owned by the person as a mere transferee.

31



1           (2) A person's dissociation as a limited partner does  
2 not of itself discharge the person from any obligation to the  
3 limited partnership or the other partners which the person  
4 incurred while a limited partner.

5           620.1603 Dissociation as general partner.--A person is  
6 dissociated from a limited partnership as a general partner  
7 upon the occurrence of any of the following events:

8           (1) The limited partnership's having notice of the  
9 person's express will to withdraw as a general partner or on a  
10 later date specified by the person;

11           (2) An event agreed to in the partnership agreement as  
12 causing the person's dissociation as a general partner;

13           (3) The person's expulsion as a general partner  
14 pursuant to the partnership agreement;

15           (4) The person's expulsion as a general partner by the  
16 unanimous consent of the other partners if:

17           (a) It is unlawful to carry on the limited  
18 partnership's activities with the person as a general partner;

19           (b) There has been a transfer of all or substantially  
20 all of the person's transferable interest in the limited  
21 partnership, other than a transfer for security purposes, or a  
22 court order charging the person's interest, which has not been  
23 foreclosed;

24           (c) The person is a corporation and, within 90 days  
25 after the limited partnership notifies the person that the  
26 corporation will be expelled as a general partner because the  
27 corporation has filed a certificate of dissolution or the  
28 equivalent, the corporation's charter has been revoked, or its  
29 right to conduct business has been suspended by the  
30 jurisdiction of its incorporation, and there is no revocation  
31

1 of the certificate of dissolution or no reinstatement of its  
2 charter or its right to conduct business; or  
3 (d) The person is a limited liability company or  
4 partnership that has been dissolved and whose business is  
5 being wound up;  
6 (5) On application by the limited partnership, the  
7 person's expulsion as a general partner by judicial  
8 determination because:  
9 (a) The person engaged in wrongful conduct that  
10 adversely and materially affected the limited partnership  
11 activities;  
12 (b) The person willfully or persistently committed a  
13 material breach of the partnership agreement or of a duty owed  
14 to the partnership or the other partners under s. 620.1408; or  
15 (c) The person engaged in conduct relating to the  
16 limited partnership's activities which makes it not reasonably  
17 practicable to carry on the activities of the limited  
18 partnership with the person as a general partner;  
19 (6) The person's:  
20 (a) Becoming a debtor in bankruptcy;  
21 (b) Execution of an assignment for the benefit of  
22 creditors;  
23 (c) Seeking, consenting to, or acquiescing in the  
24 appointment of a trustee, receiver, or liquidator of the  
25 person or of all or substantially all of the person's  
26 property; or  
27 (d) Failure, within 90 days after the appointment, to  
28 have vacated or stayed the appointment of a trustee, receiver,  
29 or liquidator of the general partner or of all or  
30 substantially all of the person's property obtained without  
31 the person's consent or acquiescence, or failing within 90

1 days after the expiration of a stay to have the appointment  
2 vacated;  
3 (7) In the case of a person who is an individual:  
4 (a) The person's death;  
5 (b) The appointment of a guardian or general  
6 conservator for the person; or  
7 (c) A judicial determination that the person has  
8 otherwise become incapable of performing the person's duties  
9 as a general partner under the partnership agreement;  
10 (8) In the case of a person that is a trust or is  
11 acting as a general partner by virtue of being a trustee of a  
12 trust, distribution of the trust's entire transferable  
13 interest in the limited partnership, but not merely by reason  
14 of the substitution of a successor trustee;  
15 (9) In the case of a person that is an estate or is  
16 acting as a general partner by virtue of being a personal  
17 representative of an estate, distribution of the estate's  
18 entire transferable interest in the limited partnership, but  
19 not merely by reason of the substitution of a successor  
20 personal representative;  
21 (10) Termination of a general partner that is not an  
22 individual, partnership, limited liability company,  
23 corporation, trust, or estate; or  
24 (11) The limited partnership's participation in a  
25 conversion or merger under this act, if the limited  
26 partnership:  
27 (a) Is not the converted or surviving entity; or  
28 (b) Is the converted or surviving entity but, as a  
29 result of the conversion or merger, the person ceases to be a  
30 general partner.  
31

1           620.1604 Person's power to dissociate as general  
2 partner; wrongful dissociation.--

3           (1) A person has the power to dissociate as a general  
4 partner at any time, rightfully or wrongfully, by express will  
5 pursuant to s. 620.1603(1).

6           (2) A person's dissociation as a general partner is  
7 wrongful only if:

8           (a) It is in breach of an express provision of the  
9 partnership agreement; or

10           (b) It occurs before the termination of the limited  
11 partnership, and:

12           1. The person withdraws as a general partner by  
13 express will;

14           2. The person is expelled as a general partner by  
15 judicial determination under s. 620.1603(5);

16           3. The person is dissociated as a general partner by  
17 becoming a debtor in bankruptcy; or

18           4. In the case of a person that is not an individual,  
19 trust other than a business trust, or estate, the person is  
20 expelled or otherwise dissociated as a general partner because  
21 it willfully dissolved or terminated.

22           (3) A person that wrongfully dissociates as a general  
23 partner is liable to the limited partnership and, subject to  
24 s. 620.2001, to the other partners for damages caused by the  
25 dissociation. The liability is in addition to any other  
26 obligation of the general partner to the limited partnership  
27 or to the other partners.

28           620.1605 Effect of dissociation as general partner.--

29           (1) Upon a person's dissociation as a general partner:  
30  
31

1       (a) The person's right to participate as a general  
2 partner in the management and conduct of the partnership's  
3 activities terminates.

4       (b) The person's duty of loyalty as a general partner  
5 under s. 620.1408(2)(c) terminates.

6       (c) The person's duty of loyalty as a general partner  
7 under s. 620.1408(2)(a) and (b) and duty of care under s.  
8 620.1408(3) continue only with regard to matters arising and  
9 events occurring before the person's dissociation as a general  
10 partner.

11       (2) The person may sign and deliver to the Department  
12 of State for filing a statement of dissociation pertaining to  
13 the person and, at the request of the limited partnership,  
14 shall sign an amendment to the certificate of limited  
15 partnership which states that the person has dissociated.

16       (3) Subject to s. 620.1704 and ss. 620.2101-620.2125,  
17 any transferable interest owned by the person immediately  
18 before dissociation in the person's capacity as a general  
19 partner is owned by the person as a mere transferee.

20       (4) A person's dissociation as a general partner does  
21 not of itself discharge the person from any obligation to the  
22 limited partnership or the other partners which the person  
23 incurred while a general partner.

24       620.1606 Power to bind and liability to limited  
25 partnership before dissolution of partnership of person  
26 dissociated as general partner.--

27       (1) After a person is dissociated as a general partner  
28 and before the limited partnership is dissolved, converted  
29 under s. 620.2102, or merged out of existence under s.  
30 620.2106, the limited partnership is bound by an act of the  
31 person only if:

1           (a) The act would have bound the limited partnership  
2 under s. 620.1402 before the dissociation.

3           (b) At the time the other party enters into the  
4 transaction:

5                 1. Less than 2 years have passed since the  
6 dissociation.

7                 2. The other party does not have notice of the  
8 dissociation and reasonably believes that the person is a  
9 general partner.

10           (2) If a limited partnership is bound under subsection  
11 (1), the person dissociated as a general partner which caused  
12 the limited partnership to be bound is liable:

13                 (a) To the limited partnership for any damage caused  
14 to the limited partnership arising from the obligation  
15 incurred under subsection (1).

16                 (b) If a general partner or another person dissociated  
17 as a general partner is liable for the obligation, to the  
18 general partner or other person for any damage caused to the  
19 general partner or other person arising from the liability.

20           620.1607 Liability to other persons of person  
21 dissociated as general partner.--

22                 (1) A person's dissociation as a general partner does  
23 not of itself discharge the person's liability as a general  
24 partner for an obligation of the limited partnership incurred  
25 before dissociation. Except as otherwise provided in  
26 subsections (2) and (3), the person is not liable for a  
27 limited partnership's obligation incurred after dissociation.

28                 (2) A person whose dissociation as a general partner  
29 resulted in a dissolution and winding up of the limited  
30 partnership's activities is liable to the same extent as a  
31

1 general partner under s. 620.1404 on an obligation incurred by  
2 the limited partnership under s. 620.1804.

3 (3) A person that has dissociated as a general partner  
4 but whose dissociation did not result in a dissolution and  
5 winding up of the limited partnership's activities is liable  
6 on a transaction entered into by the limited partnership after  
7 the dissociation only if:

8 (a) A general partner would be liable on the  
9 transaction.

10 (b) At the time the other party enters into the  
11 transaction:

12 1. Less than 2 years have passed since the  
13 dissociation.

14 2. The other party does not have notice of the  
15 dissociation and reasonably believes that the person is a  
16 general partner.

17 (4) By agreement with a creditor of a limited  
18 partnership and the limited partnership, a person dissociated  
19 as a general partner may be released from liability for an  
20 obligation of the limited partnership.

21 (5) A person dissociated as a general partner is  
22 released from liability for an obligation of the limited  
23 partnership if the limited partnership's creditor, with notice  
24 of the person's dissociation as a general partner but without  
25 the person's consent, agrees to a material alteration in the  
26 nature or time of payment of the obligation.

27 620.1701 Partner's transferable interest;  
28 certificates.--

29 (1) The only interest of a partner which is  
30 transferable is the partner's transferable interest. A  
31 transferable interest is personal property.

1           (2) The partnership agreement may provide that a  
2 partner's interest in a limited partnership may be evidenced  
3 by a certificate issued by the limited partnership and may  
4 also provide for the assignment or transfer of any interest in  
5 the limited partnership represented by such a certificate and  
6 make other provisions with respect to such certificates.

7           620.1702 Transfer of partner's transferable  
8 interest.--

9           (1) A transfer, in whole or in part, of a partner's  
10 transferable interest:

11           (a) Is permissible.

12           (b) Does not by itself cause the partner's  
13 dissociation or a dissolution and winding up of the limited  
14 partnership's activities.

15           (c) Does not, as against the other partners or the  
16 limited partnership, entitle the transferee to participate in  
17 the management or conduct of the limited partnership's  
18 activities, to require access to any information to which a  
19 limited partner would otherwise have access under s. 620.1304,  
20 except as otherwise provided in subsection (3), or to inspect  
21 or copy the required information or the limited partnership's  
22 other records.

23           (2) A transferee has a right to receive, in accordance  
24 with the transfer:

25           (a) Distributions to which the transferor would  
26 otherwise be entitled.

27           (b) Upon the dissolution and winding up of the limited  
28 partnership's activities the net amount otherwise  
29 distributable to the transferor.

30  
31



1           (3) In a dissolution and winding up, a transferee is  
2 entitled to an account of the limited partnership's  
3 transactions only from the date of dissolution.

4           (4) Upon transfer, the transferor retains the rights  
5 of a partner other than the interest in distributions  
6 transferred and retains all duties and obligations of a  
7 partner.

8           (5) A limited partnership need not give effect to a  
9 transferee's rights under this section until the limited  
10 partnership has notice of the transfer.

11           (6) A transfer of a partner's transferable interest in  
12 the limited partnership in violation of a restriction on  
13 transfer contained in the partnership agreement is ineffective  
14 as to a person having notice of the restriction at the time of  
15 transfer.

16           (7) A transferee that becomes a partner with respect  
17 to a transferable interest is liable for the transferor's  
18 obligations under ss. 620.1502 and 620.1509. However, the  
19 transferee is not obligated for liabilities unknown to the  
20 transferee at the time the transferee became a partner.

21           620.1703 Rights of creditor of partner or  
22 transferee.--

23           (1) On application to a court of competent  
24 jurisdiction by any judgment creditor of a partner or  
25 transferee, the court may charge the partnership interest of  
26 the partner or transferable interest of a transferee with  
27 payment of the unsatisfied amount of the judgment with  
28 interest. To the extent so charged, the judgment creditor has  
29 only the rights of a transferee of the partnership interest.

30           (2) This act shall not deprive any partner or  
31 transferee of the benefit of an exemption law applicable to

1 the partner's partnership or transferee's transferable  
2 interest.

3 (3) This section provides the exclusive remedy which a  
4 judgment creditor of a partner or transferee may use to  
5 satisfy a judgment out of the judgment debtor's interest in  
6 the limited partnership or transferable interest. Other  
7 remedies, including foreclosure on the partner's interest in  
8 the limited partnership or a transferee's transferable  
9 interest and a court order for directions, accounts, and  
10 inquiries that the debtor general or limited partner might  
11 have made, are not available to the judgment creditor  
12 attempting to satisfy the judgment out of the judgment  
13 debtor's interest in the limited partnership and may not be  
14 ordered by a court.

15 620.1704 Power of estate of deceased partner.--If a  
16 partner dies, the deceased partner's personal representative  
17 or other legal representative may exercise the rights of a  
18 transferee as provided in s. 620.1702 and, for the purposes of  
19 settling the estate, may exercise the rights of a current  
20 limited partner under s. 620.1304.

21 620.1801 Nonjudicial dissolution.--

22 (1) Except as otherwise provided in s. 620.1802, a  
23 limited partnership is dissolved, and its activities must be  
24 wound up, only upon the occurrence of any of the following:

25 (a) The happening of an event specified in the  
26 partnership agreement;

27 (b) The consent of all general partners and of all  
28 limited partners;

29 (c) After the dissociation of a person as a general  
30 partner:

31

1           1. If the limited partnership has at least one  
2 remaining general partner, the consent to dissolve the limited  
3 partnership by all partners at the time the consent is to be  
4 effective; or

5           2. If the limited partnership does not have a  
6 remaining general partner, the passage of 90 days after the  
7 dissociation, unless before the end of the period:

8           a. Consent to continue the activities of the limited  
9 partnership and admit at least one general partner is given by  
10 all partners at the time the consent is to be effective;

11           b. At least one person is admitted as a general  
12 partner in accordance with the consent;

13           (d) The passage of 90 days after the dissociation of  
14 the limited partnership's last limited partner, unless before  
15 the end of the period the limited partnership admits at least  
16 one limited partner; or

17           (e) The signing and filing of a declaration of  
18 dissolution by the Department of State under s. 620.1809(3).

19           (2) Upon the occurrence of an event specified in  
20 paragraphs (1)(a)-(d), the limited partnership shall file a  
21 certificate of dissolution as provided in s. 620.1203.

22           620.1802 Judicial dissolution.--On application by a  
23 partner, the circuit court may order dissolution of a limited  
24 partnership if it is not reasonably practicable to carry on  
25 the activities of the limited partnership in conformity with  
26 the partnership agreement.

27           620.1803 Winding up.--

28           (1) A limited partnership continues after dissolution  
29 only for the purpose of winding up its activities.

30           (2) In winding up its activities, the limited  
31 partnership:

1           (a) May preserve the limited partnership business or  
2 property as a going concern for a reasonable time, prosecute  
3 and defend actions and proceedings, whether civil, criminal,  
4 or administrative, transfer the limited partnership's  
5 property, settle disputes by mediation or arbitration, and  
6 perform other necessary acts.

7           (b) Shall discharge, make provision for, or otherwise  
8 address the limited partnership's liabilities, settle and  
9 close the limited partnership's activities, and marshal and  
10 distribute the assets of the partnership.

11           (c) May file a statement of termination as provided in  
12 s. 620.1203.

13           (3) If a dissolved limited partnership does not have a  
14 general partner, a person to wind up the dissolved limited  
15 partnership's activities may be appointed by the consent of  
16 limited partners owning a majority of the rights to receive  
17 distributions as limited partners at the time the consent is  
18 to be effective. A person appointed under this subsection:

19           (a) Has the powers of a general partner under s.  
20 620.1804.

21           (b) Shall promptly amend the certificate of limited  
22 partnership to state:

23           1. That the limited partnership does not have a  
24 general partner.

