

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 s.  
12          607.1301, F.S.; redefining the term "fair  
13          value" to clarify existing law regarding the  
14          rights of minority shareholders; amending ss.  
15          607.1302, 608.407, and 608.4225, F.S., to  
16          conform; creating ss. 608.4351-608.43595, F.S.;  
17          providing for appraisals of interests in  
18          certain limited liability companies; providing  
19          definitions; providing requirements, criteria,  
20          and procedures for appraisals; providing for  
21          appraisal rights of company members; providing  
22          for assertion of appraisal rights by nominees  
23          and beneficial owners; providing for notice of  
24          appraisal rights; providing for notice of  
25          intent to demand payment; providing for a  
26          written appraisal notice and form; providing  
27          for perfection of appraisal rights; providing a  
28          right to withdraw; providing for a member's  
29          acceptance of certain offers; providing  
30          procedures for members dissatisfied with  
31          company offers; providing for court action to

1 determine fair value of certain demands for  
2 payment under certain circumstances; providing  
3 for award of court costs and attorney's fees;  
4 providing limitations on payments by limited  
5 liability companies under certain  
6 circumstances; amending ss. 608.438, 608.4381,  
7 608.4382, 608.4383, and 608.439, F.S., to  
8 conform; creating ss. 608.4401-608.4404, F.S.;  
9 providing definitions, requirements, criteria,  
10 and procedures for conversion of a domestic  
11 limited liability company into another business  
12 entity; requiring a plan of conversion;  
13 requiring certain actions on a plan of  
14 conversion; providing for certificates of  
15 conversion; providing for effects of  
16 conversion; amending s. 608.452, F.S., to  
17 conform; amending s. 617.0302, F.S., to  
18 conform; amending s. 617.0505, F.S.; exempting  
19 certain private clubs organized as corporations  
20 from a prohibition against distributions made  
21 to members in certain circumstances; creating  
22 s. 617.1108, F.S.; providing that certain  
23 statutory provisions related to mergers of  
24 corporations apply to not-for-profit  
25 corporations; creating ss. 620.1101-620.2205,  
26 F.S.; revising the Florida Revised Uniform  
27 Limited Partnership Act; providing a popular  
28 name; providing definitions; specifying  
29 conditions of knowledge and notice; providing  
30 for nature, purpose, and duration of limited  
31 partnerships; providing powers of limited

1 | partnerships; specifying the governing law  
2 | relating to limited partnerships; providing  
3 | supplemental principles of law; providing for  
4 | application of certain rates of interest under  
5 | certain circumstances; providing for names of  
6 | limited partnerships; specifying certain fees  
7 | of the Department of State for certain  
8 | purposes; providing for effect of partnership  
9 | agreements; providing for nonwaivable  
10 | provisions; requiring limited partnerships to  
11 | maintain certain required information;  
12 | authorizing certain business transactions of  
13 | partners with a partnership; providing for dual  
14 | capacity of certain persons; requiring a  
15 | designated office, registered office, and  
16 | registered agent of a limited partnership;  
17 | providing for change of designated office,  
18 | registered office, or registered agent;  
19 | providing for resignation of a registered  
20 | agent; providing for service of process for  
21 | certain purposes; providing for consent and  
22 | proxies of partners; providing for formation of  
23 | limited partnerships; providing for a  
24 | certificate of limited partnership; providing  
25 | for amendment or restatement of a certificate  
26 | of partnership; providing for a certificate of  
27 | dissolution; providing for a statement of  
28 | termination; requiring certain records to be  
29 | signed; providing for signing and filing of  
30 | certain records pursuant to court order;  
31 | providing for delivery to and filing of certain

1 records by the Department of State; providing  
2 for effective dates and times of certain  
3 records and filings; providing for correcting  
4 certain filed records; providing for liability  
5 for false information in filed records;  
6 providing for a certificate of status;  
7 requiring delivery of annual reports to the  
8 department; providing conditions for becoming a  
9 partner; specifying absence of right or power  
10 of a limited partner to bind a limited  
11 partnership; providing for approval of certain  
12 rights; specifying absence of liability of  
13 limited partner for limited partnership  
14 obligations; specifying rights of limited  
15 partners and former limited partners to certain  
16 information; specifying limited duties of  
17 limited partners; specifying conditions of  
18 liability or lack of liability on the part of  
19 certain persons for certain partnership  
20 obligations under certain circumstances;  
21 specifying conditions for becoming a general  
22 partner; specifying a general partner as an  
23 agent for the limited partnership; specifying  
24 liability of limited partnership for certain  
25 actions of general partners; providing for  
26 liability of general partners; specifying  
27 certain actions by and against limited  
28 partnerships and general partners; specifying  
29 management rights of general partners;  
30 providing certain approval rights of other  
31 partners; specifying the right of general

1 | partners and former general partners to certain  
2 | information; providing general standards of  
3 | conduct for general partners; providing for  
4 | form of certain contributions by partners;  
5 | providing for liability for certain  
6 | contributions; providing for sharing of  
7 | profits, losses, and distributions; providing  
8 | for interim distributions; specifying absence  
9 | of right to receive a distribution upon  
10 | dissociation; providing for distributions in  
11 | kind; providing certain rights to  
12 | distributions; providing limitations on  
13 | distributions; providing for liability for  
14 | certain improper distributions; providing for  
15 | dissociation as limited partner under certain  
16 | circumstances; providing for effect of  
17 | dissociation as limited partner; providing for  
18 | dissociation as general partner; specifying a  
19 | person's power to dissociate as general under  
20 | certain circumstances; specifying conditions  
21 | and liability of wrongful dissociation;  
22 | providing for effect of dissociation as general  
23 | partner; providing to a dissociated general  
24 | partner a power to bind and liability to a  
25 | partnership before dissolution of the  
26 | partnership; providing for certain liability of  
27 | dissociated general partners; providing for a  
28 | partner's transferable interest; providing for  
29 | transfers of partner's transferable interest;  
30 | providing rights of creditors of partners and  
31 | transferees; providing for powers of estates of

1 |       deceased partners; providing for nonjudicial  
2 |       dissolution of limited partnerships; providing  
3 |       for judicial dissolutions; providing for  
4 |       winding up activities of a limited partnership;  
5 |       providing for a power of a general partner and  
6 |       dissociated general partners to bind a  
7 |       partnership after dissolution; providing for  
8 |       liability of certain persons to the partnership  
9 |       after dissolution; providing for disposition of  
10 |       known claims against dissolved limited  
11 |       partnerships; providing for filing certain  
12 |       unknown claims against dissolved limited  
13 |       partnerships; providing for liability of  
14 |       certain persons for certain barred claims  
15 |       against a limited partnership; providing for  
16 |       administrative dissolution; providing for  
17 |       reinstatement after administrative dissolution;  
18 |       providing for appeals from reinstatement  
19 |       denials; providing for revocation of  
20 |       dissolution; providing for disposition of  
21 |       assets upon winding up of activities of a  
22 |       limited partnership; specifying when  
23 |       contributions are required; specifying the  
24 |       governing law relating to foreign limited  
25 |       partnerships; providing for applications for  
26 |       certificates of authority for foreign limited  
27 |       partnerships; specifying certain activities as  
28 |       not constituting transacting business by a  
29 |       foreign limited partnership; providing for  
30 |       filing a certificate of authority for foreign  
31 |       limited partnerships to transact business;

1 prohibiting a foreign limited partnership from  
2 obtaining a certificate of authority for a  
3 noncomplying name; providing for revocation of  
4 a certificate of authority for foreign limited  
5 partnerships; providing for cancellation of a  
6 certificate of authority for a foreign limited  
7 partnership; providing for effect of failure to  
8 have a certificate; authorizing the Attorney  
9 General to bring actions to restrain foreign  
10 limited partnerships from transacting business  
11 under certain circumstances; providing for  
12 reinstatement after administrative revocation;  
13 providing for amending a certificate of  
14 authority; providing for direct actions by a  
15 partner against a limited partnership or  
16 another partner under certain circumstances;  
17 authorizing partners to maintain derivative  
18 actions for certain purposes; specifying proper  
19 plaintiff in derivative actions; specifying  
20 contents of certain pleadings; specifying  
21 distribution of proceeds in derivative actions;  
22 providing for court award of expenses and  
23 attorney fees under certain circumstances;  
24 providing definitions; providing for conversion  
25 of an organization to a limited partnership or  
26 a limited partnership to another organization;  
27 requiring a plan of conversion; specifying  
28 certain actions on a plan of conversion;  
29 requiring a certificate of conversion;  
30 specifying certain required filings with the  
31 Department of State for a conversion; providing

1 | for effect of conversion; providing for a  
2 | merger of a limited partnership with certain  
3 | organizations; requiring a plan of merger;  
4 | specifying certain actions on a plan of merger;  
5 | requiring a certificate of merger; specifying  
6 | certain required filings for a merger;  
7 | providing for effect of merger; providing  
8 | restrictions on approval of conversions and  
9 | mergers; providing for liability of a general  
10 | partner after conversion or merger; providing  
11 | for power of certain persons to bind an  
12 | organization after conversion or merger;  
13 | providing for appraisals of interests in  
14 | certain limited partnerships; providing  
15 | definitions; providing for appraisal rights of  
16 | limited partners; providing for assertion of  
17 | appraisal rights by nominees and beneficial  
18 | owners; providing for notice of appraisal  
19 | rights; providing for notice of intent to  
20 | demand payment; providing for a written  
21 | appraisal notice and form; providing for  
22 | perfection of appraisal rights; providing a  
23 | right to withdraw; providing for a limited  
24 | partner's acceptance of certain offers;  
25 | providing procedures for limited partners  
26 | dissatisfied with limited partnership offers;  
27 | providing for court action to determine fair  
28 | value of certain demands for payment under  
29 | certain circumstances; providing for award of  
30 | court costs and attorney's fees; providing  
31 | limitations on payments by limited partnerships



1 under certain circumstances; providing for  
2 application of laws to provisions governing  
3 conversions and mergers; providing for  
4 uniformity of application and construction;  
5 providing severability; providing for  
6 application to the Electronic Signatures in  
7 Global and National Commerce Act; providing for  
8 application to existing business entities;  
9 amending ss. 620.8103 and 620.8404, F.S., to  
10 conform; amending s. 620.8105, F.S.; providing  
11 requirements for partnership registration  
12 statements, certificates of merger or  
13 conversion, and amended partnership  
14 registrations and certificates of merger or  
15 conversion; amending s. 620.81055, F.S.;  
16 providing a fee for a certificate of  
17 conversion; creating ss. 620.8911-620.8923,  
18 F.S.; providing definitions; providing for  
19 conversion of certain organizations to a  
20 partnership or a partnership to another  
21 organization; providing requirements, criteria,  
22 and procedures for conversions; requiring a  
23 plan of conversion; requiring certain actions  
24 by a converting partnership on a plan of  
25 conversion; specifying certain required filings  
26 with the Department of State for a conversion;  
27 providing for effect of conversion; providing  
28 for a merger of a partnership with certain  
29 organizations; providing requirements,  
30 criteria, and procedures for mergers; requiring  
31 a plan of merger; specifying certain actions by

1 a constituent partnership on a plan of merger;  
2 specifying certain requiring filings with the  
3 Department of State for a merger; providing for  
4 effect of merger; providing restrictions on  
5 approval of conversions and mergers; providing  
6 for liability of partners after conversion or  
7 merger; providing for power of certain persons  
8 to bind an organization after conversion or  
9 merger; providing construction relating to  
10 application of other laws to conversions and  
11 mergers; amending s. 620.9104, F.S.; specifying  
12 additional activities not constituting  
13 transacting business; amending s. 607.11101,  
14 F.S.; deleting the requirement that a certified  
15 copy of the articles of merger be recorded;  
16 conforming cross-references; repealing s.  
17 608.4384, F.S., relating to rights of members  
18 of limited liability companies dissenting to a  
19 merger; repealing ss. 607.0129 and 617.0129,  
20 F.S., relating to signing a false document;  
21 repealing s. 608.4384, F.S., relating to rights  
22 of members of limited liability companies  
23 dissenting to a merger; repealing ss. 620.101,  
24 620.102, 620.103, 620.105, 620.1051, 620.106,  
25 620.107, 620.108, 620.109, 620.112, 620.113,  
26 620.114, 620.115, 620.116, 620.117, 620.118,  
27 620.119, 620.122, 620.123, 620.124, 620.125,  
28 620.126, 620.127, 620.128, 620.129, 620.132,  
29 620.133, 620.134, 620.135, 620.136, 620.137,  
30 620.138, 620.139, 620.142, 620.143, 620.144,  
31 620.145, 620.146, 620.147, 620.148, 620.149,

1           620.152, 620.153, 620.154, 620.155, 620.156,  
 2           620.157, 620.158, 620.159, 620.162, 620.163,  
 3           620.164, 620.165, 620.166, 620.167, 620.168,  
 4           620.169, 620.172, 620.173, 620.174, 620.175,  
 5           620.176, 620.177, 620.178, 620.179, 620.182,  
 6           620.1835, 620.184, 620.185, 620.186, 620.187,  
 7           620.192, 620.201, 620.202, 620.203, 620.204,  
 8           and 620.205, F.S., relating to the Florida  
 9           Revised Uniform Limited Partnership Act (1986);  
 10          repealing ss. 620.8901, 620.8902, 620.8903,  
 11          620.8904, 620.8905, 6210.8906, 620.8907, and  
 12          620.8908, F.S., relating to conversions of  
 13          partnerships and limited partnerships under the  
 14          Revised Uniform Partnership Act of 1995;  
 15          amending s. 817.155, F.S.; providing that a  
 16          person making a false or fraudulent statement  
 17          to the Department of State commits a felony of  
 18          the third degree; providing effective dates.

19  
 20 Be It Enacted by the Legislature of the State of Florida:

21  
 22           Section 1. Sections 607.1112, 607.1113, 607.1114, and  
 23 607.1115, Florida Statutes, are created to read:

24           607.1112 Conversion of domestic corporation into  
 25 another business entity.--

26           (1) As used in this section and ss. 607.1113 and  
 27 607.1114, the term "another business entity" or "other  
 28 business entity" means a limited liability company; a common  
 29 law or business trust or association; a real estate investment  
 30 trust; 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 corporation and shall not include any entity that has not been  
5 organized for profit.

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

11 (a) The domestic corporation converting to the other  
12 business entity complies with the applicable provisions of  
13 this chapter.

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

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

19 (a) The name of the domestic corporation and the name  
20 and jurisdiction of organization of the other business entity  
21 to which the domestic corporation is to be converted.

22 (b) The terms and conditions of the conversion,  
23 including the manner and basis of converting the shares,  
24 obligations, or other securities, or rights to acquire shares,  
25 obligations, or other securities, of the domestic corporation  
26 into the partnership interests, limited liability company  
27 interests, obligations, or other securities of the other  
28 business entity, including any rights to acquire any such  
29 interests, obligations, or other securities, or, in whole or  
30 in part, into cash or other consideration.

31

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

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

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

10       (6) The plan of conversion shall be adopted and  
11 approved by the board of directors and shareholders of a  
12 domestic corporation in the same manner as a merger of a  
13 domestic corporation under s. 607.1103. Notwithstanding such  
14 requirement, if the other business entity is a partnership or  
15 limited partnership, no shareholder of the converting domestic  
16 corporation shall, as a result of the conversion, become a  
17 general partner of the partnership or limited partnership,  
18 unless such shareholder specifically consents in writing to  
19 becoming a general partner of such partnership or limited  
20 partnership and, unless such written consent is obtained from  
21 each such shareholder, such conversion shall not become  
22 effective under s. 607.1114. Any shareholder providing such  
23 consent in writing shall be deemed to have voted in favor of  
24 the plan of conversion pursuant to which the shareholder  
25 became a general partner.

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

30       607.1113 Certificate of conversion.--  
31

1       (1) After a plan of conversion is approved by the  
2 board of directors and shareholders of a converting domestic  
3 corporation, such corporation shall deliver to the Department  
4 of State for filing a certificate of conversion which shall be  
5 executed by the domestic corporation as required by s.  
6 607.0120 and shall set forth:

7           (a) A statement that the domestic corporation has been  
8 converted into another business entity in compliance with this  
9 chapter and that the conversion complies with the applicable  
10 laws governing the other business entity.

11           (b) A statement that the plan of conversion was  
12 approved by the converting domestic corporation in accordance  
13 with this chapter and, if applicable, a statement that the  
14 written consent of each shareholder of such domestic  
15 corporation who, as a result of the conversion, becomes a  
16 general partner of the surviving entity has been obtained  
17 pursuant to s. 607.1112(6).