25           2. The name of the person that has been appointed to  
26 wind up the limited partnership.

27           3. The street and mailing address of the person.

28           (4) On the application of any partner, the circuit  
29 court may order judicial supervision of the winding up,  
30 including the appointment of a person to wind up the dissolved  
31 limited partnership's activities, if:

1           (a) A limited partnership does not have a general  
2 partner and within a reasonable time following the dissolution  
3 no person has been appointed pursuant to subsection (3); or

4           (b) The applicant establishes other good cause.

5           620.1804 Power of general partner and person  
6 dissociated as general partner to bind partnership after  
7 dissolution.--

8           (1) A limited partnership is bound by a general  
9 partner's act after dissolution which:

10           (a) Is appropriate for winding up the limited  
11 partnership's activities; or

12           (b) Would have bound the limited partnership under s.  
13 620.1402 before dissolution, if, at the time the other party  
14 enters into the transaction, the other party does not have  
15 notice of the dissolution.

16           (2) A person dissociated as a general partner binds a  
17 limited partnership through an act occurring after dissolution  
18 if:

19           (a) At the time the other party enters into the  
20 transaction:

21           1. Less than 2 years have passed since the  
22 dissociation.

23           2. The other party does not have notice of the  
24 dissociation and reasonably believes that the person is a  
25 general partner.

26           (b) The act:

27           1. Is appropriate for winding up the limited  
28 partnership's activities; or

29           2. Would have bound the limited partnership under s.  
30 620.1402 before dissolution and at the time the other party  
31

1 enters into the transaction the other party does not have  
2 notice of the dissolution.

3 620.1805 Liability after dissolution of general  
4 partner and person dissociated as general partner to limited  
5 partnership, other general partners, and persons dissociated  
6 as general partner.--

7 (1) If a general partner having knowledge of the  
8 dissolution causes a limited partnership to incur an  
9 obligation under s. 620.1804(1) by an act that is not  
10 appropriate for winding up the partnership's activities, the  
11 general partner is liable:

12 (a) To the limited partnership for any damage caused  
13 to the limited partnership arising from the obligation.

14 (b) If another general partner or a person dissociated  
15 as a general partner is liable for the obligation, to that  
16 other general partner or person for any damage caused to that  
17 other general partner or person arising from the liability.

18 (2) If a person dissociated as a general partner  
19 causes a limited partnership to incur an obligation under s.  
20 620.1804(2), the person is liable:

21 (a) To the limited partnership for any damage caused  
22 to the limited partnership arising from the obligation.

23 (b) If a general partner or another person dissociated  
24 as a general partner is liable for the obligation, to the  
25 general partner or other person for any damage caused to the  
26 general partner or other person arising from the liability.

27 620.1806 Known claims against dissolved limited  
28 partnership.--

29 (1) A dissolved limited partnership or successor  
30 entity, as defined in subsection (14), may dispose of the  
31

1 known claims against it by following the procedure described  
2 in subsections (2), (3), and (4).

3 (2) A dissolved limited partnership or successor  
4 entity shall deliver to each of its known claimants written  
5 notice of the dissolution at any time after its effective  
6 date. The written notice shall:

7 (a) Provide a reasonable description of the claim that  
8 the claimant may be entitled to assert.

9 (b) State whether the claim is admitted or not  
10 admitted, in whole or in part, and, if admitted:

11 1. The amount that is admitted, which may be as of a  
12 given date.

13 2. Any interest obligation if fixed by an instrument  
14 of indebtedness.

15 (c) Provide a mailing address to which a claim may be  
16 sent.

17 (d) State the deadline, which may not be fewer than  
18 120 days after the effective date of the written notice, by  
19 which confirmation of the claim must be delivered to the  
20 dissolved limited partnership or successor entity.

21 (e) State that the dissolved limited partnership or  
22 successor entity may make distributions thereafter to other  
23 claimants and to the partners or transferees of the limited  
24 partnership or persons interested as having been such without  
25 further notice.

26 (f) Unless the limited partnership has been throughout  
27 its existence a limited liability limited partnership, state  
28 that the barring of a claim against the limited partnership  
29 will also bar any corresponding claim against any general  
30 partner or person dissociated as a general partner which is  
31 based on s. 620.1404.

1           (3) A dissolved limited partnership or successor  
2 entity may reject, in whole or in part, any claim made by a  
3 claimant pursuant to this subsection by mailing notice of such  
4 rejection to the claimant within 90 days after receipt of such  
5 claim and, in all events, at least 150 days before expiration  
6 of 3 years following the effective date of dissolution. A  
7 notice sent by the dissolved limited partnership or successor  
8 entity pursuant to this subsection shall be accompanied by a  
9 copy of this section.

10           (4) A dissolved limited partnership or successor  
11 entity electing to follow the procedures described in  
12 subsections (2) and (3) shall also give notice of the  
13 dissolution of the limited partnership to persons with known  
14 claims, that are contingent upon the occurrence or  
15 nonoccurrence of future events or otherwise conditional or  
16 unmatured, and request that such persons present such claims  
17 in accordance with the terms of such notice. Such notice shall  
18 be in substantially the form, and sent in the same manner, as  
19 described in subsection (2).

20           (5) A dissolved limited partnership or successor  
21 entity shall offer any claimant whose known claim is  
22 contingent, conditional, or unmatured such security as the  
23 limited partnership or such entity determines is sufficient to  
24 provide compensation to the claimant if the claim matures. The  
25 dissolved limited partnership or successor entity shall  
26 deliver such offer to the claimant within 90 days after  
27 receipt of such claim and, in all events, at least 150 days  
28 before expiration of 3 years following the effective date of  
29 dissolution. If the claimant offered such security does not  
30 deliver in writing to the dissolved limited partnership or  
31 successor entity a notice rejecting the offer within 120 days



1 after receipt of such offer for security, the claimant is  
2 deemed to have accepted such security as the sole source from  
3 which to satisfy his or her claim against the limited  
4 partnership.

5 (6) A dissolved limited partnership or successor  
6 entity which has given notice in accordance with subsections  
7 (2) and (4), and is seeking the protection offered by  
8 subsections (9) and (12), shall petition the circuit court in  
9 the county in which the limited partnership's principal office  
10 is located or was located at the effective date of dissolution  
11 to determine the amount and form of security that will be  
12 sufficient to provide compensation to any claimant who has  
13 rejected the offer for security made pursuant to subsection  
14 (5).

15 (7) A dissolved limited partnership or successor  
16 entity which has given notice in accordance with subsection  
17 (2), and is seeking the protection offered by subsections (9)  
18 and (12), shall petition the circuit court in the county in  
19 which the limited partnership's principal office is located or  
20 was located at the effective date of dissolution to determine  
21 the amount and form of security which will be sufficient to  
22 provide compensation to claimants whose claims are known to  
23 the limited partnership or successor entity but whose  
24 identities are unknown. The court shall appoint a guardian ad  
25 litem to represent all claimants whose identities are unknown  
26 in any proceeding brought under this subsection. The  
27 reasonable fees and expenses of such guardian, including all  
28 reasonable expert witness fees, shall be paid by the  
29 petitioner in such proceeding.

30 (8) The giving of any notice or making of any offer  
31 pursuant to the provisions of this section shall not revive

1 any claim then barred or constitute acknowledgment by the  
2 dissolved limited partnership or successor entity that any  
3 person to whom such notice is sent is a proper claimant and  
4 shall not operate as a waiver of any defense or counterclaim  
5 in respect of any claim asserted by any person to whom such  
6 notice is sent.

7 (9) A dissolved limited partnership or successor  
8 entity which has followed the procedures described in  
9 subsections (2)-(7):

10 (a) Shall pay the claims admitted or made and not  
11 rejected in accordance with subsection (3).

12 (b) Shall post the security offered and not rejected  
13 pursuant to subsection (5).

14 (c) Shall post any security ordered by the circuit  
15 court in any proceeding under subsections (6) and (7).

16 (d) Shall pay or make provision for all other known  
17 obligations of the limited partnership or such successor  
18 entity.

19  
20 If there are sufficient funds, such claims or obligations  
21 shall be paid in full, and any such provision for payments  
22 shall be made in full. If there are insufficient funds, such  
23 claims and obligations shall be paid or provided for according  
24 to their priority and, among claims of equal priority, ratably  
25 to the extent of funds legally available therefor. Any  
26 remaining funds shall be distributed to the partners and  
27 transferees of the dissolved limited partnership; however,  
28 such distribution may not be made before the expiration of 150  
29 days after the date of the last notice of any rejection given  
30 pursuant to subsection (3). In the absence of actual fraud,  
31 the judgment of the general partners of the dissolved limited

1 partnership, or other person or persons winding up the limited  
2 partnership under s. 620.1803, or the governing persons of  
3 such successor entity, as to the provisions made for the  
4 payment of all obligations under paragraph (9)(d), is  
5 conclusive.

6 (10) A dissolved limited partnership or successor  
7 entity which has not followed the procedures described in  
8 subsections (2) and (3) shall pay or make reasonable provision  
9 to pay all known claims and obligations, including all  
10 contingent, conditional, or unmatured claims known to the  
11 dissolved limited partnership or such successor entity and all  
12 claims which are known to the dissolved limited partnership or  
13 such successor entity but for which the identity of the  
14 claimant is unknown. If there are sufficient funds, such  
15 claims shall be paid in full, and any such provision made for  
16 payment shall be made in full. If there are insufficient  
17 funds, such claims and obligations shall be paid or provided  
18 for according to their priority and, among claims of equal  
19 priority, ratably to the extent of funds legally available  
20 therefor. Any remaining funds shall be distributed to the  
21 partners and transferees of the dissolved limited partnership.

22 (11) Except for any general partner otherwise liable  
23 under s. 620.1404, s. 620.1405, or s. 620.1607, a partner or  
24 transferee of a dissolved limited partnership the assets of  
25 which were distributed pursuant to subsection (9) or  
26 subsection (10) is not liable for any claim against the  
27 limited partnership in an amount in excess of such partner's  
28 or transferee's pro rata share of the claim or the amount  
29 distributed to the partner or transferee, whichever is less.

30 (12) A partner, whether or not a general partner, or  
31 transferee of a dissolved limited partnership, the assets of

1 which were distributed pursuant to subsection (9), is not  
2 liable for any claim against the limited partnership which  
3 claim is known to the limited partnership or successor entity  
4 and on which a proceeding is not begun prior to the expiration  
5 of 3 years following the effective date of dissolution.

6 (13) Except for any general partner otherwise liable  
7 under s. 620.1404, s. 620.1405, or s. 620.1607 and not  
8 entitled to the relief provided under subsection (12), the  
9 aggregate liability of any person for claims against the  
10 dissolved limited partnership arising under this section or s.  
11 620.1807 may not exceed the amount distributed to the person  
12 in dissolution.

13 (14) As used in this section or s. 620.1807, the term  
14 "successor entity" includes any trust, receivership, or other  
15 legal entity governed by the laws of this state to which the  
16 remaining assets and liabilities of a dissolved limited  
17 partnership are transferred and which exists solely for the  
18 purposes of prosecuting and defending suits by or against the  
19 dissolved limited partnership, enabling the dissolved limited  
20 partnership to settle and close the business of the dissolved  
21 limited partnership, to dispose of and convey the property of  
22 the dissolved limited partnership, to discharge the  
23 liabilities of the dissolved limited partnership, and to  
24 distribute to the dissolved limited partnership's partners any  
25 remaining assets, but not for the purpose of continuing the  
26 business for which the dissolved limited partnership was  
27 organized.

28 620.1807 Unknown claims against dissolved limited  
29 partnership.--

30 (1) In addition to filing the certificate of  
31 dissolution under s. 620.1801(2), a dissolved limited

1 partnership or successor entity, as defined in s.  
2 620.1806(14), may also file with the Department of State on  
3 the form prescribed by the department a request that persons  
4 with claims against the limited partnership which are not  
5 known to the limited partnership or successor entity present  
6 them in accordance with the notice.

7 (2) The notice must:

8 (a) Describe the information that must be included in  
9 a claim and provide a mailing address to which the claim may  
10 be sent.

11 (b) State that a claim against the limited partnership  
12 will be barred unless a proceeding to enforce the claim is  
13 commenced within 4 years after the filing of the notice.

14 (3) If the dissolved limited partnership or successor  
15 entity files the notice in accordance with subsections (1) and  
16 (2), the claim of each of the following claimants is barred  
17 unless the claimant commences a proceeding to enforce the  
18 claim against the dissolved limited partnership within 4 years  
19 after the filing date:

20 (a) A claimant who did not receive written notice  
21 under s. 620.1806(9) or whose claim was not provided for under  
22 s. 620.1806(10), whether such claim is based on an event  
23 occurring before or after the effective date of dissolution.

24 (b) A claimant whose claim was timely sent to the  
25 dissolved limited partnership but not acted on.

26 (4) A claim may be enforced under this section:

27 (a) Against the dissolved limited partnership, to the  
28 extent of its undistributed assets; or

29 (b) If the assets have been distributed in  
30 liquidation, against a partner or transferee of the dissolved  
31 limited partnership to the extent of such partner's or

1 transferee's pro rata share of the claim or the limited  
2 partnership assets distributed to such partner or transferee  
3 in liquidation, whichever is less, provided the aggregate  
4 liability of any person for all claims against the dissolved  
5 limited partnership arising under this section or s. 620.1806,  
6 or, with respect to a limited partner, otherwise, may not  
7 exceed the amount distributed to the person in liquidation; or

8 (c) Against any person liable on the claim under s.  
9 620.1404.

10 620.1808 Liability of general partner and person  
11 dissociated as general partner when claim against limited  
12 partnership barred.--If a claim is barred under s. 620.1806 or  
13 s. 620.1807, any corresponding claim under s. 620.1404, s.  
14 620.1405, or s. 620.1607 is also barred.

15 620.1809 Administrative dissolution.--

16 (1) The Department of State may dissolve a limited  
17 partnership administratively if the limited partnership does  
18 not, within 60 days after the due date:

19 (a) Pay any fee or penalty due to the Department of  
20 State under this act or other law;

21 (b) Deliver its annual report to the Department of  
22 State;

23 (c) Appoint and maintain a registered agent as  
24 required by s. 620.1114; or

25 (d) Deliver for filing a statement of a change under  
26 s. 620.1115 within 30 days after a change has occurred in the  
27 name of the registered agent or the registered office address.

28 (2) If the Department of State determines that a  
29 ground exists for administratively dissolving a limited  
30 partnership, the Department of State shall file a record of  
31 the determination and send a copy to the limited partnership.

1           (3) If within 60 days after sending the copy the  
2 limited partnership does not correct each ground for  
3 dissolution or demonstrate to the reasonable satisfaction of  
4 the Department of State that each ground determined by the  
5 Department of State does not exist, the Department of State  
6 shall administratively dissolve the limited partnership by  
7 preparing, signing, and filing a declaration of dissolution  
8 that states the grounds for dissolution. The Department of  
9 State shall send the limited partnership a copy of the filed  
10 declaration.

11           (4) A limited partnership administratively dissolved  
12 continues its existence but may carry on only activities  
13 necessary to wind up its activities and liquidate its assets  
14 under ss. 620.1803 and 620.1812 and to notify claimants under  
15 ss. 620.1806 and 620.1807.

16           (5) The administrative dissolution of a limited  
17 partnership does not terminate the authority of its agent for  
18 service of process.

19           (6) A partner of a limited partnership is not liable  
20 for the obligations of the limited partnership solely by  
21 reason of the foreign limited partnership's having been  
22 administratively dissolved pursuant to this section.

23           620.1810 Reinstatement following administrative  
24 dissolution.--

25           (1) A limited partnership that has been  
26 administratively dissolved under s. 620.1809 may apply to the  
27 Department of State for reinstatement at any time after the  
28 effective date of dissolution. The limited partnership must  
29 submit a form of reinstatement prescribed and furnished by the  
30 Department of State together with all fees then owed by the  
31

1 limited partnership, computed at a rate provided by law at the  
2 time the limited partnership applies for reinstatement.