18           (c) The effective date of the conversion, which,  
19 subject to the limitations in s. 607.0123(2), may be on or  
20 after the date of filing the certificate of conversion but  
21 shall not be different than the effective date of the  
22 conversion under the laws governing the other business entity  
23 into which the domestic corporation has been converted.

24           (d) The address, including street and number, if any,  
25 of the principal office of the other business entity under the  
26 laws of the state, country, or jurisdiction in which such  
27 other business entity was organized.

28           (e) If the other business entity is a foreign entity  
29 and is not authorized to transact business in this state, a  
30 statement that the other business entity appoints the  
31 Secretary of State as its agent for service of process in a

1 proceeding to enforce obligations of the converting domestic  
2 corporation, including any appraisal rights of shareholders of  
3 the converting domestic corporation under ss.  
4 607.1301-607.1333 and the street and mailing address of an  
5 office which the Department of State may use for purposes of  
6 s. 607.1114(4).

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

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

14 607.1114 Effect of conversion of domestic corporation  
15 into another business entity.--When a conversion becomes  
16 effective:

17 (1) A domestic corporation that has been converted  
18 into another business entity pursuant to this chapter is for  
19 all purposes the same entity that existed before the  
20 conversion.

21 (2) The title to all real property and other property,  
22 or any interest therein, owned by the domestic corporation at  
23 the time of its conversion into the other business entity  
24 remains vested in the converted entity without reversion or  
25 impairment by operation of this chapter.

26 (3) The other business entity into which the domestic  
27 corporation was converted shall continue to be responsible and  
28 liable for all the liabilities and obligations of the  
29 converting domestic corporation, including liability to any  
30 shareholders having appraisal rights under ss.  
31 607.1301-607.1333 with respect to such conversion.

1       (4) Any claim existing or action or proceeding pending  
2 by or against any domestic corporation that is converted into  
3 another business entity may be continued as if the conversion  
4 did not occur. If the converted entity is a foreign entity, it  
5 shall be deemed to have consented to the jurisdiction of the  
6 courts of this state to enforce any obligation of the  
7 converting domestic corporation if, before the conversion, the  
8 converting domestic corporation was subject to suit in this  
9 state on the obligation. A converted entity that is a foreign  
10 entity and not authorized to transact business in this state  
11 shall appoint the Department of State as its agent for service  
12 of process for purposes of enforcing an obligation under this  
13 subsection, including any appraisal rights of shareholders  
14 under ss. 607.1301-607.1333 to the extent applicable to the  
15 conversion. Service on the Department of State under this  
16 subsection shall be made in the same manner and with the same  
17 consequences as under s. 48.181.

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

22       (6) The shares, obligations, and other securities, or  
23 rights to acquire shares, obligations, or other securities, of  
24 the domestic corporation shall be converted into the  
25 partnership interests, limited liability company interests,  
26 obligations, or other securities of the other business entity,  
27 including any rights to acquire any such interests,  
28 obligations, or other securities, or, in whole or in part,  
29 into cash, or other consideration, as provided in the plan of  
30 conversion. The former shareholders of the converting domestic  
31 corporation shall be entitled only to the rights provided in



1 the plan of conversion and to their appraisal rights, if any,  
2 under ss. 607.1301-607.1333 or other applicable law.

3 607.1115 Conversion of another business entity to a  
4 domestic corporation.--

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

15 (2) Any other business entity may convert to a  
16 domestic corporation if the conversion is permitted by the  
17 laws of the jurisdiction that enacted the applicable laws  
18 governing the other business entity and the other business  
19 entity complies with such laws and the requirements of this  
20 section in effecting the conversion. The other business entity  
21 shall file with the Department of State in accordance with s.  
22 607.0120:

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

25 (b) Articles of incorporation that comply with s.  
26 607.0202 and have been executed in accordance with s.  
27 607.0120.

28 (3) The certificate of conversion shall state:

29 (a) The date on which, and the jurisdiction in which,  
30 the other business entity was first organized and, if the

31

1 entity has changed, its jurisdiction immediately prior to its  
2 conversion.

3 (b) The name of the other business entity immediately  
4 prior to the filing of the certificate of conversion to a  
5 corporation.

6 (c) The name of the corporation as set forth in its  
7 articles of incorporation filed in accordance with subsection  
8 (2).

9 (d) The delayed effective date or time, which, subject  
10 to the limitations in s. 607.0123(2), shall be a date or time  
11 certain, of the conversion if the conversion is not to be  
12 effective upon the filing of the certificate of conversion and  
13 the articles of incorporation, provided such delayed effective  
14 date may not be different than the effective date and time of  
15 the articles of incorporation.

16 (4) Upon the filing with the Department of State of  
17 the certificate of conversion and the articles of  
18 incorporation, or upon the delayed effective date or time of  
19 the certificate of conversion and the articles of  
20 incorporation, the other business entity shall be converted  
21 into a domestic corporation and the corporation shall  
22 thereafter be subject to all of the provisions of this  
23 chapter, except notwithstanding s. 607.0123, the existence of  
24 the corporation shall be deemed to have commenced when the  
25 other business entity commenced its existence in the  
26 jurisdiction in which the other business entity was first  
27 organized.

28 (5) The conversion of any other business entity into a  
29 domestic corporation shall not affect any obligations or  
30 liabilities of the other business entity incurred prior to its  
31

1 conversion to a domestic corporation or the personal liability  
2 of any person incurred prior to such conversion.

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

25 (7) Unless otherwise agreed, or as required under  
26 applicable laws of states other than this state, the  
27 converting entity shall not be required to wind up its affairs  
28 or pay its liabilities and distribute its assets and the  
29 conversion shall not constitute a dissolution of such entity  
30 and shall constitute a continuation of the existence of the  
31 converting entity in the form of a domestic corporation.

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

23           Section 2. Effective upon this section becoming a law,  
24 paragraph (c) is added to subsection (4) of section 607.1301,  
25 Florida Statutes, to read:

26           607.1301 Appraisal rights; definitions.--The following  
27 definitions apply to ss. 607.1302-607.1333:

28           (4) "Fair value" means the value of the corporation's  
29 shares determined:

30           (c) For a corporation with ten or fewer shareholders,  
31 without discounting for lack of marketability or minority.

1           Section 3. Paragraph (a) of subsection (1) of section  
2 607.1302, Florida Statutes, is amended to read:

3           607.1302 Right of shareholders to appraisal.--

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

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

17           Section 4. Subsections (1) and (5) of section 608.407,  
18 Florida Statutes, are amended, and subsection (6) is added to  
19 that section, to read:

20           608.407 Articles of organization.--

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

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

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

30           (c) The name and street address of its initial  
31 registered agent for service of process in the state. The

1 articles of organization shall include or be accompanied by  
2 the written statement required by s. 608.415.

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

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

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

31

1           Section 5. Paragraph (a) of subsection (1) of section  
2 608.4225, Florida Statutes, is amended to read:

3           608.4225 General standards for managers and managing  
4 members.--

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

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

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

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

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

27           Section 6. Sections 608.4351, 608.4352, 608.4353,  
28 608.4354, 608.4355, 608.4356, 608.4357, 608.43575, 608.4358,  
29 608.43585, 608.4359, and 608.43595, Florida Statutes, are  
30 created to read:

31

1           608.4351 Appraisal rights; definitions.--The following  
2 definitions apply to this section and ss. 608.4352-608.43595:

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

8           (2) "Appraisal event" means an event described in s.  
9 608.4352(1).

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

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

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

18           (a) Immediately before the effectuation of the  
19 appraisal event to which the member objects.

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

27           (c) For a limited liability company with ten or fewer  
28 members, without discounting for lack of marketability or  
29 minority status.

30           (6) "Interest" means interest from the effective date  
31 of the appraisal event to which the member objects until the



1 date of payment, at the rate of interest determined for  
2 judgments in accordance with s. 55.03, determined as of the  
3 effective date of the appraisal event.

4 (7) "Limited liability company" means the domestic  
5 limited liability company that issued the membership interest  
6 held by a member demanding appraisal, and for matters covered  
7 in ss. 608.4352-608.43595, includes the converted entity in a  
8 conversion or the surviving entity in a merger.

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

17 (9) "Senior executive" means a manager or managing  
18 member or the chief executive officer, chief operating  
19 officer, chief financial officer, or anyone in charge of a  
20 principal business unit or function of a limited liability  
21 company or of a manager or managing member of the limited  
22 liability company.

23 (10) "Member" means a record member or a beneficial  
24 member.

25 (11) "Membership interest" has the same meaning set  
26 forth in s. 608.402, except, if the appraisal rights of a  
27 member under s. 608.4352 pertain to only a certain class or  
28 series of a membership interest, the term "membership  
29 interest" means only the membership interest pertaining to  
30 such class or series.

31

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

4           608.4352 Right of members to appraisal.--

5           (1) A member of a domestic limited liability company  
6 is entitled to appraisal rights, and to obtain payment of the  
7 fair value of that member's membership interest, in the  
8 following events:

9           (a) Consummation of a merger of such limited liability  
10 company pursuant to this act and the member possessed the  
11 right to vote upon the merger; or

12           (b) Consummation of a conversion of such limited  
13 liability company pursuant to this act and the member  
14 possessed the right to vote upon the conversion.

15           (2) Notwithstanding subsection (1), the availability  
16 of appraisal rights shall be limited in accordance with the  
17 following provisions:

18           (a) Appraisal rights shall not be available for  
19 membership interests which are:

20           1. Listed on the New York Stock Exchange or the  
21 American Stock Exchange or designated as a national market  
22 system security on an interdealer quotation system by the  
23 National Association of Securities Dealers, Inc.; or

24           2. Not listed or designated as provided in  
25 subparagraph 1. but are issued by a limited liability company  
26 that has at least 500 members and all membership interests of  
27 the limited liability company, including membership interests  
28 that are limited to a right to receive distributions, have a  
29 market value of at least \$10 million, exclusive of the value  
30 of any such interests held by its managing members, managers,  
31 and other senior executives owning more than 10 percent of the

1 rights to receive distributions from the limited liability  
2 company.

3 (b) The applicability of paragraph (a) shall be  
4 determined as of the date fixed to determine the members  
5 entitled to receive notice of, and to vote upon, the appraisal  
6 event.

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

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

17 1. Any of the members' interests in the limited  
18 liability company or the limited liability company's assets  
19 are being acquired or converted, whether by merger,  
20 conversion, or otherwise, pursuant to the appraisal event by a  
21 person, or by an affiliate of a person, who:

22 a. Is, or at any time in the 1-year period immediately  
23 preceding approval of the appraisal event was, the beneficial  
24 owner of 20 percent or more of those interests in the limited  
25 liability company entitled to vote on the appraisal event,  
26 excluding any such interests acquired pursuant to an offer for  
27 all interests having such voting rights if such offer was made  
28 within 1 year prior to the appraisal event for consideration  
29 of the same kind and of a value equal to or less than that  
30 paid in connection with the appraisal event; or  
31

1           b. Directly or indirectly has, or at any time in the  
2 1-year period immediately preceding approval of the appraisal  
3 event had, the power, contractually or otherwise, to cause the  
4 appointment or election of any senior executives; or

5           2. Any of the members' interests in the limited  
6 liability company or the limited liability company's assets  
7 are being acquired or converted, whether by merger,  
8 conversion, or otherwise, pursuant to the appraisal event by a  
9 person, or by an affiliate of a person, who is, or at any time  
10 in the 1-year period immediately preceding approval of the  
11 appraisal event was, a senior executive of the limited  
12 liability company or a senior executive of any affiliate of  
13 the limited liability company, and that senior executive will  
14 receive, as a result of the limited liability company action,  
15 a financial benefit not generally available to members, other  
16 than:

17           a. Employment, consulting, retirement, or similar  
18 benefits established separately and not as part of or in  
19 contemplation of the appraisal event;

20           b. Employment, consulting, retirement, or similar  
21 benefits established in contemplation of, or as part of, the  
22 appraisal event that are not more favorable than those  
23 existing before the appraisal event or, if more favorable,  
24 that have been approved by the limited liability company; or

25           c. In the case of a managing member or manager of the  
26 limited liability company who will, during or as the result of  
27 the appraisal event, become a managing member, manager,  
28 general partner, or director of the surviving or converted  
29 entity or one of its affiliates, those rights and benefits as  
30 a managing member, manager, general partner, or director that  
31 are provided on the same basis as those afforded by the

1 surviving or converted entity generally to other managing  
2 members, managers, general partners, or directors of the  
3 surviving or converted entity or its affiliate.

4 (e) For the purposes of subparagraph (d)1.a. only, the  
5 term "beneficial owner" means any person who, directly or  
6 indirectly, through any contract, arrangement, or  
7 understanding, other than a revocable proxy, has or shares the  
8 right to vote, or to direct the voting of, an interest in a  
9 limited liability company with respect to approval of the  
10 appraisal event, provided a member of a national securities  
11 exchange shall not be deemed to be a beneficial owner of an  
12 interest in a limited liability company held directly or  
13 indirectly by it on behalf of another person solely because  
14 such member is the recordholder of interests in the limited  
15 liability company if the member is precluded by the rules of  
16 such exchange from voting without instruction on contested  
17 matters or matters that may affect substantially the rights or  
18 privileges of the holders of the interests in the limited  
19 liability company to be voted. When two or more persons agree  
20 to act together for the purpose of voting such interests, each  
21 member of the group formed thereby shall be deemed to have  
22 acquired beneficial ownership, as of the date of such  
23 agreement, of all voting interests in the limited liability  
24 company beneficially owned by any member of the group.

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

28 (a) Was not effectuated in accordance with the  
29 applicable provisions of this section and ss.  
30 608.4353-608.43595, or the limited liability company's  
31 articles of organization or operating agreement; or

1           (b) Was procured as a result of fraud or material  
2 misrepresentation.

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

6           608.4353 Assertion of rights by nominees and  
7 beneficial owners.--

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

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

26           (a) Submits to the limited liability company the  
27 record member's written consent to the assertion of such  
28 rights no later than the date referred to in s.  
29 608.4356(2)(b)2.

30  
31

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

4           608.4354 Notice of appraisal rights.--

5           (1) If a proposed appraisal event is to be submitted  
6 to a vote at a members' meeting, the meeting notice must state  
7 that the limited liability company has concluded that members  
8 are, are not, or may be entitled to assert appraisal rights  
9 under this act.

10           (2) If the limited liability company concludes that  
11 appraisal rights are or may be available, a copy of ss.  
12 608.4351-608.43595 must accompany the meeting notice sent to  
13 those record members entitled to exercise appraisal rights.

14           (3) If the appraisal event is to be approved other  
15 than by a members' meeting, the notice referred to in  
16 subsection (1) must be sent to all members at the time that  
17 consents are first solicited, whether or not consents are  
18 solicited from all members, and include the materials  
19 described in s. 608.4356.

20           608.4355 Notice of intent to demand payment.--

21           (1) If a proposed appraisal event is submitted to a  
22 vote at a members' meeting, or is submitted to a member  
23 pursuant to a consent vote, a member who is entitled to and  
24 who wishes to assert appraisal rights with respect to any  
25 class or series of membership interests:

26           (a) Must deliver to a manager or managing member of  
27 the limited liability company before the vote is taken, or  
28 within 20 days after receiving the notice pursuant to s.  
29 608.4353(3) if action is to be taken without a member meeting,  
30 written notice of such person's intent to demand payment if  
31 the proposed appraisal event is effectuated.

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

4        (2) A person who may otherwise be entitled to  
5 appraisal rights, but who does not satisfy the requirements of  
6 subsection (1), is not entitled to payment under ss.  
7 608.4351-608.43595.

8            608.4356 Appraisal notice and form.--

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

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

16        (a) Supply a form that specifies the date that the  
17 appraisal event became effective and that provides for the  
18 member to state:

19            1. The member's name and address.

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

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

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

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

28        (b) State:

29            1. Where the form described in paragraph (a) must be  
30 sent.

31



1           2. A date by which the limited liability company must  
2 receive the form, which date may not be fewer than 40 nor more  
3 than 60 days after the date the appraisal notice and form  
4 described in this subsection are sent, and that the member  
5 shall have waived the right to demand appraisal with respect  
6 to the membership interests unless the form is received by the  
7 limited liability company by such specified date.

8           3. In the case of membership interests represented by  
9 a certificate, the location at which certificates for such  
10 certificated membership interests must be deposited, if that  
11 action is required by the limited liability company, and the  
12 date by which those certificates must be deposited, which date  
13 may not be earlier than the date for receiving the required  
14 form under subparagraph 2.

15           4. The limited liability company's estimate of the  
16 fair value of the membership interests.

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

20           6. That, if requested in writing, the limited  
21 liability company will provide to the member so requesting,  
22 within 10 days after the date specified in subparagraph 2.,  
23 the number of members who return the forms by the specified  
24 date and the total number of membership interests owned by  
25 them.

26           7. The date by which the notice to withdraw under s.  
27 608.4357 must be received, which date must be within 20 days  
28 after the date specified in subparagraph 2.

29           (c) Be accompanied by:

30           1. Financial statements of the limited liability  
31 company that issued the membership interests to be appraised,

1 consisting of a balance sheet as of the end of the fiscal year  
2 ending not more than 15 months prior to the date of the  
3 limited liability company's appraisal notice, an income  
4 statement for that year, a cash flow statement for that year,  
5 and the latest available interim financial statements, if any.

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

7 608.4357 Perfection of rights; right to withdraw.--

8 (1) A member who wishes to exercise appraisal rights  
9 must execute and return the form received pursuant to s.  
10 608.4356(1) and, in the case of certificated membership  
11 interests and if the limited liability company so requires,  
12 deposit the member's certificates in accordance with the terms  
13 of the notice by the date referred to in the notice pursuant  
14 to s. 608.4356(2)(b)2. Once a member deposits that member's  
15 certificates or, in the case of uncertificated membership  
16 interests, returns the executed form described in s.  
17 608.4356(2), the member loses all rights as a member, unless  
18 the member withdraws pursuant to subsection (3). Upon  
19 receiving a demand for payment from a member who holds an  
20 uncertificated membership interest, the limited liability  
21 company shall make an appropriate notation of the demand for  
22 payment in its records.

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

26 (3) A member who has complied with subsection (1) may  
27 nevertheless decline to exercise appraisal rights and withdraw  
28 from the appraisal process by so notifying the limited  
29 liability company in writing by the date set forth in the  
30 appraisal notice pursuant to s. 608.4356(2)(b)7. A member who  
31 fails to so withdraw from the appraisal process may not

1 thereafter withdraw without the limited liability company's  
2 written consent.

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

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

26 608.43575 Member's acceptance of limited liability  
27 company's offer.--

28 (1) If the member states on the form provided in s.  
29 608.4356(1) that the member accepts the offer of the limited  
30 liability company to pay the limited liability company's  
31 estimated fair value for the membership interest, the limited

1 liability company shall make such payment to the member within  
2 90 days after the limited liability company's receipt of the  
3 items required by s. 608.4357(1).

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

6 608.4358 Procedure if member is dissatisfied with  
7 offer.--

8 (1) A member who is dissatisfied with the limited  
9 liability company's offer as set forth pursuant to s.  
10 608.4356(2)(b)5. must notify the limited liability company on  
11 the form provided pursuant to s. 608.4356(1) of the member's  
12 estimate of the fair value of the membership interest and  
13 demand payment of that estimate plus interest.

14 (2) A member who fails to notify the limited liability  
15 company in writing of the member's demand to be paid the  
16 member's estimate of the fair value plus interest under  
17 subsection (1) within the timeframe set forth in s.  
18 608.4356(2)(b)2. waives the right to demand payment under this  
19 section and shall be entitled only to the payment offered by  
20 the limited liability company pursuant to s. 608.4356(2)(b)5.

21 608.43585 Court action.--

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

31

1           (2) The proceeding shall be commenced in the  
2 appropriate court of the county in which the limited liability  
3 company's principal office in this state is located or, if  
4 none, the county in which its registered agent is located. If  
5 the limited liability company is a foreign limited liability  
6 company without a registered agent in this state, the  
7 proceeding shall be commenced in the county in this state in  
8 which the principal office or registered agent of the domestic  
9 limited liability company was located at the time of the  
10 appraisal event.

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

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

30           (5) Each member made a party to the proceeding is  
31 entitled to judgment for the amount of the fair value of such

1 member's membership interests, plus interest, as found by the  
2 court.

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

8 608.4359 Court costs and counsel fees.--

9 (1) The court in an appraisal proceeding shall  
10 determine all costs of the proceeding, including the  
11 reasonable compensation and expenses of appraisers appointed  
12 by the court. The court shall assess the costs against the  
13 limited liability company, except that the court may assess  
14 costs against all or some of the members demanding appraisal,  
15 in amounts the court finds equitable, to the extent the court  
16 finds such members acted arbitrarily, vexatiously, or not in  
17 good faith with respect to the rights provided by this  
18 chapter.

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

22 (a) Against the limited liability company and in favor  
23 of any or all members demanding appraisal if the court finds  
24 the limited liability company did not substantially comply  
25 with ss. 608.4353 and 608.4356; or

26 (b) Against either the limited liability company or a  
27 member demanding appraisal, in favor of any other party, if  
28 the court finds that the party against whom the fees and  
29 expenses are assessed acted arbitrarily, vexatiously, or not  
30 in good faith with respect to the rights provided by this  
31 chapter.

1       (3) If the court in an appraisal proceeding finds that  
2 the services of counsel for any member were of substantial  
3 benefit to other members similarly situated, and that the fees  
4 for those services should not be assessed against the limited  
5 liability company, the court may award to such counsel  
6 reasonable fees to be paid out of the amounts awarded the  
7 members who were benefited.

8       (4) To the extent the limited liability company fails  
9 to make a required payment pursuant to s. 608.43575, the  
10 member may sue directly for the amount owed and, to the extent  
11 successful, shall be entitled to recover from the limited  
12 liability company all costs and expenses of the suit,  
13 including attorney's fees.

14       608.43595 Limitation on limited liability company  
15 payment.--

16       (1) No payment shall be made to a member seeking  
17 appraisal rights if, at the time of payment, the limited  
18 liability company is unable to meet the distribution standards  
19 of s. 608.428. In such event, the member shall, at the  
20 member's option:

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

24       (b) Retain the status as a claimant against the  
25 limited liability company and, if the limited liability  
26 company is liquidated, be subordinated to the rights of  
27 creditors of the limited liability company but have rights  
28 superior to the members not asserting appraisal rights and if  
29 it is not liquidated, retain the right to be paid for the  
30 membership interest, which right the limited liability company  
31

1 shall be obliged to satisfy when the restrictions of this  
 2 section do not apply.

3 (2) The member shall exercise the option under  
 4 paragraph (1)(a) or paragraph (1)(b) by written notice filed  
 5 with the limited liability company within 30 days after the  
 6 limited liability company has given written notice that the  
 7 payment for the membership interests cannot be made because of  
 8 the restrictions of this section. If the member fails to  
 9 exercise the option, the member shall be deemed to have  
 10 withdrawn the notice of intent to assert appraisal rights.

11 Section 7. Subsection (1), paragraphs (a), (d), (e),  
 12 and (f) of subsection (3), and paragraph (d) of subsection (4)  
 13 of section 608.438, Florida Statutes, are amended to read:

14 608.438 Merger of limited liability company.--

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

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

29 (a) The name of each limited liability company and the  
 30 name and jurisdiction of formation, organization, or  
 31 incorporation of each other business entity planning to merge,



1 and the name of the surviving or resulting limited liability  
 2 company or other business entity into which each other limited  
 3 liability company or other business entity plans to merge,  
 4 which is, in this section and in ss. 608.4381-~~608.4383~~  
 5 ~~608.4384~~, designated as the surviving entity.

6 ~~(d) If a partnership is to be the surviving entity,~~  
 7 ~~the names and business addresses of the general partners of~~  
 8 ~~the surviving entity.~~

9 ~~(e) If a limited liability company is to be the~~  
 10 ~~surviving entity, and management thereof is vested in one or~~  
 11 ~~more managers or managing members, the names and business~~  
 12 ~~addresses of such managers or managing members.~~

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

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

18 (d) A statement of, or a statement of the method of  
 19 determining, the "fair value," as defined in s. 608.4351  
 20 ~~608.4384(1)(b)~~, of an interest in any domestic limited  
 21 liability company that is a party to the merger.

22 Section 8. Subsection (2), paragraphs (c), (d), (e),  
 23 and (f) of subsection (4), and subsection (6) of section  
 24 608.4381, Florida Statutes, are amended to read:

25 608.4381 Action on plan of merger.--

26 (2) In addition to the approval required by subsection  
 27 (1), if the surviving entity is a partnership or limited  
 28 partnership, no member of a limited liability company that is  
 29 a party to the merger shall, as a result of the merger, become  
 30 a general partner of such partnership or limited partnership  
 31 ~~the surviving entity~~ unless such member specifically consents

1 in writing to becoming a general partner of such partnership  
2 or limited partnership, ~~the surviving entity~~ and unless such  
3 written consent is obtained from each such member ~~who, as a~~  
4 ~~result of the merger, would become a general partner of the~~  
5 ~~surviving entity~~, such merger shall not become effective under  
6 s. 608.4383. Any member providing such consent in writing  
7 shall be deemed to have voted in favor of the plan of merger  
8 for purposes of ss. 608.4351-608.43595 ~~s. 608.4384~~.

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

11 (c) The statement or statements required by ss.  
12 608.4351-608.43595 regarding availability of appraisal rights,  
13 if any, to members of the limited liability company ~~A clear~~  
14 ~~and concise statement that, if the plan of merger is effected,~~  
15 ~~members dissenting therefrom may be entitled, if they comply~~  
16 ~~with the provisions of s. 608.4384 regarding the rights of~~  
17 ~~dissenting members, to be paid the fair value of their~~  
18 ~~interests, which shall be accompanied by a copy of s.~~  
19 ~~608.4384.~~

20 ~~(d) A statement of, or a statement of the method of~~  
21 ~~determining, the "fair value," as defined in s.~~  
22 ~~608.4384(1)(b), of an interest in the limited liability~~  
23 ~~company, in the case of a limited liability company in which~~  
24 ~~management is not reserved to its members, as determined by~~  
25 ~~the managers of such limited liability company, which~~  
26 ~~statement may consist of a reference to the applicable~~  
27 ~~provisions of such limited liability company's articles of~~  
28 ~~organization or operating agreement that determine the fair~~  
29 ~~value of an interest in the limited liability company for such~~  
30 ~~purposes, and which shall constitute an offer by the limited~~  
31 ~~liability company to purchase at such fair value any interests~~

1 ~~of a "dissenter," as defined in s. 608.4384(1)(a), unless and~~  
2 ~~until such dissenter's right to receive the fair value of the~~  
3 ~~dissenter's interests in the limited liability company is~~  
4 ~~terminated pursuant to s. 608.4384(8).~~

5 (d)(e) The date on which such notification was mailed  
6 or delivered to the members.

7 (e)(f) Any other information concerning the plan of  
8 merger.

9 (6) A plan of merger may provide for the manner, if  
10 any, in which the plan of merger may be amended at any time  
11 before the effective date of the merger, except after the  
12 approval of the plan of merger by the members of a limited  
13 liability company that is a party to the merger, the plan of  
14 merger may not be amended to:

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

20 (b) If the surviving entity is a limited liability  
21 company, change any term of the articles of organization or  
22 the operating agreement of the surviving entity, except for  
23 changes that otherwise could be adopted without the approval  
24 of the members of the surviving entity;

25 (c) If the surviving entity is not a limited liability  
26 company, change any term of the articles of incorporation or  
27 comparable governing document of the surviving entity, except  
28 for changes that otherwise could be adopted by the board of  
29 directors or comparable representatives of the surviving  
30 entity; or

31

1           (d) Change any of the terms and conditions of the plan  
2 of merger if any such change, alone or in the aggregate, would  
3 materially and adversely affect the members, or any class or  
4 group of members, of such limited liability company.

5  
6 If an amendment to a plan of merger is made in accordance the  
7 plan and articles of merger have been filed with the  
8 Department of State, an amended certificate ~~articles~~ of merger  
9 executed by each limited liability company and other business  
10 entity that is a party to the merger shall be filed with the  
11 Department of State prior to the effective date of the merger.

12           Section 9. Section 608.4382, Florida Statutes, is  
13 amended to read:

14           608.4382 Certificate ~~Articles~~ of merger.--

15           (1) After a plan of merger is approved by each limited  
16 liability company and each other business entity that is a  
17 party to the merger, the surviving entity shall deliver to the  
18 Department of State for filing a certificate ~~articles~~ of  
19 merger, which shall be executed by each limited liability  
20 company and by each other business entity as required by  
21 applicable law, and which shall set forth:

22           (a) The plan of merger.

23           (b) A statement that the plan of merger was approved  
24 by each limited liability company that is a party to the  
25 merger in accordance with the applicable provisions of this  
26 chapter, and, if applicable, a statement that the written  
27 consent of each member of such limited liability company who,  
28 as a result of the merger, becomes a general partner of the  
29 surviving entity has been obtained pursuant to s. 608.4381(2).

30  
31

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

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

7 (e) A statement that the plan of merger was approved  
8 by each other business entity that is a party to the merger,  
9 other than limited liability companies, partnerships, and  
10 corporations formed, organized, or incorporated under the laws  
11 of this state, in accordance with the applicable laws of the  
12 state, country, or jurisdiction under which such other  
13 business entity is formed, organized, or incorporated.

14 (f) The effective date of the merger, which may be on  
15 or after the date of filing the certificate articles of  
16 merger, subject to the limitations in s. 608.409(2),  
17 provided, if the certificate articles of merger does ~~do~~ not  
18 provide for an effective date of the merger, the effective  
19 date shall be the date on which the certificate articles of  
20 merger is ~~are~~ filed.

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

24 1. The address, including street and number, if any,  
25 of its principal office under the laws of the state, country,  
26 or jurisdiction in which it was formed, organized, or  
27 incorporated.

28 2. If the surviving entity is a foreign entity and is  
29 not authorized to transact business in this state, a statement  
30 that the surviving entity appoints ~~is deemed to have appointed~~  
31 the Secretary of State as its agent for service of process in

1 a proceeding to enforce obligations ~~any obligation or the~~  
 2 ~~rights of dissenting members~~ of each limited liability company  
 3 that merged into such entity, including any appraisal rights  
 4 of its members under ss. 608.4351-608.43595, and the street  
 5 and mailing address of an office which the Department of State  
 6 may use for purposes of s. 48.181 ~~is a party to the merger.~~

7 3. A statement that the surviving entity has agreed to  
 8 ~~promptly~~ pay to any members with appraisal rights the  
 9 ~~dissenting members of each limited liability company that is a~~  
 10 ~~party to the merger~~ the amount, ~~if any,~~ to which such  
 11 ~~dissenting~~ members are entitled under ss. 608.4351-608.43595  
 12 ~~s. 608.4384.~~

13 (2) A copy of the certificate ~~articles~~ of merger,  
 14 certified by the Department of State, may be filed in the  
 15 official records of any ~~office of the official who is the~~  
 16 ~~recording officer of each~~ county in this state in which any  
 17 ~~real property of a party to the merger~~ holds an interest in  
 18 real property ~~other than the surviving entity is situated.~~

19 Section 10. Subsections (2), (3), and (7) of section  
 20 608.4383, Florida Statutes, are amended to read:

21 608.4383 Effect of merger.--When a merger becomes  
 22 effective:

23 (2) The title to all real estate and other property,  
 24 or any interest therein, owned by each domestic limited  
 25 liability company and other business entity that is a party to  
 26 the merger is vested in the surviving entity without reversion  
 27 or impairment by reason of this chapter. ~~The surviving entity~~  
 28 ~~shall record a certified copy of the articles of merger in any~~  
 29 ~~county in which a merging entity holds an interest in real~~  
 30 ~~property.~~

31

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

7           (7) The ~~interests,~~ partnership and membership  
 8 interests, shares, obligations, or other securities and other  
 9 interests, and the rights to acquire such interests,  
 10 ~~partnership interests,~~ shares, obligations, or other  
 11 securities and other interests, of each limited liability  
 12 company and other business entity that is a party to the  
 13 merger shall be converted into ~~interests,~~ partnership and  
 14 membership interests, shares, obligations, or other securities  
 15 and other interests, or rights to such securities,  
 16 obligations, or other interests, of the surviving entity or  
 17 ~~any other limited liability company or other business entity~~  
 18 ~~or,~~ in whole or in part, into cash or other property as  
 19 provided in the plan of merger, and the former members of each  
 20 limited liability company merging into another business entity  
 21 ~~holders of interests, partnership interests, shares,~~  
 22 ~~obligations, or other securities, or rights to such~~  
 23 ~~securities,~~ shall be entitled only to the rights provided in  
 24 the plan of merger and to their appraisal rights as  
 25 ~~dissenters,~~ if any, under ss. 608.4351-608.43595 ~~s. 608.4384,~~  
 26 ~~ss. 607.1301-607.1320, s. 620.205,~~ or other applicable law.