3 (2) As an alternative to submitting the form of  
4 reinstatement referred to in subsection (1), the limited  
5 partnership may submit a current annual report, signed by its  
6 registered agent and a general partner, which contains the  
7 same information described in subsection (1).

8 (3) If the Department of State determines that the  
9 application for reinstatement, or current annual report  
10 described in subsection (2), contains the information required  
11 by subsection (1) and that the information is correct, the  
12 Department of State shall reinstate the limited partnership.

13 (4) When the reinstatement becomes effective, the  
14 reinstatement relates back to and takes effect as of the  
15 effective date of the administrative dissolution, and the  
16 limited partnership may resume its activities as if the  
17 administrative dissolution had never occurred.

18 620.1811 Appeal from denial of reinstatement.--

19 (1) If the Department of State denies a limited  
20 partnership's request for reinstatement following  
21 administrative dissolution, the Department of State shall  
22 prepare, sign, and file a notice that explains the reason or  
23 reasons for denial and serve the limited partnership with a  
24 copy of the notice.

25 (2) Within 30 days after service of the notice of  
26 denial, the limited partnership may appeal from the denial of  
27 reinstatement by petitioning the circuit court to set aside  
28 the dissolution. The petition must be served on the Department  
29 of State and contain a copy of the Department of State's  
30 declaration of dissolution, the limited partnership's  
31



1 application for reinstatement, and the Department of State's  
2 notice of denial.

3 (3) The court may summarily order the Department of  
4 State to reinstate the dissolved limited partnership or may  
5 take other action the court considers appropriate.

6 620.1812 Revocation of dissolution.--

7 (1) A limited partnership that has dissolved as the  
8 result of an event described in ss. 620.1801(1)(a)-(d) and  
9 filed a certificate of dissolution with the Department of  
10 State may revoke its dissolution at any time prior to the  
11 expiration of 120 days following the effective date of its  
12 certificate of dissolution.

13 (2) Revocation of dissolution shall be authorized in  
14 the same manner as the dissolution was authorized.

15 (3) After revocation of dissolution is authorized, the  
16 limited partnership shall deliver a certificate of revocation  
17 of dissolution to the Department of State for filing, together  
18 with a copy of its certificate of dissolution, that sets  
19 forth:

20 (a) The name of the limited partnership.

21 (b) The effective date of the dissolution that was  
22 revoked.

23 (c) The date that the revocation of dissolution was  
24 authorized.

25 (4) If there has been substantial compliance with  
26 subsection (3), subject to s. 620.1206(3) the revocation of  
27 dissolution is effective when the Department of State files  
28 the certificate of revocation of dissolution.

29 (5) When the revocation of dissolution is effective,  
30 the revocation of dissolution relates back to and takes effect  
31 as of the effective date of the dissolution, and the limited

1 partnership resumes carrying on its business as if dissolution  
2 had never occurred.

3 620.1813 Disposition of assets; when contributions  
4 required.--

5 (1) In winding up a limited partnership's activities,  
6 the assets of the limited partnership, including the  
7 contributions required by this section, must be applied to  
8 satisfy the limited partnership's obligations to creditors,  
9 including, to the extent permitted by law, partners that are  
10 creditors.

11 (2) Any surplus remaining after the limited  
12 partnership complies with subsection (1) must be paid in cash  
13 as a distribution.

14 (3) If a limited partnership's assets are insufficient  
15 to satisfy all of its obligations under subsection (1), with  
16 respect to each unsatisfied obligation incurred when the  
17 limited partnership was not a limited liability limited  
18 partnership, subject to s. 620.1808 the following rules apply:

19 (a) Each person that was a general partner when the  
20 obligation was incurred and that has not been released from  
21 the obligation under s. 620.1607 shall contribute to the  
22 limited partnership for the purpose of enabling the limited  
23 partnership to satisfy the obligation. The contribution due  
24 from each of those persons is in proportion to the right to  
25 receive distributions in the capacity of general partner in  
26 effect for each of those persons when the obligation was  
27 incurred.

28 (b) If a person does not contribute the full amount  
29 required under paragraph (a) with respect to an unsatisfied  
30 obligation of the limited partnership, the other persons  
31 required to contribute by paragraph (a) on account of the

1 obligation shall contribute the additional amount necessary to  
2 discharge the obligation. The additional contribution due from  
3 each of those other persons is in proportion to the right to  
4 receive distributions in the capacity of general partner in  
5 effect for each of those other persons when the obligation was  
6 incurred.

7 (c) If a person does not make the additional  
8 contribution required by paragraph (b), further additional  
9 contributions are determined and due in the same manner as  
10 provided in that paragraph.

11 (4) A person that makes an additional contribution  
12 under paragraph (3)(b) or paragraph (3)(c) may recover from  
13 any person whose failure to contribute under paragraph (3)(a)  
14 or paragraph (3)(b) necessitated the additional contribution.  
15 A person may not recover under this subsection more than the  
16 amount additionally contributed. A person's liability under  
17 this subsection may not exceed the amount the person failed to  
18 contribute.

19 (5) The estate of a deceased individual is liable for  
20 the person's obligations under this section.

21 (6) An assignee for the benefit of creditors of a  
22 limited partnership or a partner, or a person appointed by a  
23 court to represent creditors of a limited partnership or a  
24 partner, may enforce a person's obligation to contribute under  
25 subsection (3).

26 620.1901 Governing law regarding foreign limited  
27 partnerships.--

28 (1) The laws of the state or other jurisdiction under  
29 which a foreign limited partnership is organized govern  
30 relations among the partners of the foreign limited  
31 partnership and between the partners and the foreign limited

1 partnership and the liability of partners as partners for an  
2 obligation of the foreign limited partnership.

3 (2) A foreign limited partnership may not be denied a  
4 certificate of authority by reason of any difference between  
5 the laws of the jurisdiction under which the foreign limited  
6 partnership is organized and the laws of this state.

7 (3) A certificate of authority does not authorize a  
8 foreign limited partnership to engage in any business or  
9 exercise any power that a limited partnership may not engage  
10 in or exercise in this state.

11 620.1902 Application for certificate of authority.--

12 (1) A foreign limited partnership shall apply for a  
13 certificate of authority to transact business in this state by  
14 delivering a signed application to the Department of State for  
15 filing. The application must state:

16 (a) The name of the foreign limited partnership and,  
17 if the name does not comply with s. 620.1108, an alternate  
18 name adopted pursuant to s. 620.1905(1).

19 (b) The state or other jurisdiction under whose law  
20 the foreign limited partnership is organized and the date of  
21 its formation.

22 (c) The principal office and mailing address of the  
23 foreign limited partnership.

24 (d) The name, street address in this state, and  
25 written acceptance of the foreign limited partnership's  
26 initial registered agent in this state.

27 (e) The name and principal office and mailing address  
28 of each of the foreign limited partnership's general partners.  
29 Each general partner that is not an individual must be  
30 organized or otherwise registered with the Department of State  
31

1 as required by law, must maintain an active status, and may  
2 not be dissolved, revoked, or withdrawn.

3 (f) Whether the foreign limited partnership is a  
4 foreign limited liability limited partnership.

5 (2) A foreign limited partnership shall deliver with  
6 the completed application a certificate of existence or a  
7 record of similar import signed by the Department of State or  
8 other official having custody of the foreign limited  
9 partnership's publicly filed records in the state or other  
10 jurisdiction under whose law the foreign limited partnership  
11 is organized, dated not more than 90 days prior to the  
12 delivery of the application to the Secretary of State.

13 620.1903 Activities not constituting transacting  
14 business.--

15 (1) Activities of a foreign limited partnership which  
16 do not constitute transacting business in this state within  
17 the meaning of s. 620.1902 include:

18 (a) Maintaining, defending, and settling an action or  
19 proceeding.

20 (b) Holding meetings of its partners or carrying on  
21 any other activity concerning its internal affairs.

22 (c) Maintaining accounts in financial institutions.

23 (d) Maintaining offices or agencies for the transfer,  
24 exchange, and registration of the foreign limited  
25 partnership's own securities or maintaining trustees or  
26 depositories with respect to those securities.

27 (e) Selling through independent contractors.

28 (f) Soliciting or obtaining orders, whether by mail or  
29 electronic means or through employees, agents, or otherwise,  
30 if the orders require acceptance outside this state before  
31 they become contracts.

1           (g) Creating or acquiring indebtedness, mortgages, or  
2 security interests in real or personal property.

3           (h) Securing or collecting debts or enforcing  
4 mortgages or other security interests in property securing the  
5 debts, and holding, protecting, and maintaining property so  
6 acquired.

7           (i) Conducting an isolated transaction that is  
8 completed within 30 days and is not one in the course of  
9 similar transactions of a like manner.

10           (j) Transacting business in interstate commerce.

11           (k) Owning and controlling a subsidiary corporation  
12 incorporated in or transacting business within this state or  
13 voting the stock of any corporation which it has lawfully  
14 acquired.

15           (l) Owning a limited partnership interest in a limited  
16 partnership that is doing business within this state, unless  
17 such limited partner manages or controls the partnership or  
18 exercises the powers and duties of a general partner.

19           (m) Owning, without more, real or personal property.

20           (2) The list of activities in subsection (1) is not  
21 exhaustive.

22           (3) For purposes of s. 620.1902, the ownership in this  
23 state of income-producing real property or tangible personal  
24 property, other than property excluded under subsection (1),  
25 constitutes transacting business in this state.

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

30           620.1904 Filing of certificate of authority.--Unless  
31 the Department of State determines that an application for a

1 certificate of authority does not comply with the filing  
2 requirements of this act, the Department of State, upon  
3 payment of all filing fees, shall authorize the foreign  
4 limited partnership to transact business in this state.

5 620.1905 Noncomplying name of foreign limited  
6 partnership.--

7 (1) A foreign limited partnership whose name does not  
8 comply with s. 620.1108 may not obtain a certificate of  
9 authority until it adopts, for the purpose of transacting  
10 business in this state, an alternate name that complies with  
11 s. 620.1108. A foreign limited partnership that adopts an  
12 alternate name under this subsection and then obtains a  
13 certificate of authority with the name need not comply with s.  
14 865.09. After obtaining a certificate of authority with an  
15 alternate name, a foreign limited partnership shall transact  
16 business in this state under the name unless the foreign  
17 limited partnership is authorized under s. 865.09 to transact  
18 business in this state under another name.

19 (2) If a foreign limited partnership authorized to  
20 transact business in this state changes its name to one that  
21 does not comply with s. 620.1108, it may not thereafter  
22 transact business in this state until it complies with  
23 subsection (1) and obtains an amended certificate of  
24 authority.

25 620.1906 Revocation of certificate of authority.--

26 (1) A certificate of authority of a foreign limited  
27 partnership to transact business in this state may be revoked  
28 by the Department of State in the manner provided in  
29 subsections (2) and (3) if the foreign limited partnership  
30 does not:

31

1       (a) Pay, within 60 days after the due date, any fee,  
2 tax, or penalty due to the Department of State under this act  
3 or other law;

4       (b) Deliver, within 60 days after the due date, its  
5 annual report required under s. 620.1210;

6       (c) Appoint and maintain an agent for service of  
7 process as required by s. 620.1114(2); or

8       (d) Deliver for filing a statement of a change under  
9 s. 620.1115 within 30 days after a change has occurred in the  
10 name or address of the agent.

11       (2) In order to revoke a certificate of authority, the  
12 Department of State must prepare, sign, and file a notice of  
13 revocation and send a copy to the foreign limited partnership.  
14 The notice must state:

15       (a) The effective date of the revocation, which must  
16 be at least 60 days after the date the Department of State  
17 sends the copy.

18       (b) The foreign limited partnership's failures to  
19 comply with subsection (1) which are the reason for the  
20 revocation.

21       (3) The authority of the foreign limited partnership  
22 to transact business in this state ceases on the effective  
23 date of the notice of revocation unless before that date the  
24 foreign limited partnership cures each failure to comply with  
25 subsection (1) stated in the notice. If the foreign limited  
26 partnership cures the failures, the Department of State shall  
27 so indicate on the filed notice.

28       620.1907 Cancellation of certificate of authority;  
29 effect of failure to have certificate.--

30       (1) In order to cancel its certificate of authority to  
31 transact business in this state, a foreign limited partnership



1 must deliver to the Department of State for filing a notice of  
2 cancellation. The certificate is canceled when the notice  
3 becomes effective under s. 620.1206. The notice of  
4 cancellation shall be signed by at least one general partner  
5 and set forth the following:

6 (a) The name of the foreign limited partnership as it  
7 appears on the records of the Department of State.

8 (b) The jurisdiction of its formation.

9 (c) The date the foreign limited partnership was  
10 authorized to transact business in this state.

11 (d) A statement that the foreign limited partnership  
12 is canceling its certificate of authority in this state.

13 (2) A foreign limited partnership transacting business  
14 in this state may not maintain an action or proceeding in this  
15 state until the foreign limited partnership has a certificate  
16 of authority to transact business in this state.

17 (3) The failure of a foreign limited partnership to  
18 have a certificate of authority to transact business in this  
19 state does not impair the validity of a contract or act of the  
20 foreign limited partnership or prevent the foreign limited  
21 partnership from defending an action or proceeding in this  
22 state.

23 (4) A partner of a foreign limited partnership is not  
24 liable for the obligations of the foreign limited partnership  
25 solely by reason of the foreign limited partnership's having  
26 transacted business in this state without a certificate of  
27 authority.

28 (5) If a foreign limited partnership transacts  
29 business in this state without a certificate of authority or  
30 cancels its certificate of authority, the foreign limited  
31 partnership shall appoint the Department of State as its agent

1 for service of process for rights of action arising out of the  
2 transaction of business in this state.

3 620.1908 Action by Attorney General.--The Attorney  
4 General may maintain an action to restrain a foreign limited  
5 partnership from transacting business in this state in  
6 violation of this act.

7 620.1909 Reinstatement following administrative  
8 revocation.--

9 (1) A foreign limited partnership whose certificate of  
10 authority was administratively revoked under s. 620.1906 may  
11 apply to the Department of State for reinstatement at any time  
12 after the effective date of revocation of the certificate of  
13 authority. The foreign limited partnership must submit a form  
14 of reinstatement prescribed and furnished by the Department of  
15 State together with all fees then owed by the foreign limited  
16 partnership, computed at a rate provided by law at the time  
17 the foreign limited partnership applies for reinstatement.

18 (2) As an alternative to submitting the form of  
19 reinstatement referred to in subsection (1), the foreign  
20 limited partnership may submit a current annual report, signed  
21 by its registered agent and a general partner, which contains  
22 the same information described in subsection (1).

23 (3) If the Department of State determines that the  
24 application for reinstatement or the current annual report  
25 described in subsection (2) contains the information required  
26 by subsection (1) and that the information is correct, it  
27 shall reinstate the foreign limited partnership's certificate  
28 of authority.

29 (4) When the reinstatement becomes effective, the  
30 reinstatement relates back to and takes effect as of the  
31 effective date of the administrative revocation, and the

1 foreign limited partnership may resume its activities as if  
2 the administrative revocation had never occurred.  
3 620.1910 Amending certificate of authority.--  
4 (1) A foreign limited partnership authorized to  
5 transact business in this state shall make application to the  
6 Department of State to obtain an amended certificate of  
7 authority to:  
8 (a) Change its name on the records of the Department  
9 of State;  
10 (b) Amend its jurisdiction;  
11 (c) Change its general partners;  
12 (d) Add or delete its status as a limited liability  
13 limited partnership; or  
14 (e) Amend any false statement contained in its  
15 application for certificate of authority.  
16 (2) Such application shall be made within 30 days  
17 after the occurrence of any change mentioned in subsection  
18 (1), must be signed by at least one general partner, and shall  
19 set forth:  
20 (a) The name of the foreign limited partnership as it  
21 appears on the records of the Department of State.  
22 (b) The jurisdiction of its formation.  
23 (c) The date the foreign limited partnership was  
24 authorized to transact business in this state.  
25 (d) If the name of the foreign limited partnership has  
26 been changed, the name relinquished and its new name.  
27 (e) If the amendment changes the jurisdiction of the  
28 foreign limited partnership, a statement of such change.  
29 (f) If the amendment changes the general partners, the  
30 name and address of each new general partner. Each general  
31 partner that is not an individual must be registered with the

1 Department of State as required by law, must maintain an  
2 active status, and must not be dissolved, revoked, or  
3 withdrawn.