27           Section 11. Section 608.439, Florida Statutes, is  
 28 amended to read:

29           608.439 Conversion of certain entities to a limited  
 30 liability company.--

31

1           (1) As used in this section, the term "other business  
 2 entity" or "another business entity" means a common law or  
 3 business trust or association; ~~a real estate investment~~  
 4 trust; ~~a general partnership common law trust, or any other~~  
 5 ~~unincorporated business~~, including a limited liability  
 6 partnership; ~~a limited partnership, whether general~~  
 7 ~~(including a registered limited liability limited~~  
 8 partnership;) or any other domestic or foreign entity that is  
 9 organized under a governing law or other applicable law,  
 10 provided such term shall not include a domestic limited  
 11 ~~(including a registered limited liability limited partnership)~~  
 12 ~~or a foreign limited liability company.~~

13           (2) Any other business entity may convert to a  
 14 domestic limited liability company if the conversion is  
 15 permitted by the laws of the jurisdiction that enacted the  
 16 statute or other applicable law governing the other business  
 17 entity and the other business entity complies with such laws  
 18 and the requirements of this section in effecting the  
 19 conversion. The other business entity shall file with ~~by~~  
 20 ~~complying with subsection (8) and filing in~~ the Department of  
 21 State in accordance with s. 608.4081:

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

25           (b) Articles of organization that comply with s.  
 26 608.407 and have been executed by one or more authorized  
 27 persons in accordance with s. 608.408.

28           (3) The certificate of conversion to a limited  
 29 liability company shall state:

30           (a) The date on which and jurisdiction in which the  
 31 other entity was first organized ~~created, formed, or otherwise~~



1 ~~came into being~~ and, if it has changed, its jurisdiction  
2 immediately prior to its conversion to a domestic limited  
3 liability company.†

4 (b) The name of the other entity immediately prior to  
5 the filing of the certificate of conversion. ~~to a limited~~  
6 ~~liability company;~~

7 (c) The name of the limited liability company as set  
8 forth in its articles of organization filed in accordance with  
9 subsection (2).† ~~and~~

10 (d) Subject to the limitations in s. 608.409(2), the  
11 delayed future effective date or time (which shall be a date  
12 or time certain) of the conversion to a limited liability  
13 company if it is not to be effective upon the filing of the  
14 certificate of conversion ~~to a limited liability company~~ and  
15 the articles of organization, provided such delayed effective  
16 date and time may not be different than the effective date of  
17 the articles of organization.

18 (4) Upon the filing in the Department of State of the  
19 certificate of conversion to a limited liability company and  
20 the articles of organization or upon the delayed future  
21 effective date or time of the certificate of conversion ~~to a~~  
22 ~~limited liability company~~ and the articles of organization,  
23 the other entity shall be converted into a domestic limited  
24 liability company and the limited liability company shall  
25 thereafter be subject to all of the provisions of this  
26 chapter, except that notwithstanding s. 608.409, the existence  
27 of the limited liability company shall be deemed to have  
28 commenced when ~~on the date~~ the other entity commenced its  
29 existence in the jurisdiction in which the other entity was  
30 first organized ~~created, formed, incorporated, or otherwise~~  
31 ~~came into being.~~

1           (5) The conversion of any other entity into a domestic  
2 limited liability company shall not affect any obligations or  
3 liabilities of the other entity incurred prior to its  
4 conversion into ~~to~~ a domestic limited liability company or the  
5 personal liability of any person incurred prior to such  
6 conversion.

7           (6) When any conversion becomes effective under this  
8 section, for all purposes of the laws of this state, all of  
9 the rights, privileges, and powers of the other entity that  
10 has converted, and all property, real, personal, and mixed,  
11 and all debts due to such other entity, as well as all other  
12 things and causes of action belonging to such other entity,  
13 shall be vested in the domestic limited liability company into  
14 which it was converted and shall thereafter be the property of  
15 the domestic limited liability company as they were of the  
16 other entity that has converted, and the title to any real  
17 property vested by deed or otherwise in such other entity  
18 shall not revert or be in any way impaired by reason of this  
19 chapter, but all rights of creditors and all liens upon any  
20 property of such other entity shall be preserved unimpaired,  
21 and all debts, liabilities, and duties of the other entity  
22 that has converted shall thenceforth attach to the domestic  
23 limited liability company and may be enforced against it to  
24 the same extent as if said debts, liabilities, and duties had  
25 been incurred or contracted by it.

26           (7) Unless otherwise agreed, or as required under  
27 applicable non-Florida law, the converting entity shall not be  
28 required to wind up its affairs or pay its liabilities and  
29 distribute its assets, and the conversion shall not constitute  
30 a dissolution of the converting ~~such~~ entity and shall  
31

1 constitute a continuation of the existence of the converting  
2 entity in the form of a domestic limited liability company.

3 (8) Prior to filing a certificate of conversion ~~to~~  
4 ~~limited liability company~~ with the Department of State, the  
5 conversion shall be approved in the manner provided for by the  
6 document, instrument, agreement, or other writing, as the case  
7 may be, governing the internal affairs of the other entity and  
8 the conduct of its business or by applicable law, as  
9 appropriate, and the articles of organization or operating  
10 agreement shall be approved by the same authorization required  
11 to approve the conversion. As part of such an approval, a plan  
12 of conversion or other record may describe the manner and  
13 basis of converting the shares, partnership interests, limited  
14 liability company interests, obligations, or securities of, or  
15 other interests in, the other business entity which is to be  
16 converted, or any rights to acquire any such shares,  
17 interests, obligations, or other securities, into limited  
18 liability company interests, obligations, or other securities  
19 of the domestic limited liability company, or rights to  
20 acquire interests, obligations, or other securities, or, in  
21 whole or in part, into cash or other consideration. Such a  
22 plan or other record may also contain other provisions  
23 relating to the conversion, including without limitation the  
24 right of the other business entity to abandon a proposed  
25 conversion, or an effective date for the conversion that is  
26 not inconsistent with paragraph (3)(d).

27 (9) The provisions of this section shall not be  
28 construed to limit the accomplishment of a change in the law  
29 governing, or the domicile of, any other entity to this state  
30 by any other means provided for in the articles of  
31 organization or operating agreement or other agreement or as

1 otherwise permitted by law, including by the amendment of the  
2 articles of organization or operating agreement or other  
3 agreement.

4 Section 12. Sections 608.4401, 608.4402, 608.4403, and  
5 608.4404, Florida Statutes, are created to read:

6 608.4401 Conversion of a domestic limited liability  
7 company into another business entity.--

8 (1) As used in this section and ss. 608.4402,  
9 608.4403, and 608.4404, the term "other business entity" or  
10 "another business entity" means a corporation; a common law or  
11 business trust or association; a real estate investment trust;  
12 a general partnership, including a limited liability  
13 partnership; a limited partnership, including a limited  
14 liability limited partnership; or any other domestic or  
15 foreign entity that is organized under a governing law or  
16 other applicable law, provided such term shall not include a  
17 domestic limited liability company.

18 (2) Pursuant to a plan of conversion complying and  
19 approved in accordance with this section and s. 608.4402, a  
20 domestic limited liability company may convert to another  
21 business entity organized under the laws of this state or any  
22 other state, the United States, a foreign country, or any  
23 other foreign jurisdiction, if:

24 (a) The domestic limited liability company converting  
25 to the other business entity complies with the applicable  
26 provisions of this chapter and any applicable terms in its  
27 articles of organization and operating agreement.

28 (b) The conversion is permitted by the laws of the  
29 jurisdiction that enacted the law or other applicable law  
30 under which the other business entity is governed and the  
31

1 other business entity complies with such laws in effecting the  
2 conversion.

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

4 (a) The name of the domestic limited liability company  
5 and the name and jurisdiction of the other business entity  
6 into which the domestic limited liability company is to be  
7 converted.

8 (b) The terms and conditions of the conversion,  
9 including the manner and basis of converting the limited  
10 liability company interests or other securities, or any rights  
11 to acquire limited liability company interests or other  
12 securities, of the domestic limited liability company into the  
13 partnership interests, shares, obligations, securities, or  
14 other interests in the other business entity, or any rights to  
15 acquire any partnership interests, shares, obligations,  
16 securities, or other interests, or, in whole or in part, into  
17 cash or other consideration.

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

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

25 (5) A plan of conversion may provide for the manner,  
26 if any, in which the plan of conversion may be amended at any  
27 time before the effective date of the conversion, except after  
28 the approval of the plan of conversion by the members of the  
29 limited liability company to be converted, the plan of  
30 conversion may not be amended to:

31

1           (a) Change the amount or kind of partnership  
2 interests, shares, obligations, securities, cash, rights, or  
3 any other consideration to be received by the members of such  
4 limited liability company in exchange for or on conversion of  
5 their member interests in or other securities of the limited  
6 liability company;

7           (b) Change any term of the articles of incorporation  
8 or organization, bylaws, partnership or operating agreement,  
9 or comparable governing document of the surviving entity,  
10 except for changes that otherwise could be adopted without  
11 approval of the members approving the plan of conversion; or

12           (c) Change any of the terms and conditions of the plan  
13 of conversion if any such change, alone or in the aggregate,  
14 would materially and adversely affect the members, or any  
15 class or group of members, of such limited liability company.

16  
17 If an amendment to a plan of conversion is made in accordance  
18 with the plan of conversion and a certificate of conversion  
19 has been filed with the Department of State, an amended  
20 certificate of conversion executed by the limited liability  
21 company shall be filed with the Department of State prior to  
22 the effective date of the conversion.

23           (6) The plan of conversion may also set forth any  
24 other provisions relating to the conversion, including,  
25 without limitation, a statement of the method of determining,  
26 the fair value, as defined in s 608.4351, of an interest in  
27 the limited liability company.

28           608.4402 Action on plan of conversion.--

29           (1) Unless the articles of organization or the  
30 operating agreement of a limited liability company requires a  
31 greater than majority vote, the plan of conversion shall be

1 approved in writing by a majority of the managers who are  
2 members of a converting limited liability company in which  
3 management is not reserved to its members. If no manager is a  
4 member, the plan of conversion shall be approved by vote of  
5 the members as set forth in this section. Unless the articles  
6 of organization or the operating agreement of the converting  
7 limited liability company requires a greater than majority  
8 vote or provides for another method of determining the voting  
9 rights of each of its members, and whether or not management  
10 is reserved to its members, the plan of conversion shall be  
11 approved in writing by a majority-in-interest of the members  
12 of the converting limited liability company and, if  
13 applicable, the vote of each member shall be weighted in  
14 accordance with s. 608.4231, provided, unless the articles of  
15 organization or the operating agreement of the converting  
16 limited liability company requires a greater than majority  
17 vote or provides for another method of determining the voting  
18 rights of each of its members, if there is more than one class  
19 or group of members, the conversion shall be approved by a  
20 majority-in-interest of the members of each such class or  
21 group, and, if applicable, the vote of each member shall be  
22 weighted in accordance with s. 608.4231.

23 (2) In addition to the approval required by subsection  
24 (1), if the other business entity is a partnership or limited  
25 partnership, no member of a converting limited liability  
26 company shall become a general partner of such partnership or  
27 limited partnership as a result of the conversion unless such  
28 member specifically consents in writing to becoming a general  
29 partner of such partnership or limited partnership, and,  
30 unless such written consent is obtained from each such member,  
31 the conversion shall not become effective under s. 608.4404.

1 Any member providing such consent in writing shall also be  
2 deemed to have voted in favor of the plan of conversion for  
3 purposes of ss. 608.4351-608.43595.

4 (3) All members of the limited liability company to be  
5 converted shall be given written notice of any meeting or  
6 other action with respect to the approval of a plan of  
7 conversion as provided in subsections (4) and (5), not fewer  
8 than 30 or more than 60 days before the date of the meeting at  
9 which the plan of conversion shall be submitted for approval  
10 by the members of such limited liability company, provided, if  
11 the plan of conversion is submitted to the members of the  
12 limited liability company for their written approval or other  
13 action without a meeting, such notification shall be given to  
14 each member not fewer than 30 or more than 60 days before the  
15 effective date of the conversion. Pursuant to s. 608.455, the  
16 notification required by this subsection may be waived in  
17 writing by any person entitled to such notification.

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

20 (a) The date, time, and place of the meeting, if any,  
21 at which the plan of conversion is to be submitted for  
22 approval by the members of the limited liability company or,  
23 if the plan of conversion is to be submitted for written  
24 approval or by other action without a meeting, a statement to  
25 that effect.

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

27 (c) The statement or statements required by ss.  
28 608.4351-608.43595 concerning availability of appraisal  
29 rights, if any, to members of the limited liability company.

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



1       (e) Any other information concerning the plan of  
2 conversion.

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

5           (a) The date such notification is received;

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

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

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

16       (6) Unless the converting limited liability company's  
17 articles of organization or operating agreement or the plan of  
18 conversion provide otherwise, notwithstanding the prior  
19 approval of the plan of conversion by the managers or members  
20 of a converting limited liability company in which management  
21 is not reserved to its members, and at any time prior to the  
22 filing of the certificate of conversion with the Department of  
23 State, the planned conversion may be abandoned, subject to any  
24 contractual rights, by such limited liability company by the  
25 affirmative vote of a majority of its managers without further  
26 action by its members, in accordance with the procedure set  
27 forth in the plan of conversion, or if none is set forth in  
28 such plan, in the manner determined by the managers of such  
29 limited liability company.

30       608.4403 Certificate of conversion.--  
31

1       (1) After a plan of conversion is approved by a  
2 converting limited liability company, the limited liability  
3 company shall deliver to the Department of State for filing a  
4 certificate of conversion, which shall be executed by the  
5 converting limited liability company, and which shall set  
6 forth:

7           (a) A statement that the limited liability company has  
8 been converted into another business entity in compliance with  
9 this chapter and that the conversion complies with the law or  
10 other applicable law governing the other business entity.

11           (b) A statement that the plan of conversion was  
12 approved by the converting limited liability company in  
13 accordance with this chapter and, if applicable, a statement  
14 that the written consent of each member of such limited  
15 liability company who, as a result of the conversion, becomes  
16 a general partner of the surviving entity has been obtained  
17 pursuant to s. 608.4402(2).

18           (c) The effective date of the conversion, which,  
19 subject to the limitations in s. 608.409(2), may be on or  
20 after the date of filing the certificate of conversion, but  
21 which shall not be different than the effective date of the  
22 conversion under the laws governing the other business entity  
23 into which the limited liability company has been converted.

24           (d) The address, including street and number, if any,  
25 of the principal office of the other business entity under the  
26 laws of the state, country, or jurisdiction in which such  
27 entity was organized.

28           (e) If the other business entity is a foreign entity  
29 and is not authorized to transact business in this state, a  
30 statement that the other business entity appoints the  
31 Secretary of State as its agent for service of process in a

1 proceeding to enforce obligations of the converting limited  
2 liability company, including any appraisal rights of its  
3 members under ss. 608.4351-608.43595 and the street and  
4 mailing address of an office which the Department of State may  
5 use for purposes of s. 48.181.

6 (f) A statement that the other business entity has  
7 agreed to pay to any members having appraisal rights the  
8 amount to which such members are entitled under ss.  
9 608.4351-608.43595.

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

14 608.4404 Effect of conversion.--When a conversion  
15 becomes effective:

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

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

25 (3) The other business entity into which the domestic  
26 limited liability company was converted shall continue to be  
27 responsible and liable for all the liabilities and obligations  
28 of such limited liability company, including any liability to  
29 members having appraisal rights under ss. 608.4351-608.43595  
30 with respect to such conversion.

31

1       (4) Any claim existing or action or proceeding pending  
2 by or against any domestic limited liability company that is  
3 converted into another business entity may be continued as if  
4 the conversion did not occur. If the converted entity is a  
5 foreign entity, such entity shall be deemed to have consented  
6 to the jurisdiction of the courts of this state to enforce any  
7 obligation of the converting domestic limited liability  
8 company if, before the conversion, the converting domestic  
9 limited liability company was subject to suit in this state on  
10 the obligation. A converted entity that is a foreign entity  
11 and not authorized to transact business in this state appoints  
12 the Department of State as its agent for service of process  
13 for purposes of enforcing an obligation under this subsection,  
14 including any appraisal rights of members under ss.  
15 608.4351-608.43595 to the extent applicable to the conversion.  
16 Service on the Department of State under this subsection is  
17 made in the same manner and with the same consequences as  
18 under s. 48.181.

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

23       (6) The member interests, obligations, and other  
24 securities, or rights to acquire any member interests,  
25 obligations, or other securities, of the domestic limited  
26 liability company shall be converted into the shares,  
27 partnership interests, interests, obligations, or other  
28 securities of the other business entity, including any rights  
29 to acquire any such shares, interests, obligations, or other  
30 securities, or, in whole or in part, into cash or other  
31 consideration as provided in the plan of conversion. The

1 former members of the converting domestic limited liability  
2 company shall be entitled only to the rights provided in the  
3 plan of conversion and to their appraisal rights, if any,  
4 under ss. 608.4351-608.43595 or other applicable law.