4 (g) If the foreign limited partnership corrects a  
5 false statement, the statement it is correcting and a  
6 statement containing the corrected information.

7 (3) The requirements of s. 620.1902(2) for obtaining  
8 an original certificate of authority apply to obtaining an  
9 amended certificate under this section.

10 620.2001 Direct action by partner.--

11 (1) Subject to subsection (2), a partner may maintain  
12 a direct action against the limited partnership or another  
13 partner for legal or equitable relief, with or without an  
14 accounting as to the partnership's activities, to enforce the  
15 rights and otherwise protect the interests of the partner,  
16 including rights and interests under the partnership agreement  
17 or this act or arising independently of the partnership  
18 relationship.

19 (2) A partner commencing a direct action under this  
20 section is required to plead and prove an actual or threatened  
21 injury that is not solely the result of an injury suffered or  
22 threatened to be suffered by the limited partnership.

23 (3) The accrual of, and any time limitation on, a  
24 right of action for a remedy under this section is governed by  
25 other law. A right to an accounting upon a dissolution and  
26 winding up does not revive a claim barred by law.

27 620.2002 Derivative action.--A partner may maintain a  
28 derivative action to enforce a right of a limited partnership  
29 if:

30 (1) The partner first makes a demand on the general  
31 partners requesting that they cause the limited partnership to

1 bring an action to enforce the right and the general partners  
2 do not bring the action within a reasonable time; or  
3 (2) A demand would be futile.  
4 620.2003 Proper plaintiff.--A derivative action may be  
5 maintained only by a person that is a partner at the time the  
6 action is commenced and:  
7 (1) Was a partner when the conduct giving rise to the  
8 action occurred; or  
9 (2) Whose status as a partner devolved upon the person  
10 by operation of law or pursuant to the terms of the  
11 partnership agreement from a person that was a partner at the  
12 time of the conduct.  
13 620.2004 Pleading.--In a derivative action, the  
14 complaint must state with particularity:  
15 (1) The date and content of plaintiff's demand and the  
16 general partners' response to the demand; or  
17 (2) Why demand should be excused as futile.  
18 620.2005 Proceeds and expenses.--  
19 (1) Except as otherwise provided in subsection (2):  
20 (a) Any proceeds or other benefits of a derivative  
21 action, whether by judgment, compromise, or settlement, belong  
22 to the limited partnership and not to the derivative  
23 plaintiff.  
24 (b) If the derivative plaintiff receives any proceeds,  
25 the derivative plaintiff shall immediately remit such proceeds  
26 to the limited partnership.  
27 (2) If a derivative action is successful in whole or  
28 in part, the court may award the plaintiff reasonable  
29 expenses, including reasonable attorney's fees, from the  
30 limited partnership.  
31

1           620.2101 Definitions.--As used in this section and ss.  
2 620.2202-620.2225:  
3           (1) "Constituent limited partnership" means a  
4 constituent organization that is a limited partnership.  
5           (2) "Constituent organization" means an organization  
6 that is party to a merger.  
7           (3) "Converted organization" means the organization  
8 into which a converting organization converts pursuant to ss.  
9 620.2102-620.2105.  
10           (4) "Converting limited partnership" means a  
11 converting organization that is a limited partnership.  
12           (5) "Converting organization" means an organization  
13 that converts into another organization pursuant to s.  
14 620.2102.  
15           (6) "General partner" means a general partner of a  
16 limited partnership.  
17           (7) "Governing law" of an organization means the law  
18 that governs the organization's internal affairs.  
19           (8) "Organization" means a corporation; general  
20 partnership, including a limited liability partnership;  
21 limited partnership, including a limited liability limited  
22 partnership; limited liability company; common law or business  
23 trust or association; real estate investment trust; or any  
24 other person organized under a governing statute or other  
25 applicable law, provided such term does not include an  
26 organization that is not organized for profit unless the  
27 not-for-profit organization is the converted organization or  
28 the surviving organization in a conversion or a merger  
29 governed by this act. The term includes domestic and foreign  
30 organizations.  
31           (9) "Organizational documents" means:

1       (a) For a domestic or foreign general partnership, its  
2 partnership agreement.

3       (b) For a limited partnership or foreign limited  
4 partnership, its certificate of limited partnership and  
5 partnership agreement.

6       (c) For a domestic or foreign limited liability  
7 company, its articles of organization and operating agreement,  
8 or comparable records as provided in its governing law.

9       (d) For a business trust, its agreement of trust and  
10 declaration of trust.

11       (e) For a domestic or foreign corporation for profit,  
12 its articles of incorporation, bylaws, and other agreements  
13 among its shareholders which are authorized by its governing  
14 law, or comparable records as provided in its governing law.

15       (f) For any other organization, the basic records that  
16 create the organization and determine its internal governance  
17 and the relations among the persons that own such  
18 organization, have an interest in the organization, or are  
19 members of the organization.

20       (10) "Personal liability" means personal liability for  
21 a debt, liability, or other obligation of an organization  
22 which is imposed on a person that coowns, has an interest in,  
23 or is a member of the organization:

24       (a) By the organization's governing law solely by  
25 reason of the person's coowning, having an interest in, or  
26 being a member of the organization; or

27       (b) By the organization's organizational documents  
28 under a provision of the organization's governing law  
29 authorizing those documents to make one or more specified  
30 persons liable for all or specified debts, liabilities, and  
31 other obligations of the organization solely by reason of the

1 person or persons' coowning, having an interest in, or being a  
2 member of the organization.

3 (11) "Surviving organization" means an organization  
4 into which one or more other organizations are merged. A  
5 surviving organization may preexist the merger or be created  
6 by the merger.

7 620.2102 Conversion.--

8 (1) An organization other than a limited partnership  
9 may convert to a limited partnership, and a limited  
10 partnership may convert to another organization, other than an  
11 organization which is also a domestic limited partnership  
12 governed by this act, pursuant to this section and ss.

13 620.2103-620.2105 and a plan of conversion, if:

14 (a) The other organization's governing law authorizes  
15 the conversion.

16 (b) The conversion is permitted by the law of the  
17 jurisdiction that enacted the governing law.

18 (c) The other organization complies with its governing  
19 law in effecting the conversion.

20 (2) A plan of conversion must be in a record and must  
21 include:

22 (a) The name and form of the organization before  
23 conversion.

24 (b) The name and form of the organization after  
25 conversion.

26 (c) The terms and conditions of the conversion,  
27 including the manner and basis for converting interests in the  
28 converting organization into any combination of money,  
29 interests in the converted organization, and other  
30 consideration.

31



1           (d) The organizational documents of the converted  
2 organization.

3           620.2103 Action on plan of conversion by converting  
4 limited partnership.--

5           (1) A plan of conversion must be consented to by all  
6 of the general partners of a converting limited partnership.  
7 Subject to s. 620.2110, the plan of conversion must also be  
8 consented to by those limited partners who own a majority of  
9 the rights to receive distributions as limited partners at the  
10 time the consent is effective, provided, if there is more than  
11 one class or group of limited partners, the plan of conversion  
12 must be consented to by those limited partners in each class  
13 or group which owns a majority of the rights to receive  
14 distributions as limited partners in that class or group at  
15 the time the consent is effective. The consents required by  
16 this subsection must be in, or evidenced by, a record.

17           (2) Subject to s. 620.2110 and any contractual rights,  
18 after a conversion is approved, and at any time before a  
19 filing is made under s. 620.2104, a converting limited  
20 partnership may amend the plan or abandon the planned  
21 conversion:

22           (a) As provided in the plan.

23           (b) Except as prohibited by the plan, by the same  
24 consent as was required to approve the plan.

25           620.2104 Filings required for conversion; effective  
26 date.--

27           (1) After a plan of conversion is approved:

28           (a) A converting limited partnership shall deliver to  
29 the Department of State for filing a certificate of  
30 conversion, signed by each general partner listed in the  
31 certificate of limited partnership, and must include:

1           1. A statement that the limited partnership has been  
2 converted into another organization.

3           2. The name and form of the organization and the  
4 jurisdiction of its governing law.

5           3. The date the conversion is effective under the  
6 governing law of the converted organization.

7           4. A statement that the conversion was approved as  
8 required by this act.

9           5. A statement that the conversion was approved as  
10 required by the governing law of the converted organization.

11           6. If the converted organization is a foreign  
12 organization not authorized to transact business in this  
13 state, the street and mailing address of an office which the  
14 Department of State may use for the purposes of s.  
15 620.2105(3).

16           (b) If the converting organization is not a converting  
17 limited partnership, the converting organization shall deliver  
18 to the Department of State for filing:

19           1. A certificate of limited partnership containing the  
20 information required by s. 620.1201, signed by each general  
21 partner as required by s. 620.1204(1)(a).

22           2. A certificate of conversion, which certificate of  
23 conversion must include:

24           a. A statement that the limited partnership was  
25 converted from another organization.

26           b. The name and form of the converting organization  
27 and the jurisdiction of its governing law.

28           c. A statement that the conversion was approved as  
29 required by this act.

30  
31

1           d. A statement that the conversion was approved in a  
2 manner that complied with the converting organization's  
3 governing law.

4           (2) A conversion becomes effective:

5           (a) If the converted organization is a limited  
6 partnership, when the certificate of limited partnership takes  
7 effect.

8           (b) If the converted organization is not a limited  
9 partnership, as provided by the governing law of the converted  
10 organization.

11           620.2105 Effect of conversion.--

12           (1) An organization that has been converted pursuant  
13 to this act is for all purposes the same entity that existed  
14 before the conversion.

15           (2) When a conversion takes effect:

16           (a) Title to all real and other property, or any  
17 interest in such property, owned by the converting  
18 organization at the time of its conversion remains vested in  
19 the converted organization without reversion or impairment  
20 under this act.

21           (b) All debts, liabilities, and other obligations of  
22 the converting organization continue as obligations of the  
23 converted organization.

24           (c) An action or proceeding pending by or against the  
25 converting organization may be continued as if the conversion  
26 had not occurred.

27           (d) Except as prohibited by other law, all of the  
28 rights, privileges, immunities, powers, and purposes of the  
29 converting organization remain vested in the converted  
30 organization.

31

1           (e) Except as otherwise provided in the plan of  
2 conversion, the terms and conditions of the plan of conversion  
3 take effect.

4           (f) Except as otherwise agreed, the conversion does  
5 not dissolve a converting limited partnership for the purposes  
6 of ss. 620.1801-620.1813.

7           (3) A converted organization that is a foreign  
8 organization consents to the jurisdiction of the courts of  
9 this state to enforce any obligation owed by the converting  
10 limited partnership, if before the conversion the converting  
11 limited partnership was subject to suit in this state on the  
12 obligation. A converted organization that is a foreign  
13 organization and not authorized to transact business in this  
14 state appoints the Department of State as its agent for  
15 service of process for purposes of enforcing an obligation  
16 under this subsection and any appraisal rights of limited  
17 partners under ss. 620.2113-620.2124 to the extent applicable  
18 to the conversion. Service on the Department of State under  
19 this subsection is made in the same manner and with the same  
20 consequences as in s. 620.1117(3) and (4).

21           (4) A copy of the statement of conversion, certified  
22 by the Department of State, may be filed in any county of this  
23 state in which the converting organization holds an interest  
24 in real property.

25           620.2106 Merger.--

26           (1) A limited partnership may merge with one or more  
27 other constituent organizations pursuant to this section and  
28 ss. 620.2107-620.2109 and a plan of merger, if:

29           (a) The governing law of each of the other  
30 organizations authorizes the merger.

31

1           (b) The merger is permitted by the law of a  
2 jurisdiction that enacted each of those governing law.

3           (c) Each of the other organizations complies with its  
4 governing law in effecting the merger.

5           (2) A plan of merger must be in a record and must  
6 include:

7           (a) The name and form of each constituent  
8 organization.

9           (b) The name and form of the surviving organization.

10           (c) The terms and conditions of the merger, including  
11 the manner and basis for converting the interests in each  
12 constituent organization into any combination of money,  
13 interests in the surviving organization, and other  
14 consideration.

15           (d) Any amendments to be made by the merger to the  
16 surviving organization's organizational documents.

17           620.2107 Action on plan of merger by constituent  
18 limited partnership.--

19           (1) A plan of merger must be consented to by all of  
20 the general partners of a constituent limited partnership.  
21 Subject to s. 620.2110, the plan of merger must also be  
22 consented to by those limited partners who own a majority of  
23 the rights to receive distributions as limited partners at the  
24 time the consent is effective, provided, if there is more than  
25 one class or group of limited partners, the plan of merger  
26 must be consented to by those limited partners who own a  
27 majority of the rights to receive distributions as limited  
28 partners in that class or group at the time the consent is  
29 effective. The consents required by this subsection must be  
30 in, or evidenced by, a record.

31

1           (2) Subject to s. 620.2110 and any contractual rights,  
2 after a merger is approved, and at any time before a filing is  
3 made under s. 620.2108, a constituent limited partnership may  
4 amend the plan or abandon the planned merger:

5           (a) As provided in the plan; and

6           (b) Except as prohibited by the plan,

7  
8 with the same consent as was required to approve the plan.

9           620.2108 Filings required for merger; effective  
10 date.--

11           (1) After each constituent organization has approved a  
12 merger, a certificate of merger must be signed on behalf of:

13           (a) Each preexisting constituent limited partnership,  
14 by each general partner listed in the certificate of limited  
15 partnership.

16           (b) Each other preexisting constituent organization,  
17 by an authorized representative.

18           (2) The certificate of merger must include:

19           (a) The name and form of each constituent organization  
20 and the jurisdiction of its governing law.

21           (b) The name and form of the surviving organization,  
22 the jurisdiction of its governing law, and, if the surviving  
23 organization is created by the merger, a statement to that  
24 effect.

25           (c) The date the merger is effective under the  
26 governing law of the surviving organization.

27           (d) Any amendments provided for in the plan of merger  
28 for the organizational document that created the organization.

29           (e) A statement as to each constituent organization  
30 that the merger was approved as required by the organization's  
31 governing law.

1           (f) If the surviving organization is a foreign  
2 organization not authorized to transact business in this  
3 state, the street and mailing address of an office which the  
4 Department of State may use for the purposes of s.  
5 620.2109(2).

6           (g) Any additional information required by the  
7 governing law of any constituent organization.

8           (3) Each constituent limited partnership shall deliver  
9 the certificate of merger for filing in the Department of  
10 State.

11           (4) A merger becomes effective under this act:

12           (a) If the surviving organization is a limited  
13 partnership, upon the later of:

14               1. Compliance with subsection (3); or

15               2. Subject to s. 620.1206(3), as specified in the  
16 certificate of merger; or

17           (b) If the surviving organization is not a limited  
18 partnership, as provided by the governing law of the surviving  
19 organization.

20           (5) A certificate of merger shall act as a statement  
21 of termination for purposes of s. 620.1203 for a limited  
22 partnership that is a party to the merger that is not the  
23 surviving organization, which shall be deemed filed upon the  
24 effective date of the merger.

25           620.2109 Effect of merger.--

26           (1) When a merger becomes effective:

27               (a) The surviving organization continues.

28               (b) Each constituent organization that merges into the  
29 surviving organization ceases to exist as a separate entity.