5 Section 13. Subsection (3) of section 608.452, Florida  
6 Statutes, is amended, subsections (9) and (10) of that section  
7 are renumbered as subsections (10) and (11), respectively, and  
8 new subsection (9) is added to that section, to read:

9 608.452 Fees of the Department of State.--The fees of  
10 the Department of State under this chapter are as follows:

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

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

17 Section 14. Subsection (16) of section 617.0302,  
18 Florida Statutes, is amended to read:

19 617.0302 Corporate powers.--Every corporation not for  
20 profit organized under this act, unless otherwise provided in  
21 its articles of incorporation or bylaws, shall have power to:

22 (16) Merge with other corporations or other business  
23 entities, both for profit and not for profit, domestic and  
24 foreign, if the surviving corporation or other surviving  
25 business entity is a corporation not for profit or other  
26 business entity that has been organized as a not-for-profit  
27 entity under a governing statute or other applicable law that  
28 permits such a merger.

29 Section 15. Subsection (1) of section 617.0505,  
30 Florida Statutes, is amended to read:

31

1           617.0505 Payment of dividends and distribution of  
2 income to members prohibited; issuance of certificates of  
3 membership; effect of stock issued under prior law.--

4           (1) A dividend may not be paid, and any part of the  
5 income or profit of a corporation may not be distributed, to  
6 its members, directors, or officers. A private club that is  
7 established for social, pleasure, or recreational purposes and  
8 organized as a corporation of which the equity interests are  
9 held by the members may purchase the equity membership  
10 interest of any member and the payment for such interest is  
11 not a distribution for purposes of this section. A corporation  
12 may pay compensation in a reasonable amount to its members,  
13 directors, or officers for services rendered, may confer  
14 benefits upon its members in conformity with its purposes,  
15 and, upon dissolution or final liquidation, may make  
16 distributions to its members as permitted by this act. If  
17 expressly permitted by its articles of incorporation, a  
18 corporation may make distributions upon partial liquidation to  
19 its members, as permitted by this section. Any such payment,  
20 benefit, or distribution does not constitute a dividend or a  
21 distribution of income or profit for purposes of this section.  
22 Any corporation which is a utility exempt from regulation  
23 under s. 367.022(7), whose articles of incorporation state  
24 that it is exempt from taxation under s. 501(c)(12) of the  
25 Internal Revenue Code, may make such refunds to its members,  
26 prior to a dissolution or liquidation, as its managing board  
27 deems necessary to establish or preserve its tax-exempt  
28 status. Any such refund does not constitute a dividend or a  
29 distribution of income or profit for purposes of this section.

30           Section 16. Section 617.1108, Florida Statutes, is  
31 created to read:

1           617.1108 Merger of domestic corporation and other  
 2 business entities.--Subject to s. 617.0302(16) and other  
 3 applicable provisions of this chapter, ss. 607.1108, 607.1109,  
 4 and 607.11101 shall apply to a merger involving a corporation  
 5 not for profit organized under this act and one or more other  
 6 business entities identified in s. 607.1108(1).

7           Section 17. Sections 620.1101, 620.1102, 620.1103,  
 8 620.1104, 620.1105, 620.1106, 620.1107, 620.1108, 620.1109,  
 9 620.1110, 620.1111, 620.1112, 620.1113, 620.1114, 620.1115,  
 10 620.1116, 620.1117, 620.1118, 620.1201, 620.1202, 620.1203,  
 11 620.1204, 620.1205, 620.1206, 620.1207, 620.1208, 620.1209,  
 12 620.1210, 620.1301, 620.1302, 620.1303, 620.1304, 620.1305,  
 13 620.1306, 620.1401, 620.1402, 620.1403, 620.1404, 620.1405,  
 14 620.1406, 620.1407, 620.1408, 620.1501, 620.1502, 620.1503,  
 15 620.1504, 620.1505, 620.1506, 620.1507, 620.1508, 620.1509,  
 16 620.1601, 620.1602, 620.1603, 620.1604, 620.1605, 620.1606,  
 17 620.1607, 620.1701, 620.1702, 620.1703, 620.1704, 620.1801,  
 18 620.1802, 620.1803, 620.1804, 620.1805, 620.1806, 620.1807,  
 19 620.1808, 620.1809, 620.1810, 620.1811, 620.1812, 620.1813,  
 20 620.1901, 620.1902, 620.1903, 620.1904, 620.1905, 620.1906,  
 21 620.1907, 620.1908, 620.1909, 620.1910, 620.2001, 620.2002,  
 22 620.2003, 620.2004, 620.2005, 620.2101, 620.2102, 620.2103,  
 23 620.2104, 620.2105, 620.2106, 620.2107, 620.2108, 620.2109,  
 24 620.2110, 620.2111, 620.2112, 620.2113, 620.2114, 620.2115,  
 25 620.2116, 620.2117, 620.2118, 620.2119, 620.2120, 620.2121,  
 26 620.2122, 620.2123, 620.2124, 620.2125, 620.2201, 620.2202,  
 27 620.2203, 620.2204, and 620.2205, Florida Statutes, are  
 28 created to read:

29           620.1101 Popular name.--This section and sections  
 30 620.1102-620.2205 may be cited as the "Florida Revised Uniform  
 31 Limited Partnership Act of 2005."

- 1           620.1102 Definitions.--As used in this act:
- 2           (1) "Act" means the Florida Revised Uniform Limited
- 3 Partnership Act of 2005, as amended.
- 4           (2) "Certificate of limited partnership" means the
- 5 certificate required by s. 620.1201. The term includes the
- 6 certificate as amended or restated.
- 7           (3) "Contribution," except in the phrase "right of
- 8 contribution," means any benefit provided by a person to a
- 9 limited partnership in order to become a partner or in the
- 10 person's capacity as a partner.
- 11           (4) "Debtor in bankruptcy" means a person that is the
- 12 subject of:
- 13           (a) An order for relief under Title 11 U.S.C. or a
- 14 comparable order under a successor statute of general
- 15 application; or
- 16           (b) A comparable order under federal, state, or
- 17 foreign law governing insolvency.
- 18           (5) "Designated office" means:
- 19           (a) With respect to a limited partnership, the office
- 20 that the limited partnership is required to designate and
- 21 maintain under s. 620.1114.
- 22           (b) With respect to a foreign limited partnership, its
- 23 principal office.
- 24           (6) "Distribution" means a transfer of money or other
- 25 property from a limited partnership to a partner in the
- 26 partner's capacity as a partner or to a transferee on account
- 27 of a transferable interest owned by the transferee.
- 28           (7) "Foreign limited liability limited partnership"
- 29 means a foreign limited partnership whose general partners
- 30 have limited liability for the obligations of the foreign
- 31



1 limited partnership under a provision similar to s.

2 620.1404(3).

3 (8) "Foreign limited partnership" means a partnership  
4 formed under the laws of a jurisdiction other than this state  
5 and required by those laws to have one or more general  
6 partners and one or more limited partners. The term includes a  
7 foreign limited liability limited partnership.

8 (9) "General partner" means:

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

11 1. Becomes a general partner under s. 620.1401; or  
12 2. Was a general partner in a limited partnership when  
13 the limited partnership became subject to this act under s.  
14 620.2204(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 general partner in a limited partnership.

18 (10) "Limited liability limited partnership," except  
19 in the phrase "foreign limited liability limited partnership,"  
20 means a limited partnership whose certificate of limited  
21 partnership states that the limited partnership is a limited  
22 liability limited partnership, or which was a limited  
23 liability limited partnership when the limited partnership  
24 became subject to this act under s. 620.2204(1) or (2).

25 (11) "Limited partner" means:

26 (a) With respect to a limited partnership, a person  
27 that:  
28 1. Becomes a limited partner under s. 620.1301; or  
29 2. Was a limited partner in a limited partnership when  
30 the limited partnership became subject to this act under  
31 subsection 620.2204(1) or (2).

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

4        (12) "Limited partnership," except in the phrases  
5 "foreign limited partnership" and "foreign limited liability  
6 limited partnership," means an entity, having one or more  
7 general partners and one or more limited partners, which is  
8 formed under this act by two or more persons or becomes  
9 subject to this act as the result of a conversion or merger  
10 under this act, or which was a limited partnership governed by  
11 the laws of this state when this act became a law and became  
12 subject to this act under s. 620.2204(1) or (2). The term  
13 includes a limited liability limited partnership.

14        (13) "Partner" means a limited partner or general  
15 partner.

16        (14) "Partnership agreement" means the partners'  
17 agreement, whether oral, implied, in a record, or in any  
18 combination thereof, concerning the limited partnership. The  
19 term includes the agreement as amended or restated.

20        (15) "Person" means an individual, corporation,  
21 business trust, estate, trust, partnership, limited liability  
22 company, association, joint venture, or government;  
23 governmental subdivision, agency, or instrumentality; public  
24 corporation; or any other legal or commercial entity.

25        (16) "Person dissociated as a general partner" means a  
26 person dissociated as a general partner of a limited  
27 partnership.

28        (17) "Principal office" means the office at which the  
29 principal executive office of a limited partnership or foreign  
30 limited partnership is located, whether or not the office is  
31 located in this state.

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

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

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

9       (21) "Required information" means the information that  
10 a limited partnership is required to maintain under s.  
11 620.1111.

12       (22) "Sign" means to:

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

15       (b) Attach or logically associate an electronic  
16 symbol, sound, or process to or with a record with the present  
17 intent to authenticate the record.

18       (23) "State" means a state of the United States, the  
19 District of Columbia, Puerto Rico, the United States Virgin  
20 Islands, or any territory or insular possession subject to the  
21 jurisdiction of the United States.

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

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

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

30       620.1103 Knowledge and notice.--

31

- 1           (1) A person knows a fact if the person has actual  
2 knowledge of the fact.
- 3           (2) A person has notice of a fact if the person:  
4           (a) Knows of the fact;  
5           (b) Has received a notification of the fact;  
6           (c) Has reason to know the fact exists from all of the  
7 facts known to the person at the time in question; or  
8           (d) Has notice of the fact under subsection (3) or  
9 subsection (4).
- 10           (3) A certificate of limited partnership on file in  
11 the Department of State is notice that the partnership is a  
12 limited partnership and the persons designated in the  
13 certificate as general partners are general partners. Except  
14 as otherwise provided in subsection (4), the certificate is  
15 not notice of any other fact.
- 16           (4) A person has notice of:  
17           (a) Another person's dissociation as a general partner  
18 90 days after the effective date of an amendment to the  
19 certificate of limited partnership which states that the other  
20 person has dissociated or 90 days after the effective date of  
21 a statement of dissociation pertaining to the other person,  
22 whichever occurs first;
- 23           (b) A limited partnership's dissolution 90 days after  
24 the effective date of the certificate of dissolution of the  
25 limited partnership;
- 26           (c) A limited partnership's termination 90 days after  
27 the effective date of a statement of termination;
- 28           (d) A limited partnership's conversion under s.  
29 620.2102 90 days after the effective date of the certificate  
30 of conversion;  
31

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

3       (f) Any limitations upon the authority of a general  
4 partner as set forth in the initial certificate of limited  
5 partnership or, if the limitations are added by an amendment  
6 or restatement of the certificate of limited partnership, 90  
7 days after the effective date of the amendment or restatement,  
8 provided a provision in the certificate of limited partnership  
9 limiting the authority of a general partner to transfer real  
10 property held in the name of the limited partnership is not  
11 notice of the limitation to a person who is not a partner  
12 unless the limitation appears in an affidavit, certificate, or  
13 other instrument that bears the name of the limited  
14 partnership and is recorded in the office for recording  
15 transfers of such real property.

16       (5) A person notifies or gives a notification to  
17 another person by taking steps reasonably required to inform  
18 the other person in the ordinary course, whether or not the  
19 other person learns of it.

20       (6) A person receives a notification when the  
21 notification:

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

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

26       (7) Except as otherwise provided in subsection (8), a  
27 person other than an individual knows, has notice, or receives  
28 a notification of a fact for purposes of a particular  
29 transaction when the individual conducting the transaction for  
30 the person knows, has notice, or receives a notification of  
31 the fact, or in any event when the fact would have been

1 brought to the individual's attention if the person had  
2 exercised reasonable diligence. A person other than an  
3 individual exercises reasonable diligence if such person  
4 maintains reasonable routines for communicating significant  
5 information to the individual conducting the transaction for  
6 the person and there is reasonable compliance with the  
7 routines. Reasonable diligence does not require an individual  
8 acting for the person to communicate information unless the  
9 communication is part of the individual's regular duties or  
10 the individual has reason to know of the transaction and that  
11 the transaction would be materially affected by the  
12 information.

13 (8) A general partner's knowledge, notice, or receipt  
14 of a notification of a fact relating to the limited  
15 partnership is effective immediately as knowledge of, notice  
16 to, or receipt of a notification by the limited partnership,  
17 except in the case of a fraud on the limited partnership  
18 committed by or with the consent of the general partner. A  
19 limited partner's knowledge, notice, or receipt of a  
20 notification of a fact relating to the limited partnership is  
21 not effective as knowledge of, notice to, or receipt of a  
22 notification by the limited partnership.

23 620.1104 Nature, purpose, and duration of entity.--

24 (1) A limited partnership is an entity distinct from  
25 its partners. A limited partnership is the same entity  
26 regardless of whether its certificate states that the limited  
27 partnership is a limited liability limited partnership.

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

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

31

1           620.1105 Powers.--A limited partnership has the powers  
2 to do all things necessary or convenient to carry on its  
3 activities, including the power to sue, be sued, and defend in  
4 its own name and to maintain an action against a partner for  
5 harm caused to the limited partnership by a breach of the  
6 partnership agreement or violation of a duty to the  
7 partnership.

8           620.1106 Governing law.--The laws of this state govern  
9 relations among the partners of a limited partnership and  
10 between the partners and the limited partnership and the  
11 liability of partners as partners for an obligation of the  
12 limited partnership.

13           620.1107 Supplemental principles of law; rate of  
14 interest.--

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

17           (2) If an obligation to pay interest arises under this  
18 act and the rate is not specified, the same rate of interest  
19 that has been determined for judgments in accordance with s.  
20 55.03 shall apply to the obligation in question.

21           620.1108 Name.--

22           (1) The name of a limited partnership may contain the  
23 name of any partner.

24           (2) The name of a limited partnership that is not a  
25 limited liability limited partnership must contain the phrase  
26 "limited partnership" or "limited" or the abbreviation "L.P."  
27 or "Ltd." or the designation "LP," and may not contain the  
28 phrase "limited liability limited partnership" or the  
29 abbreviation "L.L.L.P." or the designation "LLLP."

30           (3) The name of a limited liability limited  
31 partnership must contain the phrase "limited liability limited

1 partnership" or the abbreviation "L.L.L.P." or designation  
2 "LLLP," except that a limited liability limited partnership  
3 organized prior to the effective date of this act that is  
4 using an abbreviation or designation permitted under prior law  
5 shall be entitled to continue using such abbreviation or  
6 designation until its dissolution.

7 (4) The name of a limited partnership must be  
8 distinguishable in the records of the Department of State  
9 from the names of all other entities or filings, except  
10 fictitious name registrations pursuant to s. 865.09 organized,  
11 registered, or reserved under the laws of this state, the  
12 names of which are on file with the Department of State.

13 (5) Subject to s. 620.905, this section applies to any  
14 foreign limited partnership transacting business in this  
15 state, having a certificate of authority to transact business  
16 in this state, or applying for a certificate of authority.

17 620.1109 Department of State; fees.--In addition to  
18 the supplemental corporate fee of \$88.75 imposed pursuant to  
19 s. 607.193, the fees of the Department of State under this act  
20 are as follows:

21 (1) For furnishing a certified copy, \$52.50 for the  
22 first 15 pages plus \$1.00 for each additional page.

23 (2) For filing an original certificate of limited  
24 partnership, \$965.

25 (3) For filing an original application for  
26 registration as a foreign limited partnership, \$965.

27 (4) For filing certificate of conversion, \$52.50.

28 (5) For filing certificate of merger, \$52.50 for each  
29 party thereto.

30 (6) For filing a reinstatement, \$500 for each calendar  
31 year or part thereof the limited partnership was



1 administratively dissolved or foreign limited partnership was  
 2 revoked in the records of the Department of State.

3 (7) For filing an annual report, \$411.25.  
 4 (8) For filing a certificate:  
 5 (a) Designating a registered agent, \$35;  
 6 (b) Changing a registered agent or registered office  
 7 address, \$35;  
 8 (c) Resigning as a registered agent, \$87.50; or  
 9 (d) Of amendment or restatement of the certificate of  
 10 limited partnership, \$52.50;  
 11 (9) For filing a statement of termination, \$52.50.  
 12 (10) For filing a notice of cancellation for foreign  
 13 limited partnership, \$52.50.  
 14 (11) For furnishing a certificate of status or  
 15 authorization, \$8.75.  
 16 (12) For filing a certificate of dissolution, \$52.50.  
 17 (13) For filing a certificate of revocation of  
 18 dissolution, \$52.50.  
 19 (14) For filing any other domestic or foreign limited  
 20 partnership document, \$52.50.

21 620.1110 Effect of partnership agreement; nonwaivable  
 22 provisions.--

23 (1) Except as otherwise provided in subsection (2),  
 24 the partnership agreement governs relations among the partners  
 25 and between the partners and the partnership. To the extent  
 26 the partnership agreement does not otherwise provide, this act  
 27 governs relations among the partners and between the partners  
 28 and the partnership.

29 (2) A partnership agreement may not:  
 30 (a) Vary a limited partnership's power under s.  
 31 620.1105 to sue, be sued, and defend in its own name;

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

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

4        (d) Vary the information required under s. 620.1111 or  
5 unreasonably restrict the right to information under s.  
6 620.1304 or s. 620.1407, but the partnership agreement may  
7 impose reasonable restrictions on the availability and use of  
8 information obtained under those sections and may define  
9 appropriate remedies, including liquidated damages, for a  
10 breach of any reasonable restriction on use;

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

13            1. Identify specific types or categories of activities  
14 that do not violate the duty of loyalty, if not manifestly  
15 unreasonable; and

16            2. Specify the number, percentage, class, or other  
17 type of partners that may authorize or ratify, after full  
18 disclosure to all partners of all material facts, a specific  
19 act or transaction that otherwise would violate the duty of  
20 loyalty;

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

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

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

31

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

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

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

7        (l) Restrict the right of a partner under s.  
8 620.2110(1) to approve a conversion or merger or the right of  
9 a general partner under s. 620.2110(2) to consent to an  
10 amendment to the certificate of limited partnership which  
11 deletes a statement that the limited partnership is a limited  
12 liability limited partnership; or

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

15        620.1111 Required information.--A limited partnership  
16 shall maintain at its designated office the following  
17 information:

18        (1) A current list showing the full name and last  
19 known street and mailing address of each partner, separately  
20 identifying the general partners, in alphabetical order, and  
21 the limited partners, in alphabetical order.

22        (2) A copy of the initial certificate of limited  
23 partnership and all amendments to and restatements of the  
24 certificate, together with signed copies of any powers of  
25 attorney under which any certificate, amendment, or  
26 restatement has been signed.

27        (3) A copy of any filed certificate of conversion or  
28 merger, together with the plan of conversion or plan of merger  
29 approved by the partners.

30  
31

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

4       (5) A copy of any partnership agreement made in a  
5 record and any amendment made in a record to any partnership  
6 agreement.

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

9       (7) A copy of the three most recent annual reports  
10 delivered by the limited partnership to the Department of  
11 State pursuant to s. 620.1210.

12       (8) A copy of any record made by the limited  
13 partnership during the past 3 years of any consent given by or  
14 vote taken of any partner pursuant to this act or the  
15 partnership agreement.

16       (9) Unless contained in a partnership agreement made  
17 in a record, a record stating:

18       (a) The amount of cash and a description and statement  
19 of the agreed value of the other benefits contributed and  
20 agreed to be contributed by each partner.

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

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

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

29       620.1112 Business transactions of partner with  
30 partnership.--A partner may lend money to and transact other  
31 business with the limited partnership and, subject to s.

1 620.1408 and any other applicable provisions of this act, a  
2 partner has the same rights and obligations with respect to  
3 the loan or other transaction as a person that is not a  
4 partner.

5 620.1113 Dual capacity.--A person may be both a  
6 general partner and a limited partner. A person that is both a  
7 general and limited partner has the rights, powers, duties,  
8 and obligations provided by this act and the partnership  
9 agreement in each of those capacities. When the person acts as  
10 a general partner, the person is subject to the obligations,  
11 duties, and restrictions under this act and the partnership  
12 agreement for general partners. When the person acts as a  
13 limited partner, the person is subject to the obligations,  
14 duties, and restrictions under this act and the partnership  
15 agreement for limited partners.

16 620.1114 Designated office, registered office, and  
17 registered agent.--

18 (1) A limited partnership shall designate and  
19 continuously maintain in this state:

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

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

25 (2) A foreign limited partnership shall designate and  
26 continuously maintain in this state a registered agent for  
27 service of process and a registered office, which shall be the  
28 address of its registered agent.

29 (3) A registered agent of a limited partnership or  
30 foreign limited partnership must be an individual who is a  
31

1 resident of this state or other person authorized to do  
2 business in this state.

3 620.1115 Change of registered agent or registered  
4 office.--

5 (1) In order to change its registered agent or  
6 registered office address, a limited partnership or a foreign  
7 limited partnership may deliver to the Department of State for  
8 filing a statement of change containing:

9 (a) The name of the limited partnership or foreign  
10 limited partnership.

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

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

14 (d) The street address of its current registered  
15 office address for its registered agent.

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

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

20 (3) The changes described in this section may also be  
21 made on the limited partnership or foreign limited  
22 partnership's annual report filed with the Department of  
23 State.

24 620.1116 Resignation of registered agent.--

25 (1) In order to resign as registered agent of a  
26 limited partnership or foreign limited partnership, the agent  
27 must deliver to the Department of State for filing a signed  
28 statement of resignation containing the name of the limited  
29 partnership or foreign limited partnership.

30 (2) After filing the statement with the Department of  
31 State, the registered agent shall mail a copy to the limited

1 partnership's or foreign limited partnership's current mailing  
2 address.

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

6 620.1117 Service of process.--

7 (1) A registered agent appointed by a limited  
8 partnership or foreign limited partnership is an agent of the  
9 limited partnership or foreign limited partnership for service  
10 of any process, notice, or demand required or permitted by law  
11 to be served upon the limited partnership or foreign limited  
12 partnership.

13 (2) If a limited partnership or foreign limited  
14 partnership does not appoint or maintain a registered agent in  
15 this state or the registered agent cannot with reasonable  
16 diligence be found at the address of the registered office,  
17 the Department of State shall be an agent of the limited  
18 partnership or foreign limited partnership upon whom process,  
19 notice, or demand may be served.

20 (3) Service of any process, notice, or demand on the  
21 Department of State may be made by delivering to and leaving  
22 with the Department of State duplicate copies of the process,  
23 notice, or demand.

24 (4) Service is effected under subsection (3) upon the  
25 date shown as having been received by the Department of State.

26 (5) The Department of State shall keep a record of  
27 each process, notice, and demand served pursuant to this  
28 section and record the time of, and the action taken  
29 regarding, the service.

30  
31

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

4       620.1118 Consent and proxies of partners.--Subject to  
5 the management and approval rights described in s. 620.1406,  
6 an action requiring the consent of partners under this act may  
7 be taken without a meeting, and a partner may appoint a proxy  
8 to consent or otherwise act for the partner by a record  
9 appointing the proxy that is signed, either personally or by  
10 the partner's attorney in fact.

11       620.1201 Formation of limited partnership; certificate  
12 of limited partnership.--

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

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

18       (b) The street and mailing address of the initial  
19 designated office of the limited partnership, and the name,  
20 street address in this state, and written acceptance of the  
21 initial registered agent.

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

27       (d) Whether the limited partnership is a limited  
28 liability limited partnership.

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

31



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

5       (3) If there has been substantial compliance with  
6 subsection (1), then subject to s. 620.1206(3), a limited  
7 partnership is formed when the Department of State files the  
8 certificate of limited partnership.

9       (4) Subject to subsection (2), if any provision of a  
10 partnership agreement is inconsistent with the filed  
11 certificate of limited partnership, or with a filed statement  
12 of dissociation, termination, or change, a filed certificate  
13 of conversion or merger, or a certificate of dissolution or  
14 revocation of dissolution, involving the limited partnership:

15       (a) The partnership agreement prevails as to partners  
16 and transferees.

17       (b) The filed certificate of limited partnership,  
18 statement of dissociation, termination, or change, certificate  
19 of conversion or merger, or certificate of dissolution or  
20 revocation of dissolution prevails as to persons, other than  
21 partners and transferees, that reasonably rely on the filed  
22 record to their detriment.

23       620.1202 Amendment or restatement of certificate.--

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

28       (a) The name of the limited partnership.

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

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

1       (2) A limited partnership shall promptly deliver to  
2 the Department of State for filing an amendment to or  
3 restatement of a certificate of limited partnership to  
4 reflect:

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

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

7 or

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

10       (3) A general partner that knows that any information  
11 in a filed certificate of limited partnership was false when  
12 the certificate was filed or has become false due to changed  
13 circumstances shall promptly:

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

15 or

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

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

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

25       (6) A limited partnership may, whenever desired,  
26 integrate into a single instrument all of the provisions of  
27 its certificate of limited partnership which are then in  
28 effect and operative as a result of there having theretofore  
29 been filed with the Department of State one or more  
30 certificates or other instruments pursuant to any provision of  
31 this section, and the limited partnership may at the same time

1 further amend its certificate of limited partnership by  
2 adopting a restated certificate of limited partnership in  
3 accordance with subsections (7)-(10).

4 (7) If the restated certificate of limited partnership  
5 merely restates and integrates but does not further amend the  
6 initial certificate of limited partnership, as theretofore  
7 amended or restated by any instrument that was executed and  
8 filed pursuant to any of the subsections in this section, the  
9 restated certificate shall be specifically designated in its  
10 heading as a "Restated Certificate of Limited Partnership,"  
11 together with such other words as the limited partnership may  
12 deem appropriate, and shall be executed by at least one  
13 general partner and filed as provided by this act with the  
14 Department of State. If the restated certificate restates and  
15 integrates and also further amends in any respect the initial  
16 certificate of limited partnership, as theretofore amended or  
17 restated, the restated certificate shall be specifically  
18 designated in its heading as an "Amended and Restated  
19 Certificate of Limited Partnership," together with such other  
20 words as the limited partnership may deem appropriate, and  
21 shall be executed by at least one general partner and by each  
22 other general partner designated in the restated certificate  
23 of limited partnership as a new general partner and filed as  
24 provided by this act with the Department of State.

25 (8) A restated certificate of limited partnership  
26 shall state, either in its heading or in an introductory  
27 paragraph, the limited partnership's present name, and, if it  
28 has been changed, the name under which it was originally  
29 filed; the date of filing of its original certificate of  
30 limited partnership with the Department of State; and, subject  
31 to s. 620.1206(3), the delayed effective date or time, which

1 shall be a date or time certain, of the restated certificate  
2 if it is not to be effective upon the filing of the restated  
3 certificate. A restated certificate shall also state that it  
4 was duly executed and is being filed in accordance with this  
5 section. If the restated certificate only restates and  
6 integrates and does not further amend the limited  
7 partnership's certificate of limited partnership as  
8 theretofore amended or supplemented and there is no  
9 discrepancy between those provisions and the restated  
10 certificate, it shall state that fact as well.

11 (9) Upon the filing of the restated certificate of  
12 limited partnership with the Department of State, or upon the  
13 delayed effective date or time of a restated certificate of  
14 limited partnership as provided for therein, the initial  
15 certificate of limited partnership, as theretofore amended or  
16 supplemented, shall be superseded. Thereafter, the restated  
17 certificate of limited partnership, including any further  
18 amendment or changes made thereby, shall be the certificate of  
19 limited partnership of the limited partnership, but the  
20 original effective date of formation shall remain unchanged.

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

26 620.1203 Certificate of dissolution; statement of  
27 termination.--

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

31 (a) The name of the limited partnership.

1        (b) The date of filing of its initial certificate of  
2 limited partnership.

3        (c) The reason for filing the certificate of  
4 dissolution.

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

8        (2) If there has been substantial compliance with  
9 subsection (1), then subject to s. 620.1206(3) the dissolution  
10 of the limited partnership shall be effective when the  
11 Department of State files the certificate of dissolution.

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

15            (a) The name of the limited partnership.

16            (b) The date of filing of its initial certificate of  
17 limited partnership.

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

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

23        620.1204 Signing of records.--

24        (1) Each record delivered to the Department of State  
25 for filing pursuant to this act must be signed in the  
26 following manner:

27            (a) An initial certificate of limited partnership must  
28 be signed by all general partners listed in the certificate of  
29 limited partnership.

30            (b) An amendment adding or deleting a statement that  
31 the limited partnership is a limited liability limited

1 partnership must be signed by all general partners listed in  
2 the certificate of limited partnership.

3 (c) An amendment designating as general partner a  
4 person admitted under s. 620.1801(1)(c) following the  
5 dissociation of a limited partnership's last general partner  
6 must be signed by that person.

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

10 (e) Any other amendment must be signed by:

11 1. At least one general partner listed in the  
12 certificate of limited partnership.

13 2. Each other person designated in the amendment as a  
14 new general partner.

15 3. Each person that the amendment indicates has  
16 dissociated as a general partner, unless:

17 a. The person is deceased or a guardian or general  
18 conservator has been appointed for the person and the  
19 amendment so states; or

20 b. The person has previously delivered to the  
21 Department of State for filing a statement of dissociation.

22 (f) A restated certificate of limited partnership must  
23 be signed by at least one general partner listed in the  
24 certificate, and, to the extent the restated certificate of  
25 limited partnership effects a change described under any other  
26 paragraph of this subsection, the certificate of limited  
27 partnership must also be signed in a manner that satisfies  
28 that paragraph.

29 (g) A certificate of dissolution, a statement of  
30 termination, and a certificate of revocation of dissolution  
31 must be signed by all general partners listed in the

1 certificate of limited partnership or, if the certificate of  
2 limited partnership of a dissolved limited partnership lists  
3 no general partners, by the person appointed pursuant to s.  
4 620.803(3) or (4) to wind up the dissolved limited  
5 partnership's activities.

6 (h) A certificate of conversion must be signed as  
7 provided in s. 620.2104(1).

8 (i) A certificate of merger must be signed as provided  
9 in s. 620.2108(1).

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

14 (k) A statement by a person pursuant to s.  
15 620.1605(1)(d) stating that the person has dissociated as a  
16 general partner must be signed by that person.

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

19 (m) A record delivered on behalf of a foreign limited  
20 partnership to the Department of State for filing must be  
21 signed by at least one general partner of the foreign limited  
22 partnership.

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

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

28 620.1205 Signing and filing pursuant to judicial  
29 order.--

30 (1) If a person required by this act to sign a record  
31 or deliver a record to the Department of State for filing does

1 not do so, any other person that is aggrieved may petition the  
2 circuit court to order:

3 (a) The person to sign the record;

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

6 (c) The Department of State to file the record  
7 unsigned.

8 (2) If the person aggrieved under subsection (1) is  
9 not the limited partnership or foreign limited partnership to  
10 which the record pertains, the aggrieved person shall make the  
11 limited partnership or foreign limited partnership a party to  
12 the action. A person aggrieved under subsection (1) may seek  
13 the remedies provided in subsection (1) in the same action in  
14 combination or in the alternative.

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

17 620.1206 Delivery to and filing of records by  
18 Department of State; effective time and date.--

19 (1) A record authorized or required to be delivered to  
20 the Department of State for filing under this act must be  
21 captioned to describe the record's purpose, be in a medium  
22 permitted by the Department of State, and be delivered to the  
23 Department of State. Unless the Department of State determines  
24 that a record does not comply with the filing requirements of  
25 this act, and if all filing fees have been paid, the  
26 Department of State shall file the record.

27 (2) Upon request and payment of a fee, the Department  
28 of State shall send to the requester a certified copy of the  
29 requested record.

30 (3) Except as otherwise provided in ss. 620.1116 and  
31 620.1207, a record delivered to the Department of State for



1 filing under this act may specify an effective time and a  
 2 delayed effective date. Except as otherwise provided in this  
 3 act, a record filed by the Department of State is effective:

4 (a) If the record does not specify an effective time  
 5 and does not specify a delayed effective date, on the date and  
 6 at the time the record is filed as evidenced by the Department  
 7 of State's endorsement of the date and time on the record;

8 (b) If the record specifies an effective time but not  
 9 a delayed effective date, on the date the record is filed at  
 10 the time specified in the record;

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

13 1. The specified date; or  
 14 2. The 90th day after the record is filed; or

15 (d) If the record specifies an effective time and a  
 16 delayed effective date, at the specified time on the earlier  
 17 of:

18 1. The specified date; or  
 19 2. The 90th day after the record is filed.