30  
31

1           (c) All property owned by each constituent  
2 organization that ceases to exist vests in the surviving  
3 organization.

4           (d) All debts, liabilities, and other obligations of  
5 each constituent organization that ceases to exist continue as  
6 obligations of the surviving organization.

7           (e) An action or proceeding pending by or against any  
8 constituent organization that ceases to exist may be continued  
9 as if the merger had not occurred.

10           (f) Except as prohibited by other law, all of the  
11 rights, privileges, immunities, powers, and purposes of each  
12 constituent organization that ceases to exist vest in the  
13 surviving organization.

14           (g) Except as otherwise provided in the plan of  
15 merger, the terms and conditions of the plan of merger take  
16 effect.

17           (h) Except as otherwise agreed, if a constituent  
18 limited partnership ceases to exist, the merger does not  
19 dissolve the limited partnership for the purposes of ss.  
20 620.1801-620.1813.

21           (i) Any amendments provided for in the certificate of  
22 merger for the organizational document that created the  
23 organization become effective.

24           (2) A surviving organization that is a foreign  
25 organization consents to the jurisdiction of the courts of  
26 this state to enforce any obligation owed by a constituent  
27 organization, if before the merger the constituent  
28 organization was subject to suit in this state on the  
29 obligation. A surviving organization that is a foreign  
30 organization and not authorized to transact business in this  
31 state shall appoint the Department of State as its agent for



1 service of process for the purposes of enforcing an obligation  
2 under this subsection and any appraisal rights of limited  
3 partners under ss. 620.2113-620.2124 to the extent applicable  
4 to the merger. Service on the Department of State under this  
5 subsection is made in the same manner and with the same  
6 consequences as in s. 620.1117(3) and (4).

7 (3) A copy of the certificate of merger, certified by  
8 the Department of State, may be filed in any county of this  
9 state in which a constituent organization holds an interest in  
10 real property.

11 620.2110 Restrictions on approval of conversions and  
12 mergers and on relinquishing limited liability limited  
13 partnership status.--

14 (1) If a partner of a converting or constituent  
15 limited partnership will have personal liability with respect  
16 to a converted or surviving organization, approval and  
17 amendment of a plan of conversion or merger are ineffective  
18 without the consent of the partner, unless:

19 (a) The limited partnership's partnership agreement  
20 provides for the approval of the conversion or merger with the  
21 consent of fewer than all the partners.

22 (b) The partner has consented to the provision of the  
23 partnership agreement.

24 (2) An amendment to a certificate of limited  
25 partnership which deletes a statement that the limited  
26 partnership is a limited liability limited partnership is  
27 ineffective without the consent of each general partner  
28 unless:

29 (a) The limited partnership's partnership agreement  
30 provides for the amendment with the consent of less than all  
31 the general partners.

1           (b) Each general partner that does not consent to the  
2 amendment has consented to the provision of the partnership  
3 agreement.

4           (3) A partner does not give the consent required by  
5 subsection (1) or subsection (2) merely by consenting to a  
6 provision of the partnership agreement which permits the  
7 partnership agreement to be amended with the consent of fewer  
8 than all the partners.

9           620.2111 Liability of general partner after conversion  
10 or merger.--

11           (1) A conversion or merger under this act does not  
12 discharge any liability under ss. 620.1404 and 620.1607 of a  
13 person that was a general partner in or dissociated as a  
14 general partner from a converting or constituent limited  
15 partnership, but:

16           (a) The provisions of this act pertaining to the  
17 collection or discharge of the liability continue to apply to  
18 the liability.

19           (b) For the purposes of applying those provisions, the  
20 converted or surviving organization is deemed to be the  
21 converting or constituent limited partnership.

22           (c) If a person is required to pay any amount under  
23 this subsection:

24           1. The person has a right of contribution from each  
25 other person that was liable as a general partner under s.  
26 620.1404 when the obligation was incurred and has not been  
27 released from the obligation under s. 620.1607.

28           2. The contribution due from each of those persons is  
29 in proportion to the right to receive distributions in the  
30 capacity of general partner in effect for each of those  
31 persons when the obligation was incurred.

1           (2) In addition to any other liability provided by  
2 law:  
3           (a) A person that immediately before a conversion or  
4 merger became effective was a general partner in a converting  
5 or constituent limited partnership that was not a limited  
6 liability limited partnership is personally liable on a  
7 transaction entered into by the converted or surviving  
8 organization with a third party after the conversion or merger  
9 becomes effective, if, at the time the third party enters into  
10 the transaction, the third party:  
11           1. Does not have notice of the conversion or merger.  
12           2. Reasonably believes that:  
13           a. The converted or surviving business is the  
14 converting or constituent limited partnership.  
15           b. The converting or constituent limited partnership  
16 is not a limited liability limited partnership.  
17           c. The person is a general partner in the converting  
18 or constituent limited partnership.  
19           (b) A person that was dissociated as a general partner  
20 from a converting or constituent limited partnership before  
21 the conversion or merger became effective is personally liable  
22 on a transaction entered into by the converted or surviving  
23 organization with a third party after the conversion or merger  
24 becomes effective, if:  
25           1. Immediately before the conversion or merger became  
26 effective the converting or surviving limited partnership was  
27 not a limited liability limited partnership.  
28           2. At the time the third party enters into the  
29 transaction less than 2 years have passed since the person  
30 dissociated as a general partner and the third party:  
31           a. Does not have notice of the dissociation.

1           b. Does not have notice of the conversion or merger.  
2           c. Reasonably believes that the converted or surviving  
3 organization is the converting or constituent limited  
4 partnership, the converting or constituent limited partnership  
5 is not a limited liability limited partnership, and the person  
6 is a general partner in the converting or constituent limited  
7 partnership.

8           620.2112 Power of general partners and persons  
9 dissociated as general partners to bind organization after  
10 conversion or merger.--

11           (1) An act of a person that immediately before a  
12 conversion or merger became effective was a general partner in  
13 a converting or constituent limited partnership binds the  
14 converted or surviving organization after the conversion or  
15 merger becomes effective, if:

16           (a) Before the conversion or merger became effective,  
17 the act would have bound the converting or constituent limited  
18 partnership under s. 620.1402.

19           (b) At the time the third party enters into the  
20 transaction, the third party:

21           1. Does not have notice of the conversion or merger.  
22           2. Reasonably believes that the converted or surviving  
23 business is the converting or constituent limited partnership  
24 and that the person is a general partner in the converting or  
25 constituent limited partnership.

26           (2) An act of a person that before a conversion or  
27 merger became effective was dissociated as a general partner  
28 from a converting or constituent limited partnership binds the  
29 converted or surviving organization after the conversion or  
30 merger becomes effective, if:

31

1        (a) Before the conversion or merger became effective,  
2 the act would have bound the converting or constituent limited  
3 partnership under s. 620.1402 if the person had been a general  
4 partner.

5        (b) At the time the third party enters into the  
6 transaction, less than 2 years have passed since the person  
7 dissociated as a general partner and the third party:

8            1. Does not have notice of the dissociation.

9            2. Does not have notice of the conversion or merger.

10           3. Reasonably believes that the converted or surviving  
11 organization is the converting or constituent limited  
12 partnership and that the person is a general partner in the  
13 converting or constituent limited partnership.

14        (3) If a person having knowledge of the conversion or  
15 merger causes a converted or surviving organization to incur  
16 an obligation under subsection (1) or subsection (2), the  
17 person is liable:

18           (a) To the converted or surviving organization for any  
19 damage caused to the organization arising from the obligation.

20           (b) If another person is liable for the obligation, to  
21 that other person for any damage caused to that other person  
22 arising from the liability.

23        620.2113 Appraisal rights; definitions.--The following  
24 definitions apply to this section and ss. 620.2114-620.2124:

25           (1) "Affiliate" means a person that directly or  
26 indirectly through one or more intermediaries controls, is  
27 controlled by, or is under common control with another person.  
28 For purposes of s. 620.2114(2)(d), a person is deemed to be an  
29 affiliate of its senior executives.

30           (2) "Appraisal event" means an event described in s.  
31 620.2114(1).

1           (3) "Beneficial limited partner" means a person who is  
2 the beneficial owner of a limited partner interest held in a  
3 voting trust or by a nominee on the beneficial owner's behalf.

4           (4) "Fair value" means the value of the limited  
5 partner's partnership interests determined:

6           (a) Immediately before the effectuation of the  
7 appraisal event to which the partner objects.

8           (b) Using customary and current valuation concepts and  
9 techniques generally employed for similar businesses in the  
10 context of the transaction requiring appraisal, excluding any  
11 appreciation or depreciation in anticipation of the  
12 transaction to which the partner objects unless exclusion  
13 would be inequitable to the limited partnership and its  
14 remaining partners.

15           (5) "Interest" means interest from the effective date  
16 of the appraisal event to which the limited partner objects  
17 until the date of payment, at the rate of interest described  
18 in s. 620.107(2), determined as of the effective date of the  
19 appraisal event.

20           (6) "Limited partnership" means the limited  
21 partnership governed by this act that issued the limited  
22 partner interest held by a limited partner demanding appraisal  
23 and, for matters covered in ss. 620.2114-620.2124, includes  
24 the converted organization in a conversion or the surviving  
25 organization in a merger.

26           (7) "Record limited partner" means each person who is  
27 identified as a limited partner in the current list of  
28 partners maintained in accordance with s. 620.1111 by the  
29 limited partnership or, to the extent the limited partnership  
30 has failed to maintain a current list, each person that is the  
31 rightful owner of a limited partner interest in the limited

1 partnership. A transferee of a limited partner interest is  
2 not a record limited partner.

3 (8) "Senior executive" means a general partner or the  
4 chief executive officer, chief operating officer, chief  
5 financial officer, manager, or anyone in charge of a principal  
6 business unit or function of a limited partnership or of a  
7 general partner of the limited partnership.

8 (9) "Limited partner" means a record limited partner  
9 or a beneficial limited partner.

10 (10) "Limited partner interest" means all rights and  
11 other interests held by a person in the limited partnership in  
12 that person's capacity as a limited partner under this act and  
13 the limited partnership's partnership agreement, including the  
14 limited partner's transferable interest and management and  
15 voting rights, if any, and subject to any obligations that  
16 such person has in that capacity of limited partner. If the  
17 appraisal rights of the limited partner under s. 620.2114  
18 pertain to only a certain class or series of a limited partner  
19 interest, the term "limited partner interest" means only the  
20 limited partner interest pertaining to such class or series.

21 620.2114 Right of limited partners to appraisal.--

22 (1) A limited partner of a limited partnership  
23 governed by this act is entitled to appraisal rights, and to  
24 obtain payment of the fair value of that limited partner's  
25 limited partner interest, in the following events:

26 (a) Consummation of a merger of such limited  
27 partnership pursuant to this act and the limited partner  
28 possessed the right to vote upon the merger; or

29 (b) Consummation of a conversion of such limited  
30 partnership pursuant to this act and the limited partner  
31 possessed the right to vote upon the conversion.

1           (2) Notwithstanding subsection (1), the availability  
2 of appraisal rights shall be limited in accordance with the  
3 following provisions:

4           (a) Appraisal rights shall not be available for  
5 limited partner interests which are:

6           1. Listed on the New York Stock Exchange or the  
7 American Stock Exchange or designated as a national market  
8 system security on an interdealer quotation system by the  
9 National Association of Securities Dealers, Inc.; or

10           2. Not so listed or designated, but are issued by a  
11 limited partnership that has at least 500 partners and the  
12 interests of all partners in the partnership, including  
13 transferable interests, have a market value of at least \$10  
14 million, exclusive of the value of any such interests held by  
15 its general partners and other senior executives owning more  
16 than 10 percent of the rights to receive distributions from  
17 the limited partnership.

18           (b) The applicability of paragraph (a) shall be  
19 determined as of the date fixed to determine the limited  
20 partners entitled to receive notice of, and to vote upon, the  
21 appraisal event.

22           (c) Paragraph (a) shall not apply and appraisal rights  
23 shall be available pursuant to subsection (1) for any limited  
24 partners who are required by the appraisal event to accept for  
25 their limited partner interests anything other than cash or a  
26 proprietary interest of an entity that satisfies the standards  
27 set forth in paragraph (a) at the time the appraisal event  
28 becomes effective.

29           (d) Paragraph (a) shall not apply and appraisal rights  
30 shall be available pursuant to subsection (1) for the holders  
31 of a limited partner interest if:



1           1. Any of the partners' interests in the limited  
2 partnership or the limited partnership's assets are being  
3 acquired or converted, whether by merger, conversion, or  
4 otherwise, pursuant to the appraisal event by a person, or by  
5 an affiliate of a person, who:

6           a. Is, or at any time in the 1-year period immediately  
7 preceding approval of the appraisal event was, the beneficial  
8 owner of 20 percent or more of those interests in the limited  
9 partnership entitled to vote on the appraisal event, excluding  
10 any such interests acquired pursuant to an offer for all  
11 interests having such voting rights if such offer was made  
12 within 1 year prior to the appraisal event for consideration  
13 of the same kind and of a value equal to or less than that  
14 paid in connection with the appraisal event. For purposes of  
15 this subparagraph, the term "beneficial owner" means any  
16 person who, directly or indirectly, through any contract,  
17 arrangement, or understanding, other than a revocable proxy,  
18 has or shares the right to vote, or to direct the voting of,  
19 an interest in a limited partnership with respect to approval  
20 of the appraisal event, provided that a member of a national  
21 securities exchange shall not be deemed to be a beneficial  
22 owner of an interest in a limited partnership held directly or  
23 indirectly by it on behalf of another person solely because  
24 such member is the record holder of interests in the limited  
25 partnership if the member is precluded by the rules of such  
26 exchange from voting without instruction on contested matters  
27 or matters that may affect substantially the rights or  
28 privileges of the holders of the interests in the limited  
29 partnership to be voted. When two or more persons agree to act  
30 together for the purpose of voting such interests, each member  
31 of the group formed thereby shall be deemed to have acquired

1 beneficial ownership, as of the date of such agreement, of all  
2 voting interests in the limited partnership beneficially owned  
3 by any member of the group; or

4 b. Directly or indirectly has, or at any time in the  
5 1-year period immediately preceding approval of the appraisal  
6 event had, the power, contractually or otherwise, to cause the  
7 appointment or election of any senior executives; or

8 2. Any of the partners' interests in the limited  
9 partnership or the limited partnership's assets are being  
10 acquired or converted, whether by merger, conversion, or  
11 otherwise, pursuant to the appraisal event by a person, or by  
12 an affiliate of a person, who is, or at any time in the 1-year  
13 period immediately preceding approval of the appraisal event  
14 was, a senior executive of the limited partnership or a senior  
15 executive of any affiliate of the limited partnership, and  
16 that senior executive will receive, as a result of the limited  
17 partnership action, a financial benefit not generally  
18 available to limited partners, other than:

19 a. Employment, consulting, retirement, or similar  
20 benefits established separately and not as part of or in  
21 contemplation of the appraisal event;

22 b. Employment, consulting, retirement, or similar  
23 benefits established in contemplation of, or as part of, the  
24 appraisal event that are not more favorable than those  
25 existing before the appraisal event or, if more favorable,  
26 that have been approved by the limited partnership; or

27 c. In the case of a general partner of the limited  
28 partnership who will, during or as the result of the appraisal  
29 event, become a general partner, manager, or director of the  
30 surviving or converted organization or one of its affiliates,  
31 those rights and benefits as a general partner, manager, or

1 director that are provided on the same basis as those afforded  
2 by the surviving or converted organization generally to other  
3 general partners, managers, or directors of the surviving or  
4 converted organization or its affiliate.

5 (3) A limited partner entitled to appraisal rights  
6 under ss. 620.2113-620.2124 may not challenge a completed  
7 appraisal event unless the appraisal event:

8 (a) Was not effectuated in accordance with the  
9 applicable provisions of ss. 620.2113-620.2124, the limited  
10 partnership's certificate of limited partnership, or the  
11 partnership agreement; or

12 (b) Was procured as a result of fraud or material  
13 misrepresentation.