20 620.1207 Correcting filed record.--

21 (1) A limited partnership or foreign limited  
 22 partnership may deliver to the Department of State for filing  
 23 a statement of correction to correct a record previously  
 24 delivered by the limited partnership or foreign limited  
 25 partnership to the Department of State and filed by the  
 26 Department of State, if at the time of filing the record  
 27 contained false or erroneous information or was defectively  
 28 signed.

29 (2) A statement of correction may not state a delayed  
 30 effective date and must:  
 31

1       (a) Describe the record to be corrected, including its  
2 filing date.

3       (b) Specify the incorrect information and the reason  
4 it is incorrect or the manner in which the signing was  
5 defective.

6       (c) Correct the incorrect information or defective  
7 signature.

8       (3) When filed by the Department of State, a statement  
9 of correction is effective retroactively as of the effective  
10 date of the record the statement corrects, but the statement  
11 is effective when filed:

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

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

15       620.1208 Liability for false information in filed  
16 record.--

17       (1) If a record delivered to the Department of State  
18 for filing under this act and filed by the Department of State  
19 contains false information, a person that suffers loss by  
20 reliance on the information may recover damages for the loss  
21 from:

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

25       (b) A general partner that has notice the information  
26 was false when the record was filed or has become false  
27 because of changed circumstances, if the general partner has  
28 notice for a reasonably sufficient time before the information  
29 is relied upon to enable the general partner to effect an  
30 amendment pursuant to s. 620.1202, file a petition pursuant to  
31 s. 620.1205, or deliver to the Department of State for filing

1 a statement of change pursuant to s. 620.1115 or a statement  
2 of correction pursuant to s. 620.1207.

3 (2) Signing a record authorized or required to be  
4 filed under this act constitutes an affirmation under the  
5 penalties of perjury that the facts stated in the record are  
6 true.

7 620.1209 Certificate of status.--

8 (1) The Department of State, upon request and payment  
9 of the requisite fee, shall furnish a certificate of status  
10 for a limited partnership if the records filed in the  
11 Department of State show that the Department of State has  
12 filed a certificate of limited partnership. A certificate of  
13 status must state:

14 (a) The limited partnership's name.

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

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

19 (d) Whether the limited partnership's most recent  
20 annual report required by s. 620.1210 has been filed by the  
21 Department of State.

22 (e) Whether the Department of State has  
23 administratively dissolved the limited partnership or received  
24 a record notifying the Department of State that the limited  
25 partnership has been dissolved by judicial action pursuant to  
26 s. 620.1802.

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

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

31

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

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

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

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

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

18          (e) Whether the Department of State has revoked the  
19 foreign limited partnership's certificate of authority or  
20 filed a notice of cancellation.

21       (3) Subject to any qualification stated in the  
22 certificate, a certificate of status issued by the Department  
23 of State may be relied upon as conclusive evidence that the  
24 limited partnership or foreign limited partnership is in  
25 existence or is authorized to transact business in this state.

26       620.1210 Annual report for Department of State.--

27           (1) A limited partnership or a foreign limited  
28 partnership authorized to transact business in this state  
29 shall deliver to the Department of State for filing an annual  
30 report that states:

31

1       (a) The name of the limited partnership or, if a  
2 foreign limited partnership, the name under which the foreign  
3 limited partnership is registered to transact business in this  
4 state.

5       (b) The street and mailing address of the limited  
6 partnership or foreign limited partnership, the name of its  
7 registered agent in this state, and the street address of its  
8 registered office in this state.

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

14       (d) Federal Employer Identification number.

15       (e) Any additional information that is necessary or  
16 appropriate to enable the Department of State to carry out the  
17 provisions of this act.

18       (2) Information in an annual report must be current as  
19 of the date the annual report is delivered to the Department  
20 of State for filing.

21       (3) The first annual report must be delivered to the  
22 Department of State between January 1 and May 1 of the year  
23 following the calendar year in which a limited partnership was  
24 formed or a foreign limited partnership was authorized to  
25 transact business. An annual report must be delivered to the  
26 Department of State between January 1 and May 1 of each  
27 subsequent calendar year.

28       (4) If an annual report does not contain the  
29 information required in subsection (1), the Department of  
30 State shall promptly notify the reporting limited partnership  
31 or foreign limited partnership and return the report to it for

1 correction. If the report is corrected to contain the  
2 information required in subsection (1) and delivered to the  
3 Department of State within 30 days after the effective date of  
4 the notice, it is timely delivered.

5 (5) If a filed annual report contains the address of a  
6 designated office, name of a registered agent, or registered  
7 office address which differs from the information shown in the  
8 records of the Department of State immediately before the  
9 filing, the differing information in the annual report is  
10 considered a statement of change under s. 620.1115.

11 620.1301 Becoming limited partner.--A person becomes a  
12 limited partner:

13 (1) As provided in the partnership agreement;

14 (2) As the result of a conversion or merger involving  
15 the limited partnership under this act as provided in the plan  
16 of conversion or merger; or

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

18 620.1302 No right or power as limited partner to bind  
19 limited partnership; certain approval rights.--

20 (1) A limited partner does not have the right or the  
21 power as a limited partner to act for or bind the limited  
22 partnership.

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

25 620.1303 No liability as limited partner for limited  
26 partnership obligations.--An obligation of a limited  
27 partnership, whether arising in contract, tort, or otherwise,  
28 is not the obligation of a limited partner. A limited partner  
29 is not personally liable, directly or indirectly, by way of  
30 contribution or otherwise, for an obligation of the limited  
31 partnership solely by reason of being a limited partner, even

1 if the limited partner participates in the management and  
2 control of the limited partnership.

3 620.1304 Right of limited partner and former limited  
4 partner to information.--

5 (1) Upon 10 days' demand, made in a record received by  
6 the limited partnership, a limited partner may inspect and  
7 copy required information during regular business hours in the  
8 limited partnership's designated office. The limited partner  
9 need not have any particular purpose for seeking the  
10 information.

11 (2) During regular business hours and at a reasonable  
12 location specified by the limited partnership, a limited  
13 partner may obtain from the limited partnership and inspect  
14 and copy true and full information regarding the state of the  
15 activities and financial condition of the limited partnership  
16 and other information regarding the activities of the limited  
17 partnership as is just and reasonable if:

18 (a) The limited partner seeks the information for a  
19 purpose reasonably related to the limited partner's interest  
20 as a limited partner.

21 (b) The limited partner makes a demand in a record  
22 received by the limited partnership, describing with  
23 reasonable particularity the information sought and the  
24 purpose for seeking the information.

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

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

30 (a) What information the limited partnership will  
31 provide in response to the demand.

1        (b) When and where the limited partnership will  
2 provide the information.

3        (c) If the limited partnership declines to provide any  
4 demand information, the limited partnership's reasons for  
5 declining.

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

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

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

13        (c) The person meets the requirements of subsection  
14 (2).

15        (5) The limited partnership shall respond to a demand  
16 made pursuant to subsection (4) in the same manner as provided  
17 in subsection (3).

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

19        (7) Subject to s. 620.1110(2)(d), the limited  
20 partnership may impose reasonable restrictions on the use of  
21 information obtained under this section. In a dispute  
22 concerning the reasonableness of a restriction under this  
23 subsection, the limited partnership has the burden of proving  
24 reasonableness.

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

28        (9) Whenever this act or a partnership agreement  
29 provides for a limited partner to give or withhold consent to  
30 a matter, before the consent is given or withheld, the limited  
31 partnership shall, without demand, provide the limited partner



1 with all information material to the limited partner's  
2 decision that the limited partnership knows.

3 (10) A limited partner or person dissociated as a  
4 limited partner may exercise the rights under this section  
5 through an attorney or other agent. Any restriction imposed  
6 under subsection (7) or by the partnership agreement applies  
7 both to the attorney or other agent and to the limited partner  
8 or person dissociated as a limited partner.

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

13 620.1305 Limited duties of limited partners.--

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

25 (2) A limited partner shall discharge the duties to  
26 the limited partnership and the other partners under this act  
27 or under the partnership agreement and exercise any rights  
28 consistently with the obligation of good faith and fair  
29 dealing.

30 (3) A limited partner does not violate a duty or  
31 obligation under this act or under the partnership agreement

1 merely because the limited partner's conduct furthers the  
2 limited partner's own interest.

3 620.1306 Person erroneously believing self to be  
4 limited partner.--

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

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

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

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

27 (3) If a person makes a diligent effort in good faith  
28 to comply with paragraph (1)(a) and is unable to cause the  
29 appropriate certificate of limited partnership, amendment, or  
30 statement of correction to be signed and delivered to the  
31 Department of State for filing, the person has the right to

1 withdraw from the enterprise pursuant to paragraph (1)(b) even  
2 if the withdrawal would otherwise breach an agreement with  
3 others that are or have agreed to become coowners of the  
4 enterprise.

5 620.1401 Becoming general partner.--A person becomes a  
6 general partner:

7 (1) As provided in the partnership agreement;

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

10 (3) As the result of a conversion or merger involving  
11 the limited partnership under this act as provided for in the  
12 plan of conversion or merger; or

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

14 620.1402 General partner agent of limited  
15 partnership.--

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

27 (2) An act of a general partner which is not  
28 apparently for carrying on in the ordinary course the limited  
29 partnership's activities or activities of the kind carried on  
30 by the limited partnership binds the limited partnership only  
31

1 if the act was approved by the other partners as provided in  
2 s. 620.1406.

3 620.1403 Limited partnership liable for general  
4 partner's actionable conduct.--

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

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

17 620.1404 General partner's liability.--

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

22 (2) A person that becomes a general partner of an  
23 existing limited partnership is not personally liable for an  
24 obligation of a limited partnership incurred before the person  
25 became a general partner.

26 (3) An obligation of a limited partnership incurred  
27 while the limited partnership is a limited liability limited  
28 partnership, whether arising in contract, tort, or otherwise,  
29 is solely the obligation of the limited partnership. A general  
30 partner is not personally liable, directly or indirectly, by  
31 way of contribution or otherwise, for such an obligation

1 solely by reason of being or acting as a general partner. This  
2 subsection applies despite anything inconsistent in the  
3 partnership agreement that existed immediately before the  
4 consent required to become a limited liability limited  
5 partnership under s. 620.1406.

6 620.1405 Actions by and against partnership and  
7 partners.--

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

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

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

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

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

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

28 (d) A court grants permission to the judgment creditor  
29 to levy execution against the assets of a general partner  
30 based on a finding that limited partnership assets subject to  
31 execution are clearly insufficient to satisfy the judgment,

1 that exhaustion of limited partnership assets is excessively  
2 burdensome, or that the grant of permission is an appropriate  
3 exercise of the court's equitable powers; or

4 (e) Liability is imposed on the general partner by law  
5 or contract independent of the existence of the limited  
6 partnership.

7 620.1406 Management rights of general partner;  
8 approval rights of other partners.--

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

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

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

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

24 (d) Compromising a partner's obligation to make  
25 contributions under s. 620.1502 or return an improper  
26 distribution under s. 620.1508.

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

28 (f) Redeeming a transferable interest subject to a  
29 charging order under s. 620.1703.

30 (g) Dissolving the limited partnership under s.  
31 620.1801.

1       (h) Approving a plan of conversion under s. 620.2103  
2 or a plan of merger under s. 620.2107.

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

8       (2) The expulsion of a general partner under s.  
9 620.1603 shall require the consent of all of the other general  
10 partners.

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

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

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

25       (6) A limited partnership shall reimburse a general  
26 partner for payments made and indemnify a general partner for  
27 liabilities incurred by the general partner in the ordinary  
28 course of the activities of the partnership or for the  
29 preservation of its activities or property if such payments  
30 were made or such liabilities were incurred in good faith and  
31

1 either in the furtherance of the limited partnership's  
2 purposes or the ordinary scope of its activities.

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

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

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

13 620.1407 Right of general partner and former general  
14 partner to information.--

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

18 (a) In the limited partnership's designated office,  
19 required information.

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

24 (2) Each general partner and the limited partnership  
25 shall furnish to a general partner:

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

30 (b) On demand, any other information concerning the  
31 limited partnership's activities, except to the extent the



1 demand or the information demanded is unreasonable or  
2 otherwise improper under the circumstances.

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

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

10 (b) The person seeks the information or record in good  
11 faith.

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

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

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

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

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

27 (8) A general partner or person dissociated as a  
28 general partner may exercise the rights under this section  
29 through an attorney or other agent. Any restriction imposed  
30 under subsection (6) or by the partnership agreement applies  
31

1 both to the attorney or other agent and to the general partner  
2 or person dissociated as a general partner.

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

8 620.1408 General standards of conduct for general  
9 partner.--

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

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

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

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

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

29 (3) A general partner's duty of care to the limited  
30 partnership and the other partners in the conduct and winding  
31 up of the limited partnership's activities is limited to

1 refraining from engaging in grossly negligent or reckless  
2 conduct, intentional misconduct, or a knowing violation of  
3 law.

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

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

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

18 620.1502 Liability for contribution.--

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

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

30 (3) The obligation of a partner to make a contribution  
31 or return money or other property paid or distributed in

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

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

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

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

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

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 or  
2 penalty due to the Department of State under this act or other  
3 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.  
2 620.2102-620.2124:
- 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           (c) For a limited partnership with ten or fewer  
16 limited partners, without discounting for lack of  
17 marketability or minority status.

18       (5) "Interest" means interest from the effective date  
19 of the appraisal event to which the limited partner objects  
20 until the date of payment, at the rate of interest described  
21 in s. 620.107(2), determined as of the effective date of the  
22 appraisal event.

23       (6) "Limited partnership" means the limited  
24 partnership governed by this act that issued the limited  
25 partner interest held by a limited partner demanding appraisal  
26 and, for matters covered in ss. 620.2114-620.2124, includes  
27 the converted organization in a conversion or the surviving  
28 organization in a merger.

29       (7) "Record limited partner" means each person who is  
30 identified as a limited partner in the current list of  
31 partners maintained in accordance with s. 620.1111 by the



1 limited partnership or, to the extent the limited partnership  
2 has failed to maintain a current list, each person that is the  
3 rightful owner of a limited partner interest in the limited  
4 partnership. A transferee of a limited partner interest is  
5 not a record limited partner.

6 (8) "Senior executive" means a general partner or the  
7 chief executive officer, chief operating officer, chief  
8 financial officer, manager, or anyone in charge of a principal  
9 business unit or function of a limited partnership or of a  
10 general partner of the limited partnership.

11 (9) "Limited partner" means a record limited partner  
12 or a beneficial limited partner.

13 (10) "Limited partner interest" means all rights and  
14 other interests held by a person in the limited partnership in  
15 that person's capacity as a limited partner under this act and  
16 the limited partnership's partnership agreement, including the  
17 limited partner's transferable interest and management and  
18 voting rights, if any, and subject to any obligations that  
19 such person has in that capacity of limited partner. If the  
20 appraisal rights of the limited partner under s. 620.2114  
21 pertain to only a certain class or series of a limited partner  
22 interest, the term "limited partner interest" means only the  
23 limited partner interest pertaining to such class or series.

24 620.2114 Right of limited partners to appraisal.--

25 (1) A limited partner of a limited partnership  
26 governed by this act is entitled to appraisal rights, and to  
27 obtain payment of the fair value of that limited partner's  
28 limited partner interest, in the following events:

29 (a) Consummation of a merger of such limited  
30 partnership pursuant to this act and the limited partner  
31 possessed the right to vote upon the merger; or

1       (b) Consummation of a conversion of such limited  
2 partnership pursuant to this act and the limited partner  
3 possessed the right to vote upon the conversion.

4       (2) Notwithstanding subsection (1), the availability  
5 of appraisal rights shall be limited in accordance with the  
6 following provisions:

7       (a) Appraisal rights shall not be available for  
8 limited partner interests which are:

9           1. Listed on the New York Stock Exchange or the  
10 American Stock Exchange or designated as a national market  
11 system security on an interdealer quotation system by the  
12 National Association of Securities Dealers, Inc.; or

13           2. Not so listed or designated, but are issued by a  
14 limited partnership that has at least 500 partners and the  
15 interests of all partners in the partnership, including  
16 transferable interests, have a market value of at least \$10  
17 million, exclusive of the value of any such interests held by  
18 its general partners and other senior executives owning more  
19 than 10 percent of the rights to receive distributions from  
20 the limited partnership.

21       (b) The applicability of paragraph (a) shall be  
22 determined as of the date fixed to determine the limited  
23 partners entitled to receive notice of, and to vote upon, the  
24 appraisal event.

25       (c) Paragraph (a) shall not apply and appraisal rights  
26 shall be available pursuant to subsection (1) for any limited  
27 partners who are required by the appraisal event to accept for  
28 their limited partner interests anything other than cash or a  
29 proprietary interest of an entity that satisfies the standards  
30 set forth in paragraph (a) at the time the appraisal event  
31 becomes effective.