14 (4) A limited partnership may modify, restrict, or  
15 eliminate the appraisal rights provided in ss.  
16 620.2113-620.2124 in its partnership agreement.

17 620.2115 Assertion of rights by nominees and  
18 beneficial owners.--

19 (1) A record limited partner may assert appraisal  
20 rights as to fewer than all the limited partner interests  
21 registered in the record limited partner's name that are owned  
22 by a beneficial limited partner only if the record limited  
23 partner objects with respect to all limited partner interests  
24 of the class or series owned by that beneficial limited  
25 partner and notifies the limited partnership in writing of the  
26 name and address of each beneficial limited partner on whose  
27 behalf appraisal rights are being asserted. The rights of a  
28 record limited partner who asserts appraisal rights for only  
29 part of the limited partner interests of the class or series  
30 held of record in the record limited partner's name under this  
31 subsection shall be determined as if the limited partner

1 interests as to which the record limited partner objects and  
2 the record limited partner's other limited partner interests  
3 were registered in the names of different record limited  
4 partners.

5 (2) A beneficial limited partner may assert appraisal  
6 rights as to a limited partner interest held on behalf of the  
7 partner only if such beneficial limited partner:

8 (a) Submits to the limited partnership the record  
9 limited partner's written consent to the assertion of such  
10 rights no later than the date referred to in s.  
11 620.2118(2)(b)2.

12 (b) Does so with respect to all limited partner  
13 interests of the class or series that are beneficially owned  
14 by the beneficial limited partner.

15 620.2116 Notice of appraisal rights.--

16 (1) If a proposed appraisal event is to be submitted  
17 to a vote at a limited partners' meeting, the meeting notice  
18 must state that the limited partnership has concluded that  
19 partners are, are not, or may be entitled to assert appraisal  
20 rights under this act.

21 (2) If the limited partnership concludes that  
22 appraisal rights are or may be available, a copy of ss.  
23 620.2113-620.2124 must accompany the meeting notice sent to  
24 those record limited partners entitled to exercise appraisal  
25 rights.

26 (3) If the appraisal event is to be approved other  
27 than by a partners' meeting, the notice referred to in  
28 subsection (1) must be sent to all limited partners at the  
29 time that consents are first solicited, whether or not  
30 consents are solicited from all limited partners, and include  
31 the materials described in s. 620.2118.

1           620.2117 Notice of intent to demand payment.--

2           (1) If a proposed appraisal event is submitted to a  
3 vote at a partners' meeting, or is submitted to a partner  
4 pursuant to a consent vote, a limited partner who is entitled  
5 to and who wishes to assert appraisal rights with respect to  
6 any class or series of limited partner interests:

7           (a) Must deliver to a general partner of the limited  
8 partnership before the vote is taken, or within 20 days after  
9 receiving the notice pursuant to s. 620.2116(3) if action is  
10 to be taken without a partner meeting, written notice of such  
11 person's intent to demand payment if the proposed appraisal  
12 event is effectuated.

13           (b) Must not vote, or cause or permit to be voted, any  
14 limited partner interests of such class or series in favor of  
15 the appraisal event.

16           (2) A person who may otherwise be entitled to  
17 appraisal rights, but who does not satisfy the requirements of  
18 subsection (1), is not entitled to payment under ss.  
19 620.2113-620.2124.

20           620.2118 Appraisal notice and form.--

21           (1) If the proposed appraisal event becomes  
22 effective, the limited partnership must deliver a written  
23 appraisal notice and form required by paragraph (2)(a) to all  
24 limited partners who satisfied the requirements of s.  
25 620.2117.

26           (2) The appraisal notice must be sent no earlier than  
27 the date the appraisal event became effective and no later  
28 than 10 days after such date and must:

29           (a) Supply a form that specifies the date that the  
30 appraisal event became effective and that provides for the  
31 limited partner to state:

- 1           1. The limited partner's name and address.
- 2           2. The number, classes, and series of limited partner  
3 interests as to which the limited partner asserts appraisal  
4 rights.
- 5           3. That the limited partner did not vote for the  
6 transaction.
- 7           4. Whether the limited partner accepts the limited  
8 partnership's offer as stated in subparagraph (b)4.
- 9           5. If the offer is not accepted, the limited partner's  
10 estimated fair value of the limited partner interests and a  
11 demand for payment of the limited partner's estimated value  
12 plus interest.
- 13           (b) State:
- 14           1. Where the form described in paragraph (a) must be  
15 sent.
- 16           2. A date by which the limited partnership must  
17 receive the form, which date may not be fewer than 40 or more  
18 than 60 days after the date the appraisal notice and form  
19 described in this subsection are sent, and state that the  
20 limited partner shall have waived the right to demand  
21 appraisal with respect to the limited partner interests unless  
22 the form is received by the limited partnership by such  
23 specified date.
- 24           3. In the case of limited partner interest represented  
25 by a certificate, the location at which certificates for such  
26 certificated partnership interests must be deposited, if that  
27 action is required by the limited partnership, and the date by  
28 which those certificates must be deposited, which date may not  
29 be earlier than the date for receiving the required form under  
30 subparagraph 2.
- 31

1           4. The limited partnership's estimate of the fair  
2 value of the limited partner interests.

3           5. An offer to each limited partner who is entitled to  
4 appraisal rights to pay the limited partnership's estimate of  
5 fair value set forth in subparagraph 4.

6           6. That, if requested in writing, the limited  
7 partnership will provide to the limited partner so requesting,  
8 within 10 days after the date specified in subparagraph 2.,  
9 the number of limited partners who return the forms by the  
10 specified date and the total number of limited partner  
11 interests owned by them.

12           7. The date by which the notice to withdraw under s.  
13 620.1119 must be received, which date must be within 20 days  
14 after the date specified in subparagraph 2.

15           (c) Be accompanied by:

16           1. Financial statements of the limited partnership  
17 that issued the limited partner interests to be appraised,  
18 consisting of a balance sheet as of the end of the fiscal year  
19 ending not more than 15 months prior to the date of the  
20 limited partnership's appraisal notice, an income statement  
21 for that year, a cash flow statement for that year, and the  
22 latest available interim financial statements, if any.

23           2. A copy of ss. 620.2213-620.2224.

24           620.2119 Perfection of rights; right to withdraw.--

25           (1) A limited partner who wishes to exercise appraisal  
26 rights must execute and return the form received pursuant to  
27 s. 620.2118(1) and, in the case of certificated partnership  
28 interests and the limited partnership so requires, deposit the  
29 limited partner's certificates in accordance with the terms of  
30 the notice by the date referred to in the notice pursuant to  
31 s. 620.2118(2)(b)2. Once a limited partner deposits that

1 limited partner's certificates or, in the case of  
2 uncertificated partnership interests, returns the executed  
3 form described in s. 620.2118(2), the limited partner loses  
4 all rights as a limited partner, unless the limited partner  
5 withdraws pursuant to subsection (3). Upon receiving a demand  
6 for payment from a limited partner who holds an uncertificated  
7 partnership interest, the limited partnership shall make an  
8 appropriate notation of the demand for payment in its records.

9       (2) The limited partnership may restrict the transfer  
10 of such limited partner interests from the date the limited  
11 partner delivers the items required by subsection (1).

12       (3) A limited partner who has complied with subsection  
13 (1) may nevertheless decline to exercise appraisal rights and  
14 withdraw from the appraisal process by so notifying the  
15 limited partnership in writing by the date set forth in the  
16 appraisal notice pursuant to s. 620.2118(2)(b)7. A limited  
17 partner who fails to so withdraw from the appraisal process  
18 may not thereafter withdraw without the limited partnership's  
19 written consent.

20       (4) A limited partner who does not execute and return  
21 the form and, in the case of certificated partnership  
22 interests, deposit that limited partner's certificates, if so  
23 required by the limited partnership, each by the date set  
24 forth in the notice described in subsection (2), shall not be  
25 entitled to payment under this act.

26       (5) If the limited partner's right to receive fair  
27 value is terminated other than by the purchase of the limited  
28 partner interest by the limited partnership, all rights of the  
29 limited partner, with respect to such limited partner  
30 interest, shall be reinstated effective as of the date the  
31 limited partner delivered the items required by subsection



1 (1), including the right to receive any intervening payment or  
2 other distribution with respect to such partnership interests,  
3 or, if any such rights have expired or any such distribution  
4 other than a cash payment has been completed, in lieu thereof  
5 at the election of the limited partnership, the fair value  
6 thereof in cash as determined by the limited partnership as of  
7 the time of such expiration or completion, but without  
8 prejudice otherwise to any action or proceeding of the limited  
9 partnership that may have been taken by the limited  
10 partnership on or after the date the limited partner delivered  
11 the items required by subsection (1).

12 620.2120 Limited partner's acceptance of limited  
13 partnership's offer.--

14 (1) If the limited partner states on the form provided  
15 in s. 620.2118(1) that the limited partner accepts the offer  
16 of the limited partnership to pay the limited partnership's  
17 estimated fair value for the limited partner interest, the  
18 limited partnership shall make such payment to the limited  
19 partner within 90 days after the limited partnership's receipt  
20 of the items required by s. 620.1119(1).

21 (2) Upon payment of the agreed value, the limited  
22 partner shall cease to have any interest in the partnership  
23 interests.

24 620.2121 Procedure if limited partner is dissatisfied  
25 with offer.--

26 (1) A limited partner who is dissatisfied with the  
27 limited partnership's offer as set forth pursuant to s.  
28 620.2118(2)(b)5. must notify the limited partnership on the  
29 form provided pursuant to s. 620.2118(1) of the limited  
30 partner's estimate of the fair value of the limited partner  
31 interest and demand payment of that estimate plus interest.

1           (2) A limited partner who fails to notify the limited  
2 partnership in writing of the limited partner's demand to be  
3 paid the limited partner's estimate of the fair value plus  
4 interest under subsection (1) within the timeframe set forth  
5 in s. 620.2118(2)(b)2. waives the right to demand payment  
6 under this section and shall be entitled only to the payment  
7 offered by the limited partnership pursuant to s.  
8 620.2118(2)(b)5.

9           620.2122 Court action.--

10           (1) If a limited partner makes demand for payment  
11 under s. 620.2121 which remains unsettled, the limited  
12 partnership shall commence a proceeding within 60 days after  
13 receiving the payment demand and petition the court to  
14 determine the fair value of the partnership interests and  
15 accrued interest. If the limited partnership does not commence  
16 the proceeding within the 60-day period, any limited partner  
17 who has made a demand pursuant to s. 620.2121 may commence the  
18 proceeding in the name of the limited partnership.

19           (2) The proceeding shall be commenced in the  
20 appropriate court of the county in which the limited  
21 partnership's principal office, or, if none, its registered  
22 office, in this state is located. If the limited partnership  
23 is a foreign limited partnership without a registered office  
24 in this state, the proceeding shall be commenced in the county  
25 in this state in which the principal office or registered  
26 office of the domestic limited partnership was located at the  
27 time of the transaction.

28           (3) All limited partners, whether or not residents of  
29 this state, whose demands remain unsettled shall be made  
30 parties to the proceeding as in an action against their  
31 partnership interests. The limited partnership shall serve a

1 copy of the initial pleading in such proceeding upon each  
2 limited partner party who is a resident of this state in the  
3 manner provided by law for the service of a summons and  
4 complaint and upon each nonresident limited partner party by  
5 registered or certified mail or by publication as provided by  
6 law.

7       (4) The jurisdiction of the court in which the  
8 proceeding is commenced under subsection (2) is plenary and  
9 exclusive. If the court so elects, the court may appoint one  
10 or more persons as appraisers to receive evidence and  
11 recommend a decision on the question of fair value. The  
12 appraisers shall have the powers described in the order  
13 appointing them or in any amendment to the order. The limited  
14 partners demanding appraisal rights are entitled to the same  
15 discovery rights as parties in other civil proceedings. There  
16 shall be no right to a jury trial.

17       (5) Each partner made a party to the proceeding is  
18 entitled to judgment for the amount of the fair value of such  
19 limited partner's limited partner partnership interests, plus  
20 interest, as found by the court.

21       (6) The limited partnership shall pay each such  
22 partner the amount found to be due within 10 days after final  
23 determination of the proceedings. Upon payment of the  
24 judgment, the limited partner shall cease to have any interest  
25 in the limited partnership interests.

26       620.2123 Court costs and counsel fees.--

27       (1) The court in an appraisal proceeding shall  
28 determine all costs of the proceeding, including the  
29 reasonable compensation and expenses of appraisers appointed  
30 by the court. The court shall assess the costs against the  
31 limited partnership, except that the court may assess costs

1 against all or some of the limited partners demanding  
2 appraisal, in amounts the court finds equitable, to the extent  
3 the court finds such partners acted arbitrarily, vexatiously,  
4 or not in good faith with respect to the rights provided by  
5 this act.

6 (2) The court in an appraisal proceeding may also  
7 assess the fees and expenses of counsel and experts for the  
8 respective parties, in amounts the court finds equitable:

9 (a) Against the limited partnership and in favor of  
10 any or all limited partners demanding appraisal if the court  
11 finds the limited partnership did not substantially comply  
12 with ss. 620.2116 and 620.2118; or

13 (b) Against either the limited partnership or a  
14 limited partner demanding appraisal, in favor of any other  
15 party, if the court finds that the party against whom the fees  
16 and expenses are assessed acted arbitrarily, vexatiously, or  
17 not in good faith with respect to the rights provided by this  
18 act.

19 (3) If the court in an appraisal proceeding finds that  
20 the services of counsel for any limited partner were of  
21 substantial benefit to other limited partners similarly  
22 situated, and that the fees for those services should not be  
23 assessed against the limited partnership, the court may award  
24 to such counsel reasonable fees to be paid out of the amounts  
25 awarded the limited partners who were benefited.

26 (4) To the extent the limited partnership fails to  
27 make a required payment pursuant to s. 620.2120, the limited  
28 partner may sue directly for the amount owed and, to the  
29 extent successful, shall be entitled to recover from the  
30 limited partnership all costs and expenses of the suit,  
31 including counsel fees.

1           620.2124 Limitation on limited partnership payment.--

2           (1) No payment shall be made to a limited partner  
3 seeking appraisal rights if, at the time of payment, the  
4 limited partnership is unable to meet the distribution  
5 standards of s. 620.1508. In such event, the limited partner  
6 shall, at the limited partner's option:

7           (a) Withdraw the notice of intent to assert appraisal  
8 rights, which shall in such event be deemed withdrawn with the  
9 consent of the limited partnership; or

10           (b) Retain the status as a claimant against the  
11 limited partnership and, if the limited partnership is  
12 liquidated, be subordinated to the rights of creditors of the  
13 limited partnership, but have rights superior to the limited  
14 partners not asserting appraisal rights, and, if it is not  
15 liquidated, retain the right to be paid for the limited  
16 partner interests, which right the limited partnership shall  
17 be obliged to satisfy when the restrictions of this section do  
18 not apply.

19           (2) The limited partner shall exercise the option  
20 under paragraph (1)(a) or paragraph (1)(b) by written notice  
21 filed with the limited partnership within 30 days after the  
22 limited partnership has given written notice that the payment  
23 for the limited partner interests cannot be made because of  
24 the restrictions of this section. If the limited partner fails  
25 to exercise the option, the limited partner shall be deemed to  
26 have withdrawn the notice of intent to assert appraisal  
27 rights.

28           620.2125 Application of other laws to provisions  
29 governing conversions and mergers.--

30  
31

1           (1) The provisions of ss. 620.2101-2124 do not  
2 preclude an entity from being converted or merged under other  
3 law.

4           (2) The provisions of ss. 620.2101-620.2124 do not  
5 authorize any act prohibited by other applicable law or change  
6 the requirements of any law or rule regulating a specific  
7 organization or industry, such as a not-for-profit  
8 organization, insurance, banking or investment establishment,  
9 or other regulated business or activity.

10           620.2201 Uniformity of application and  
11 construction.--In applying and construing this act,  
12 consideration must be given to the need to promote uniformity  
13 of the law with respect to its subject matter among states  
14 that enact it.

15           620.2202 Severability clause.--If any provision of  
16 this act or its application to any person or circumstance is  
17 held invalid, the invalidity does not affect other provisions  
18 or applications of this act which can be given effect without  
19 the invalid provision or application, and to this end the  
20 provisions of this act are severable.

21           620.2203 Relation to electronic signatures in Global  
22 and National Commerce Act.--This act modifies, limits, or  
23 supersedes the federal Electronic Signatures in Global and  
24 National Commerce Act, 15 U.S.C. ss. 7001 et seq., but this  
25 act does not modify, limit, or supersede s. 101(c) of that  
26 act, 15 U.S.C. s. 7001(c), or authorize electronic delivery of  
27 any of the notices described in s. 103(b) of that act, 15  
28 U.S.C. s. 7001(b), except to the extent permitted pursuant to  
29 ss. 15.16, 116.34, and 668.50 of such act.

30           620.2204 Application to existing relationships.--

31           (1) Before January 1, 2007, this act governs only:

1       (a) A limited partnership formed on or after January  
2 1, 2006.

3       (b) Except as otherwise provided in subsections (3)  
4 and (4), a limited partnership formed before January 1, 2006,  
5 which elects, in the manner provided in its partnership  
6 agreement or by law for amending the partnership agreement, to  
7 be subject to this act.

8       (2) Except as otherwise provided in subsection (3), on  
9 and after January 1, 2007, this act governs all limited  
10 partnerships.

11       (3) With respect to a limited partnership formed  
12 before January 1, 2006, the following rules apply except as  
13 the partners otherwise elect in the manner provided in the  
14 partnership agreement or by law for amending the partnership  
15 agreement:

16       (a) The provisions of s. 620.1104(3) do not apply and  
17 the limited partnership has whatever duration such limited  
18 partnership had under the law applicable immediately before  
19 January 1, 2006.

20       (b) The limited partnership is not required to amend  
21 its certificate of limited partnership to comply with s.  
22 620.1201(1)(d).

23       (c) The provisions of ss. 620.1601 and 620.1602 do not  
24 apply and a limited partner has the same right and power to  
25 dissociate from the limited partnership, with the same  
26 consequences, as existed immediately before July 1, 2005.

27       (d) The provisions of s. 620.603(4) do not apply.

28       (e) The provisions of s. 620.1603(5) do not apply and  
29 a court has the same power to expel a general partner as the  
30 court had immediately before January 1, 2006.

31

1           (f) The provisions of s. 620.1801(3) do not apply and  
2 the connection between a person's dissociation as a general  
3 partner and the dissolution of the limited partnership is the  
4 same as existed immediately before January 1, 2006.

5           (4) With respect to a limited partnership that elects  
6 pursuant to paragraph (1)(b) to be subject to this act, after  
7 the election takes effect the provisions of this act relating  
8 to the liability of the limited partnership's general partners  
9 to third parties apply:

10           (a) Before January 1, 2007, to:

11           1. A third party that had not done business with the  
12 limited partnership in the year before the election took  
13 effect.

14           2. A third party that had done business with the  
15 limited partnership in the year before the election took  
16 effect only if the third party knows or has received a  
17 notification of the election.

18           (b) On and after January 1, 2007, to all third  
19 parties, but those provisions remain inapplicable to any  
20 obligation incurred while those provisions were inapplicable  
21 under subparagraph (a)2.

22           620.2205 Savings clause.--This act does not affect an  
23 action commenced, proceeding brought, or right accrued before  
24 this act takes effect.

25           Section 16. Paragraphs (j) and (k) of subsection (2)  
26 of section 620.8103, Florida Statutes, are amended to read:

27           620.8103 Effect of partnership agreement; nonwaivable  
28 provisions.--

29           (2) The partnership agreement may not:

30           ~~(j) Change the notice provisions contained in s.~~  
31 ~~620.8902(6) or s. 620.8905(6); or~~



1           ~~(j)(k)~~ Restrict rights of third parties under this  
2 act.

3           Section 17. Subsections (5), (6), (7), and (8) of  
4 section 620.8105, Florida Statutes, are amended to read:

5           620.8105 Execution, filing, and recording of  
6 partnership registration and other statements.--

7           (5) A partnership registration statement or other  
8 statement or a certificate of merger or certificate of  
9 conversion ~~must be~~ delivered to the Department of State for  
10 filing, which may be accomplished by electronic filing  
11 pursuant to s. 15.16, ~~and~~ must be typewritten or legibly  
12 printed in the English language. A registration statement or  
13 other statement, or a certificate of merger or certificate of  
14 conversion, may specify a delayed effective time and, if so  
15 specified, such filing shall become effective at the delayed  
16 time and date specified. If a delayed effective date, but no  
17 time, is specified, the filing shall become effective at the  
18 close of business on the delayed effective date. Unless  
19 otherwise permitted by this chapter, a delayed effective date  
20 for a document to be filed may not be later than the 90th day  
21 after the date on which the document is filed.

22           (6) A registration statement filed by a partnership  
23 must be executed by at least two partners. Other statements  
24 must be executed by a partner or other person authorized by  
25 this act. The execution of a statement by an individual as, or  
26 on behalf of, a partner or other person named as a partner in  
27 a filing constitutes an affirmation under the penalties of  
28 perjury that the facts stated therein are true.

29           (7) A partnership may amend or cancel its registration  
30 statement, and a person authorized by this act to file a  
31 statement of partnership authority, a statement of denial, a

1 statement of dissociation, a statement of dissolution, a  
2 certificate ~~statement~~ of merger, a certificate of conversion,  
3 a statement of qualification, or a statement of foreign  
4 qualification may amend or cancel such document ~~statement~~, by  
5 filing an amendment or cancellation that:

6 (a) Identifies the partnership and the statement or  
7 certificate being amended or canceled. ~~;~~ ~~and~~

8 (b) States the substance of what is being amended or  
9 canceled.

10 (8) A certified copy of a statement or certificate  
11 that has been filed with the Department of State and recorded  
12 in the office for recording transfers of real property has the  
13 effect provided for recorded statements in this act. A  
14 recorded statement that is not a certified copy of a statement  
15 or certificate filed with the Department of State does not  
16 have the effect provided for recorded statements in this act.

17 Section 18. Paragraph (n) of subsection (1) of section  
18 620.81055, Florida Statutes, is renumbered as paragraph (o),  
19 and a new paragraph (n) is added to said subsection, to read:

20 620.81055 Fees for filing documents and issuing  
21 certificates; powers of the Department of State.--

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

25 (n) Certificate of conversion: \$25.

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

28 Section 19. Subsection (2) of section 620.8404,  
29 Florida Statutes, is amended to read:

30 620.8404 General standards of partner's conduct.--

31

1           (2) A partner's duty of loyalty to the partnership and  
2 the other partners ~~is limited to includes, without limitation,~~  
3 the following:

4           (a) To account to the partnership and hold as trustee  
5 for the partnership any property, profit, or benefit derived  
6 by the partner in the conduct and winding up of the  
7 partnership business or derived from a use by the partner of  
8 partnership property, including the appropriation of a  
9 partnership opportunity;

10           (b) To refrain from dealing with the partnership in  
11 the conduct or winding up of the partnership business as or on  
12 behalf of a party having an interest adverse to the  
13 partnership; and

14           (c) To refrain from competing with the partnership in  
15 the conduct of the partnership business before the dissolution  
16 of the partnership.

17           Section 20. Sections 620.8911, 620.8912, 620.8913,  
18 620.8914, 620.8915, 620.8916, 620.8917, 620.8918, 620.8919,  
19 620.8920, 620.8921, 620.8922, and 620.8923, Florida Statutes,  
20 are created to read:

21           620.8911 Definitions.--As used in this section and ss.  
22 620.8912-620.8923:

23           (1) "Constituent partnership" means a constituent  
24 organization that is a partnership governed by this act.

25           (2) "Constituent organization" means an organization  
26 that is party to a merger.

27           (3) "Converted organization" means the organization  
28 into which a converting organization converts pursuant to ss.  
29 620.8902-620.8905.

30           (4) "Converting partnership" means a converting  
31 organization that is a partnership governed by this act.

1           (5) "Converting organization" means an organization  
2 that converts into another organization pursuant to s.  
3 620.8912.

4           (6) "Governing law" of an organization means the law  
5 that governs the organization's internal affairs.

6           (7) "Organization" means a corporation; general  
7 partnership, including a limited liability partnership;  
8 limited partnership, including a limited liability limited  
9 partnership; limited liability company; common law or business  
10 trust or association; real estate investment trust; or any  
11 other person organized under a governing law or other  
12 applicable law, provided such term shall not include an  
13 organization that is not organized for profit, unless the  
14 not-for-profit organization is the converted organization or  
15 the surviving organization in a conversion or a merger  
16 governed by this act. The term includes both domestic and  
17 foreign organizations.

18           (8) "Organizational documents" means:

19           1. For a domestic or foreign general partnership, its  
20 partnership agreement.

21           2. For a limited partnership or foreign limited  
22 partnership, its certificate of limited partnership and  
23 partnership agreement.

24           3. For a domestic or foreign limited liability  
25 company, its articles of organization and operating agreement,  
26 or comparable records as provided in its governing law.

27           4. For a business trust, its agreement of trust and  
28 declaration of trust.

29           5. For a domestic or foreign corporation for profit,  
30 its articles of incorporation, bylaws, and other agreements  
31

1 among its shareholders which are authorized by its governing  
2 law, or comparable records as provided in its governing law.

3 6. For any other organization, the basic records that  
4 create the organization and determine its internal governance  
5 and the relations among the persons that own it, have an  
6 interest in it, or are members of it.

7 (9) "Personal liability" means personal liability for  
8 a debt, liability, or other obligation of an organization  
9 which is imposed on a person that coowns, has an interest in,  
10 or is a member of the organization:

11 1. By the organization's governing law solely by  
12 reason of the person's coowning, having an interest in, or  
13 being a member of the organization; or

14 2. By the organization's organizational documents  
15 under a provision of the organization's governing law  
16 authorizing those documents to make one or more specified  
17 persons liable for all or specified debts, liabilities, and  
18 other obligations of the organization solely by reason of the  
19 person or persons' coowning, having an interest in, or being a  
20 member of the organization.

21 (10) "Record" means information that is inscribed on a  
22 tangible medium or that is stored in an electronic or other  
23 medium and is retrievable in perceivable form.

24 (11) "Surviving organization" means an organization  
25 into which one or more other organizations are merged. A  
26 surviving organization may preexist the merger or be created  
27 by the merger.

28 620.8912 Conversion.--

29 (1) An organization other than a partnership may  
30 convert to a partnership, and a partnership may convert to

31

1 another organization pursuant to this section and ss.  
2 620.8913-620.8915 and a plan of conversion, if:  
3 (a) The other organization's governing law authorizes  
4 the conversion.  
5 (b) The conversion is permitted by the law of the  
6 jurisdiction that enacted the governing law.  
7 (c) The other organization complies with its governing  
8 law in effecting the conversion.  
9 (2) A plan of conversion must be in a record and must  
10 include:  
11 (a) The name and form of the organization before  
12 conversion.  
13 (b) The name and form of the organization after  
14 conversion.  
15 (c) The terms and conditions of the conversion,  
16 including the manner and basis for converting interests in the  
17 converting organization into any combination of money,  
18 interests in the converted organization, and other  
19 consideration.  
20 (d) The organizational documents of the converted  
21 organization.  
22 620.8913 Action on plan of conversion by converting  
23 partnership.--  
24 (1) A plan of conversion must be consented to by all  
25 of the partners of a converting partnership. The consents  
26 required by this subsection must be in, or evidenced by, a  
27 record.  
28 (2) Subject to s. 620.8920 and any contractual rights,  
29 after a conversion is approved, and at any time before a  
30 filing is made under s. 620.8914, a converting partnership may  
31 amend the plan or abandon the planned conversion:

1           (a) As provided in the plan.  
2           (b) Except as prohibited by the plan, by the same  
3 consent as was required to approve the plan.  
4           620.8914 Filings required for conversion; effective  
5 date.--  
6           (1) After a plan of conversion is approved:  
7           (a) A converting partnership shall deliver to the  
8 Department of State for filing a statement of registration in  
9 accordance with s. 620.8105, if such statement was not  
10 previously filed, and a certificate of conversion, in  
11 accordance with s. 620.8105, which must include:  
12           1. A statement that the partnership has been converted  
13 into another organization.  
14           2. The name and form of the organization and the  
15 jurisdiction of its governing law.  
16           3. The date the conversion is effective under the  
17 governing law of the converted organization.  
18           4. A statement that the conversion was approved as  
19 required by this act.  
20           5. A statement that the conversion was approved as  
21 required by the governing law of the converted organization.  
22           6. If the converted organization is a foreign  
23 organization not authorized to transact business in this  
24 state, the street and mailing address of an office which the  
25 Department of State may use for the purposes of s.  
26 620.8915(3).  
27           (b) In the case of a converting organization  
28 converting into a partnership to be governed by this act, the  
29 converting organization shall deliver to the Department of  
30 State for filing:  
31

1           1. A certificate of registration in accordance with s.  
2 620.8105.  
3           2. A certificate of conversion, in accordance with s.  
4 620.8105, which certificate of conversion must include:  
5           a. A statement that the partnership was converted from  
6 another organization.  
7           b. The name and form of the converting organization  
8 and the jurisdiction of its governing law.  
9           c. A statement that the conversion was approved as  
10 required by this act.  
11           d. A statement that the conversion was approved in a  
12 manner that complied with the converting organization's  
13 governing law.  
14           e. The effective time of the conversion, if other than  
15 the time of the filing of the statement of conversion.  
16           (2) A conversion becomes effective:  
17           (a) If the converted organization is a partnership, at  
18 the time specified in the plan of conversion or the  
19 certificate of conversion, which may be as of or after the  
20 time of the filing of the certificate of conversion, and, if  
21 the certificate of conversion does not contain such an  
22 effective time, the effective time shall be upon the filing of  
23 the certificate of conversion with the Department of State,  
24 provided, if the certificate has a delayed effective date, the  
25 certificate may not be effective any later than the 90th day  
26 after the date it was filed and provided further, the  
27 effective date shall not be any earlier than the effective  
28 date of the statement of registration filed with the  
29 Department of State for the partnership in accordance with s.  
30 620.8105.  
31



1           (b) If the converted organization is not a  
2 partnership, as provided by the governing law of the converted  
3 organization.

4           620.8915 Effect of conversion.--

5           (1) An organization that has been converted pursuant  
6 to this act is for all purposes the same entity that existed  
7 before the conversion.

8           (2) When a conversion takes effect:

9           (a) Title to all real estate and other property, or  
10 any interest therein, owned by the converting organization at  
11 the time of its conversion remains vested in the converted  
12 organization without reversion or impairment under this act.

13           (b) All debts, liabilities, and other obligations of  
14 the converting organization continue as obligations of the  
15 converted organization.

16           (c) An action or proceeding pending by or against the  
17 converting organization may be continued as if the conversion  
18 had not occurred.

19           (d) Except as prohibited by other law, all of the  
20 rights, privileges, immunities, powers, and purposes of the  
21 converting organization remain vested in the converted  
22 organization.

23           (e) Except as otherwise provided in the plan of  
24 conversion, the terms and conditions of the plan of conversion  
25 take effect.

26           (f) Except as otherwise agreed, the conversion does  
27 not dissolve a converting limited partnership for purposes of  
28 this act and ss. 620.8801-620.8807 shall not apply.

29           (3) A converted organization that is a foreign  
30 organization consents to the jurisdiction of the courts of  
31 this state to enforce any obligation owed by the converting

1 partnership, if before the conversion the converting  
2 partnership was subject to suit in this state on the  
3 obligation. A converted organization that is a foreign  
4 organization and not authorized to transact business in this  
5 state shall appoint the Department of State as its agent for  
6 service of process for purposes of enforcing an obligation  
7 under this subsection. Service on the Department of State  
8 under this subsection shall be made in the same manner and  
9 with the same consequences as provided in s. 48.141.

10 (4) A copy of the certificate of conversion, certified  
11 by the Department of State, may be filed in any county of this  
12 state in which the converting organization holds an interest  
13 in real property.

14 620.8916 Merger.--

15 (1) A partnership may merge with one or more other  
16 constituent organizations pursuant to this section and ss.  
17 620.8917-620.8919 and a plan of merger, if:

18 (a) The governing law of each of the other  
19 organizations authorizes the merger.

20 (b) The merger is permitted by the law of each  
21 jurisdiction that enacted those governing laws.

22 (c) Each of the other organizations complies with its  
23 governing law in effecting the merger.

24 (2) A plan of merger must be in a record and must  
25 include:

26 (a) The name and form of each constituent  
27 organization.

28 (b) The name and form of the surviving organization.

29 (c) The terms and conditions of the merger, including  
30 the manner and basis for converting the interests in each  
31 constituent organization into any combination of money,

1 interests in the surviving organization, and other  
2 consideration.

3 (d) Any amendments to be made by the merger to the  
4 surviving organization's organizational documents.

5 620.8917 Action on plan of merger by constituent  
6 partnership.--

7 (1) A plan of merger must be consented to by all of  
8 the partners of a constituent partnership. The consents  
9 required by this subsection must be in, or evidenced by, a  
10 record.

11 (2) Subject to s. 620.8920 and any contractual rights,  
12 after a merger is approved, and at any time before a filing is  
13 made under s. 620.8918, a constituent partnership may amend  
14 the plan or abandon the planned merger:

15 (a) As provided in the plan.

16 (b) Except as prohibited by the plan, with the same  
17 consent as was required to approve the plan.

18 620.8918 Filings required for merger; effective  
19 date.--

20 (1) After each constituent organization has approved a  
21 merger, a certificate of merger must be signed on behalf of:

22 (a) Each preexisting constituent partnership, by all  
23 of the partners of such partnership.

24 (b) Each other preexisting constituent organization,  
25 by an authorized representative.

26 (2) The certificate of merger must include:

27 (a) The name and form of each constituent organization  
28 and the jurisdiction of its governing law.

29 (b) The name and form of the surviving organization,  
30 the jurisdiction of its governing law, and, if the surviving  
31

1 organization is created by the merger, a statement to that  
2 effect.

3 (c) The date the merger is effective under the  
4 governing law of the surviving organization.

5 (d) Any amendments provided for in the plan of merger  
6 for the organizational document that created the organization.

7 (e) A statement as to each constituent organization  
8 that the merger was approved as required by the organization's  
9 governing law.

10 (f) If the surviving organization is a foreign  
11 organization not authorized to transact business in this  
12 state, the street and mailing address of an office which the  
13 Department of State may use for the purposes of subsection  
14 620.8919(2).

15 (g) Any additional information required by the  
16 governing law of any constituent organization.

17 (3) Each constituent partnership shall deliver to the  
18 Department of State for filing a statement of registration in  
19 accordance with s. 620.8105, if such statement was not  
20 previously filed, and a certificate of merger in accordance  
21 with s. 620.8105.

22 (4) A merger becomes effective under this act:

23 (a) If the surviving organization is a partnership, at  
24 the time specified in the plan of merger or the certificate of  
25 merger, which may be as of or after the time of the filing of  
26 the certificate of merger, and, if the certificate of merger  
27 does not contain such an effective time, the effective time  
28 shall be upon the filing of the statement of merger with the  
29 Department of State, provided, if the certificate has a  
30 delayed effective date, the certificate may not be effective  
31 any later than the 90th day after the date it was filed, and

1 provided further, the effective date shall not be any earlier  
2 than the effective date of the statement of registration filed  
3 with the Department of State for the partnership in accordance  
4 with s. 620.8105.

5 (b) If the surviving organization is not a  
6 partnership, as provided by the governing law of the surviving  
7 organization.

8 (5) A certificate of merger shall act as a  
9 cancellation of any statement of registration for purposes of  
10 s. 620.8105 for a partnership that is a party to the merger  
11 that is not the surviving organization, which cancellation  
12 shall be deemed filed upon the effective date of the merger.

13 620.8919 Effect of merger.--

14 (1) When a merger becomes effective:

15 (a) The surviving organization continues.

16 (b) Each constituent organization that merges into the  
17 surviving organization ceases to exist as a separate entity.

18 (c) Title to all real estate and other property owned  
19 by each constituent organization that ceases to exist vests in  
20 the surviving organization without reversion or impairment.

21 (d) All debts, liabilities, and other obligations of  
22 each constituent organization that ceases to exist continue as  
23 obligations of the surviving organization.

24 (e) An action or proceeding pending by or against any  
25 constituent organization that ceases to exist may be continued  
26 as if the merger had not occurred.

27 (f) Except as prohibited by other law, all of the  
28 rights, privileges, immunities, powers, and purposes of each  
29 constituent organization that ceases to exist vest in the  
30 surviving organization.

31

1           (g) Except as otherwise provided in the plan of  
2 merger, the terms and conditions of the plan of merger take  
3 effect.

4           (h) Except as otherwise agreed, if a constituent  
5 partnership ceases to exist, the merger does not dissolve the  
6 partnership for purposes of this act, and ss.  
7 620.8801-620.8807 shall not apply.

8           (i) Any amendments provided for in the certificate of  
9 merger for the organizational document that created the  
10 organization become effective.

11           (2) A surviving organization that is a foreign  
12 organization consents to the jurisdiction of the courts of  
13 this state to enforce any obligation owed by a constituent  
14 organization, if before the merger the constituent  
15 organization was subject to suit in this state on the  
16 obligation. A surviving organization that is a foreign  
17 organization and not authorized to transact business in this  
18 state shall appoint the Department of State as its agent for  
19 service of process pursuant to the provisions of s. 48.181.

20           (3) A copy of the certificate of merger, certified by  
21 the Department of State, may be filed in any county of this  
22 state in which a constituent organization holds an interest in  
23 real property.

24           620.8920 Restrictions on approval of conversions and  
25 mergers and on relinquishing limited liability partnership  
26 status.--

27           (1) If a partner of a converting or constituent  
28 partnership will have personal liability with respect to a  
29 converted or surviving organization, approval and amendment of  
30 a plan of conversion or merger are ineffective without the  
31 consent of the partner, unless:

1           (a) The partnership's partnership agreement provides  
2 for the approval of the conversion or merger with the consent  
3 of fewer than all the partners.

4           (b) The partner has consented to the provision of the  
5 partnership agreement.

6           (2) An amendment to a statement of qualification of a  
7 limited liability partnership which revokes its status as  
8 such is ineffective without the consent of each general  
9 partner unless:

10           (a) The limited liability partnership's partnership  
11 agreement provides for the amendment with the consent of less  
12 than all its partners.

13           (b) Each partner that does not consent to the  
14 amendment has consented to the provision of the partnership  
15 agreement.

16           (3) A partner does not give the consent required by  
17 subsection (1) or subsection (2) merely by consenting to a  
18 provision of the partnership agreement which permits the  
19 partnership agreement to be amended with the consent of fewer  
20 than all the partners.

21           620.8921 Liability of a partner after conversion or  
22 merger.--

23           (1) A conversion or merger under this act does not  
24 discharge any liability under ss. 620.8306 and 620.8703 of a  
25 person that was a partner in or dissociated as a partner from  
26 a converting or constituent partnership, but:

27           (a) The provisions of this act pertaining to the  
28 collection or discharge of the liability continue to apply to  
29 the liability.

30  
31

1           (b) For the purposes of applying those provisions, the  
2 converted or surviving organization is deemed to be the  
3 converting or constituent partnership.

4           (c) If a person is required to pay any amount under  
5 this subsection:

6           1. The person has a right of contribution from each  
7 other person that was liable as a partner under s. 620.8306  
8 when the obligation was incurred and has not been released  
9 from the obligation under s. 620.8703.

10           2. Any such rights of contribution and the relative  
11 amounts of contribution shall be determined and settled in the  
12 same manner as provided in s. 620.8807(3).

13           (2) In addition to any other liability provided by  
14 law:

15           (a) A person that immediately before a conversion or  
16 merger became effective was a partner in a converting or  
17 constituent partnership that was not a limited liability  
18 partnership is personally liable on a transaction entered into  
19 by the converted or surviving organization with a third party  
20 after the conversion or merger becomes effective, if, at the  
21 time the third party enters into the transaction, the third  
22 party:

23           1. Does not have notice of the conversion or merger.

24           2. Reasonably believes that:

25           a. The converted or surviving business is the  
26 converting or constituent partnership.

27           b. The converting or constituent partnership is not a  
28 limited liability limited partnership.

29           c. The person is a partner in the converting or  
30 constituent partnership.

31



1           (b) A person that was dissociated as a partner from a  
2 converting or constituent partnership before the conversion or  
3 merger became effective is personally liable on a transaction  
4 entered into by the converted or surviving organization with a  
5 third party after the conversion or merger becomes effective,  
6 if:

7           1. Immediately before the conversion or merger became  
8 effective the converting or surviving partnership was a not a  
9 limited liability partnership.

10           2. At the time the third party enters into the  
11 transaction fewer than 2 years have passed since the person  
12 dissociated as a partner, and the third party:

13           a. Does not have notice of the dissociation.

14           b. Does not have notice of the conversion or merger.

15           c. Reasonably believes that the converted or surviving  
16 organization is the converting or constituent partnership, the  
17 converting or constituent limited partnership is not a limited  
18 liability partnership, and the person is a partner in the  
19 converting or constituent partnership.

20           620.8922 Power of partners and persons dissociated as  
21 partners to bind organization after conversion or merger.--

22           (1) An act of a person who immediately before a  
23 conversion or merger became effective was a partner in a  
24 converting or constituent partnership binds the converted or  
25 surviving organization after the conversion or merger becomes  
26 effective, if:

27           (a) Before the conversion or merger became effective,  
28 the act would have bound the converting or constituent limited  
29 partnership under s. 620.8301.

30           (b) At the time the third party enters into the  
31 transaction, the third party:

1           1. Does not have notice of the conversion or merger.  
2           2. Reasonably believes that the converted or surviving  
3 business is the converting or constituent partnership and that  
4 the person is a partner in the converting or constituent  
5 partnership.  
6           (2) An act of a person that before a conversion or  
7 merger became effective was dissociated as a partner from a  
8 converting or constituent partnership binds the converted or  
9 surviving organization after the conversion or merger becomes  
10 effective, if:  
11           (a) Before the conversion or merger became effective,  
12 the act would have bound the converting or constituent  
13 partnership under s. 620.8301 if the person had been a  
14 partner.  
15           (b) At the time the third party enters into the  
16 transaction, fewer than 2 years have passed since the person  
17 dissociated as a partner, and the third party:  
18           1. Does not have notice of the dissociation.  
19           2. Does not have notice of the conversion or merger.  
20           3. Reasonably believes that the converted or surviving  
21 organization is the converting or constituent partnership and  
22 that the person is a partner in the converting or constituent  
23 partnership.  
24           (3) If a person having knowledge of the conversion or  
25 merger causes a converted or surviving organization to incur  
26 an obligation under subsection (1) or subsection (2), the  
27 person is liable:  
28           (a) To the converted or surviving organization for any  
29 damage caused to the organization arising from the obligation.  
30  
31

1           (b) If another person is liable for the obligation, to  
2 that other person for any damage caused to that other person  
3 arising from the liability.

4           620.8923 Application of other laws to provisions  
5 governing conversions and mergers.--

6           (1) The provisions of ss. 620.8911-620.8922 do not  
7 preclude an entity from being converted or merged under other  
8 law.

9           (2) The provisions of ss. 620.8911-620.8922 do not  
10 authorize any act prohibited by any other applicable law or  
11 change the requirements of any law or rule regulating a  
12 specific organization or industry, including, but not limited  
13 to, a not-for-profit organization, insurance, banking or  
14 investment establishment, or other regulated business or  
15 activity.

16           Section 21. Subsection (1) of section 620.9104,  
17 Florida Statutes, is amended to read:

18           620.9104 Activities not constituting transacting  
19 business.--

20           (1) Activities of a foreign limited liability  
21 partnership which do not constitute transacting business  
22 within the meaning of ss. 620.9101-620.9105 include, but are  
23 not limited to:

24           (a) Maintaining, defending, or settling an action or  
25 proceeding.†

26           (b) Holding meetings of its partners or carrying on  
27 any other activity concerning its internal affairs.†

28           (c) Maintaining ~~bank~~ accounts in financial  
29 institutions.†

30           (d) Maintaining offices or agencies for the transfer,  
31 exchange, and registration of the partnership's own securities

1 or maintaining trustees or depositories with respect to those  
2 securities.~~†~~  
3 (e) Selling through independent contractors.~~†~~  
4 (f) Soliciting or obtaining orders, whether by mail or  
5 through employees or agents or otherwise, if the orders  
6 require acceptance outside this state before they become  
7 contracts.~~†~~  
8 (g) Creating or acquiring indebtedness, mortgages, or  
9 security interests in real or personal property.~~†~~  
10 (h) Securing or collecting debts or foreclosing  
11 mortgages or other security interests in property securing the  
12 debts, and holding, protecting, and maintaining property so  
13 acquired.~~†~~  
14 (i) Conducting an isolated transaction that is  
15 completed within 30 days and is not one in the course of  
16 similar transactions of like nature.~~†~~~~and~~  
17 (j) Transacting business in interstate commerce.  
18 (k) Owning and controlling a subsidiary corporation  
19 incorporated in or transacting business within this state or  
20 voting the stock of any corporation which it has lawfully  
21 acquired.  
22 (l) Owning a limited partnership interest in a limited  
23 partnership that is doing business within this state, unless  
24 such limited partner manages or controls the partnership or  
25 exercises the powers and duties of a general partner.  
26 (m) Owning, without more, real or personal property.  
27 Section 22. Effective January 1, 2006:  
28 (1) Section 608.4384, Florida Statutes, is repealed.  
29 (2) Sections 620.101, 620.102, 620.103, 620.105,  
30 620.1051, 620.106, 620.107, 620.108, 620.109, 620.112,  
31 620.113, 620.114, 620.115, 620.116, 620.117, 620.118, 620.119,

1 620.122, 620.123, 620.124, 620.125, 620.126, 620.127, 620.128,  
2 620.129, 620.132, 620.133, 620.134, 620.135, 620.136, 620.137,  
3 620.138, 620.139, 620.142, 620.143, 620.144, 620.145, 620.146,  
4 620.147, 620.148, 620.149, 620.152, 620.153, 620.154, 620.155,  
5 620.156, 620.157, 620.158, 620.159, 620.162, 620.163, 620.164,  
6 620.165, 620.166, 620.167, 620.168, 620.169, 620.172, 620.173,  
7 620.174, 620.175, 620.176, 620.177, 620.178, 620.179, 620.182,  
8 620.1835, 620.184, 620.185, 620.186, 620.187, 620.192,  
9 620.201, 620.202, 620.203, 620.204, and 620.205, Florida  
10 Statutes, are repealed.

11 (3) Sections 620.8901, 620.8902, 620.8903, 620.8904,  
12 620.8905, 6210.8906, 620.8907, and 620.8908, Florida Statutes,  
13 are repealed.

14 Section 23. Except as otherwise provided herein, this  
15 act shall take effect January 1, 2006.

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