1           (d) Paragraph (a) shall not apply and appraisal rights  
2 shall be available pursuant to subsection (1) for the holders  
3 of a limited partner interest if:

4           1. Any of the partners' interests in the limited  
5 partnership or the limited partnership's assets are being  
6 acquired or converted, whether by merger, conversion, or  
7 otherwise, pursuant to the appraisal event by a person, or by  
8 an affiliate of a person, who:

9           a. Is, or at any time in the 1-year period immediately  
10 preceding approval of the appraisal event was, the beneficial  
11 owner of 20 percent or more of those interests in the limited  
12 partnership entitled to vote on the appraisal event, excluding  
13 any such interests acquired pursuant to an offer for all  
14 interests having such voting rights if such offer was made  
15 within 1 year prior to the appraisal event for consideration  
16 of the same kind and of a value equal to or less than that  
17 paid in connection with the appraisal event. For purposes of  
18 this subparagraph, the term "beneficial owner" means any  
19 person who, directly or indirectly, through any contract,  
20 arrangement, or understanding, other than a revocable proxy,  
21 has or shares the right to vote, or to direct the voting of,  
22 an interest in a limited partnership with respect to approval  
23 of the appraisal event, provided that a member of a national  
24 securities exchange shall not be deemed to be a beneficial  
25 owner of an interest in a limited partnership held directly or  
26 indirectly by it on behalf of another person solely because  
27 such member is the record holder of interests in the limited  
28 partnership if the member is precluded by the rules of such  
29 exchange from voting without instruction on contested matters  
30 or matters that may affect substantially the rights or  
31 privileges of the holders of the interests in the limited

1 partnership to be voted. When two or more persons agree to act  
2 together for the purpose of voting such interests, each member  
3 of the group formed thereby shall be deemed to have acquired  
4 beneficial ownership, as of the date of such agreement, of all  
5 voting interests in the limited partnership beneficially owned  
6 by any member of the group; or

7 b. Directly or indirectly has, or at any time in the  
8 1-year period immediately preceding approval of the appraisal  
9 event had, the power, contractually or otherwise, to cause the  
10 appointment or election of any senior executives; or

11 2. Any of the partners' interests in the limited  
12 partnership or the limited partnership's assets are being  
13 acquired or converted, whether by merger, conversion, or  
14 otherwise, pursuant to the appraisal event by a person, or by  
15 an affiliate of a person, who is, or at any time in the 1-year  
16 period immediately preceding approval of the appraisal event  
17 was, a senior executive of the limited partnership or a senior  
18 executive of any affiliate of the limited partnership, and  
19 that senior executive will receive, as a result of the limited  
20 partnership action, a financial benefit not generally  
21 available to limited partners, other than:

22 a. Employment, consulting, retirement, or similar  
23 benefits established separately and not as part of or in  
24 contemplation of the appraisal event;

25 b. Employment, consulting, retirement, or similar  
26 benefits established in contemplation of, or as part of, the  
27 appraisal event that are not more favorable than those  
28 existing before the appraisal event or, if more favorable,  
29 that have been approved by the limited partnership; or

30 c. In the case of a general partner of the limited  
31 partnership who will, during or as the result of the appraisal

1 event, become a general partner, manager, or director of the  
2 surviving or converted organization or one of its affiliates,  
3 those rights and benefits as a general partner, manager, or  
4 director that are provided on the same basis as those afforded  
5 by the surviving or converted organization generally to other  
6 general partners, managers, or directors of the surviving or  
7 converted organization or its affiliate.

8 (3) A limited partner entitled to appraisal rights  
9 under ss. 620.2113-620.2124 may not challenge a completed  
10 appraisal event unless the appraisal event:

11 (a) Was not effectuated in accordance with the  
12 applicable provisions of ss. 620.2113-620.2124, the limited  
13 partnership's certificate of limited partnership, or the  
14 partnership agreement; or

15 (b) Was procured as a result of fraud or material  
16 misrepresentation.

17 (4) A limited partnership may modify, restrict, or  
18 eliminate the appraisal rights provided in ss.  
19 620.2113-620.2124 in its partnership agreement.

20 620.2115 Assertion of rights by nominees and  
21 beneficial owners.--

22 (1) A record limited partner may assert appraisal  
23 rights as to fewer than all the limited partner interests  
24 registered in the record limited partner's name that are owned  
25 by a beneficial limited partner only if the record limited  
26 partner objects with respect to all limited partner interests  
27 of the class or series owned by that beneficial limited  
28 partner and notifies the limited partnership in writing of the  
29 name and address of each beneficial limited partner on whose  
30 behalf appraisal rights are being asserted. The rights of a  
31 record limited partner who asserts appraisal rights for only

1 part of the limited partner interests of the class or series  
2 held of record in the record limited partner's name under this  
3 subsection shall be determined as if the limited partner  
4 interests as to which the record limited partner objects and  
5 the record limited partner's other limited partner interests  
6 were registered in the names of different record limited  
7 partners.

8 (2) A beneficial limited partner may assert appraisal  
9 rights as to a limited partner interest held on behalf of the  
10 partner only if such beneficial limited partner:

11 (a) Submits to the limited partnership the record  
12 limited partner's written consent to the assertion of such  
13 rights no later than the date referred to in s.

14 620.2118(2)(b)2.

15 (b) Does so with respect to all limited partner  
16 interests of the class or series that are beneficially owned  
17 by the beneficial limited partner.

18 620.2116 Notice of appraisal rights.--

19 (1) If a proposed appraisal event is to be submitted  
20 to a vote at a limited partners' meeting, the meeting notice  
21 must state that the limited partnership has concluded that  
22 partners are, are not, or may be entitled to assert appraisal  
23 rights under this act.

24 (2) If the limited partnership concludes that  
25 appraisal rights are or may be available, a copy of ss.  
26 620.2113-620.2124 must accompany the meeting notice sent to  
27 those record limited partners entitled to exercise appraisal  
28 rights.

29 (3) If the appraisal event is to be approved other  
30 than by a partners' meeting, the notice referred to in  
31 subsection (1) must be sent to all limited partners at the

1 time that consents are first solicited, whether or not  
2 consents are solicited from all limited partners, and include  
3 the materials described in s. 620.2118.

4 620.2117 Notice of intent to demand payment.--

5 (1) If a proposed appraisal event is submitted to a  
6 vote at a partners' meeting, or is submitted to a partner  
7 pursuant to a consent vote, a limited partner who is entitled  
8 to and who wishes to assert appraisal rights with respect to  
9 any class or series of limited partner interests:

10 (a) Must deliver to a general partner of the limited  
11 partnership before the vote is taken, or within 20 days after  
12 receiving the notice pursuant to s. 620.2116(3) if action is  
13 to be taken without a partner meeting, written notice of such  
14 person's intent to demand payment if the proposed appraisal  
15 event is effectuated.

16 (b) Must not vote, or cause or permit to be voted, any  
17 limited partner interests of such class or series in favor of  
18 the appraisal event.

19 (2) A person who may otherwise be entitled to  
20 appraisal rights, but who does not satisfy the requirements of  
21 subsection (1), is not entitled to payment under ss.  
22 620.2113-620.2124.

23 620.2118 Appraisal notice and form.--

24 (1) If the proposed appraisal event becomes  
25 effective, the limited partnership must deliver a written  
26 appraisal notice and form required by paragraph (2)(a) to all  
27 limited partners who satisfied the requirements of s.  
28 620.2117.

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

1           (a) Supply a form that specifies the date that the  
2 appraisal event became effective and that provides for the  
3 limited partner to state:

4           1. The limited partner's name and address.

5           2. The number, classes, and series of limited partner  
6 interests as to which the limited partner asserts appraisal  
7 rights.

8           3. That the limited partner did not vote for the  
9 transaction.

10           4. Whether the limited partner accepts the limited  
11 partnership's offer as stated in subparagraph (b)4.

12           5. If the offer is not accepted, the limited partner's  
13 estimated fair value of the limited partner interests and a  
14 demand for payment of the limited partner's estimated value  
15 plus interest.

16           (b) State:

17           1. Where the form described in paragraph (a) must be  
18 sent.

19           2. A date by which the limited partnership must  
20 receive the form, which date may not be fewer than 40 or more  
21 than 60 days after the date the appraisal notice and form  
22 described in this subsection are sent, and state that the  
23 limited partner shall have waived the right to demand  
24 appraisal with respect to the limited partner interests unless  
25 the form is received by the limited partnership by such  
26 specified date.

27           3. In the case of limited partner interest represented  
28 by a certificate, the location at which certificates for such  
29 certificated partnership interests must be deposited, if that  
30 action is required by the limited partnership, and the date by  
31 which those certificates must be deposited, which date may not



1 be earlier than the date for receiving the required form under  
2 subparagraph 2.

3 4. The limited partnership's estimate of the fair  
4 value of the limited partner interests.

5 5. An offer to each limited partner who is entitled to  
6 appraisal rights to pay the limited partnership's estimate of  
7 fair value set forth in subparagraph 4.

8 6. That, if requested in writing, the limited  
9 partnership will provide to the limited partner so requesting,  
10 within 10 days after the date specified in subparagraph 2.,  
11 the number of limited partners who return the forms by the  
12 specified date and the total number of limited partner  
13 interests owned by them.

14 7. The date by which the notice to withdraw under s.  
15 620.1119 must be received, which date must be within 20 days  
16 after the date specified in subparagraph 2.

17 (c) Be accompanied by:

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

25 2. A copy of ss. 620.2213-620.2224.

26 620.2119 Perfection of rights; right to withdraw.--

27 (1) A limited partner who wishes to exercise appraisal  
28 rights must execute and return the form received pursuant to  
29 s. 620.2118(1) and, in the case of certificated partnership  
30 interests and the limited partnership so requires, deposit the  
31 limited partner's certificates in accordance with the terms of

1 the notice by the date referred to in the notice pursuant to  
2 s. 620.2118(2)(b)2. Once a limited partner deposits that  
3 limited partner's certificates or, in the case of  
4 uncertificated partnership interests, returns the executed  
5 form described in s. 620.2118(2), the limited partner loses  
6 all rights as a limited partner, unless the limited partner  
7 withdraws pursuant to subsection (3). Upon receiving a demand  
8 for payment from a limited partner who holds an uncertificated  
9 partnership interest, the limited partnership shall make an  
10 appropriate notation of the demand for payment in its records.

11 (2) The limited partnership may restrict the transfer  
12 of such limited partner interests from the date the limited  
13 partner delivers the items required by subsection (1).

14 (3) A limited partner who has complied with subsection  
15 (1) may nevertheless decline to exercise appraisal rights and  
16 withdraw from the appraisal process by so notifying the  
17 limited partnership in writing by the date set forth in the  
18 appraisal notice pursuant to s. 620.2118(2)(b)7. A limited  
19 partner who fails to so withdraw from the appraisal process  
20 may not thereafter withdraw without the limited partnership's  
21 written consent.

22 (4) A limited partner who does not execute and return  
23 the form and, in the case of certificated partnership  
24 interests, deposit that limited partner's certificates, if so  
25 required by the limited partnership, each by the date set  
26 forth in the notice described in subsection (2), shall not be  
27 entitled to payment under this act.

28 (5) If the limited partner's right to receive fair  
29 value is terminated other than by the purchase of the limited  
30 partner interest by the limited partnership, all rights of the  
31 limited partner, with respect to such limited partner

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

14 620.2120 Limited partner's acceptance of limited  
15 partnership's offer.--

16 (1) If the limited partner states on the form provided  
17 in s. 620.2118(1) that the limited partner accepts the offer  
18 of the limited partnership to pay the limited partnership's  
19 estimated fair value for the limited partner interest, the  
20 limited partnership shall make such payment to the limited  
21 partner within 90 days after the limited partnership's receipt  
22 of the items required by s. 620.1119(1).

23 (2) Upon payment of the agreed value, the limited  
24 partner shall cease to have any interest in the partnership  
25 interests.

26 620.2121 Procedure if limited partner is dissatisfied  
27 with offer.--

28 (1) A limited partner who is dissatisfied with the  
29 limited partnership's offer as set forth pursuant to s.  
30 620.2118(2)(b)5. must notify the limited partnership on the  
31 form provided pursuant to s. 620.2118(1) of the limited

1 partner's estimate of the fair value of the limited partner  
2 interest and demand payment of that estimate plus interest.

3 (2) A limited partner who fails to notify the limited  
4 partnership in writing of the limited partner's demand to be  
5 paid the limited partner's estimate of the fair value plus  
6 interest under subsection (1) within the timeframe set forth  
7 in s. 620.2118(2)(b)2. waives the right to demand payment  
8 under this section and shall be entitled only to the payment  
9 offered by the limited partnership pursuant to s.  
10 620.2118(2)(b)5.

11 620.2122 Court action.--

12 (1) If a limited partner makes demand for payment  
13 under s. 620.2121 which remains unsettled, the limited  
14 partnership shall commence a proceeding within 60 days after  
15 receiving the payment demand and petition the court to  
16 determine the fair value of the partnership interests and  
17 accrued interest. If the limited partnership does not commence  
18 the proceeding within the 60-day period, any limited partner  
19 who has made a demand pursuant to s. 620.2121 may commence the  
20 proceeding in the name of the limited partnership.

21 (2) The proceeding shall be commenced in the  
22 appropriate court of the county in which the limited  
23 partnership's principal office, or, if none, its registered  
24 office, in this state is located. If the limited partnership  
25 is a foreign limited partnership without a registered office  
26 in this state, the proceeding shall be commenced in the county  
27 in this state in which the principal office or registered  
28 office of the domestic limited partnership was located at the  
29 time of the transaction.

30 (3) All limited partners, whether or not residents of  
31 this state, whose demands remain unsettled shall be made

1 parties to the proceeding as in an action against their  
2 partnership interests. The limited partnership shall serve a  
3 copy of the initial pleading in such proceeding upon each  
4 limited partner party who is a resident of this state in the  
5 manner provided by law for the service of a summons and  
6 complaint and upon each nonresident limited partner party by  
7 registered or certified mail or by publication as provided by  
8 law.

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

19       (5) Each partner made a party to the proceeding is  
20 entitled to judgment for the amount of the fair value of such  
21 limited partner's limited partner partnership interests, plus  
22 interest, as found by the court.

23       (6) The limited partnership shall pay each such  
24 partner the amount found to be due within 10 days after final  
25 determination of the proceedings. Upon payment of the  
26 judgment, the limited partner shall cease to have any interest  
27 in the limited partnership interests.

28       620.2123 Court costs and counsel fees.--

29       (1) The court in an appraisal proceeding shall  
30 determine all costs of the proceeding, including the  
31 reasonable compensation and expenses of appraisers appointed

1 by the court. The court shall assess the costs against the  
2 limited partnership, except that the court may assess costs  
3 against all or some of the limited partners demanding  
4 appraisal, in amounts the court finds equitable, to the extent  
5 the court finds such partners acted arbitrarily, vexatiously,  
6 or not in good faith with respect to the rights provided by  
7 this act.

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

11 (a) Against the limited partnership and in favor of  
12 any or all limited partners demanding appraisal if the court  
13 finds the limited partnership did not substantially comply  
14 with ss. 620.2116 and 620.2118; or

15 (b) Against either the limited partnership or a  
16 limited partner demanding appraisal, in favor of any other  
17 party, if the court finds that the party against whom the fees  
18 and expenses are assessed acted arbitrarily, vexatiously, or  
19 not in good faith with respect to the rights provided by this  
20 act.

21 (3) If the court in an appraisal proceeding finds that  
22 the services of counsel for any limited partner were of  
23 substantial benefit to other limited partners similarly  
24 situated, and that the fees for those services should not be  
25 assessed against the limited partnership, the court may award  
26 to such counsel reasonable fees to be paid out of the amounts  
27 awarded the limited partners who were benefited.

28 (4) To the extent the limited partnership fails to  
29 make a required payment pursuant to s. 620.2120, the limited  
30 partner may sue directly for the amount owed and, to the  
31 extent successful, shall be entitled to recover from the

1 limited partnership all costs and expenses of the suit,  
2 including counsel fees.

3 620.2124 Limitation on limited partnership payment.--

4 (1) No payment shall be made to a limited partner  
5 seeking appraisal rights if, at the time of payment, the  
6 limited partnership is unable to meet the distribution  
7 standards of s. 620.1508. In such event, the limited partner  
8 shall, at the limited partner's option:

9 (a) Withdraw the notice of intent to assert appraisal  
10 rights, which shall in such event be deemed withdrawn with the  
11 consent of the limited partnership; or

12 (b) Retain the status as a claimant against the  
13 limited partnership and, if the limited partnership is  
14 liquidated, be subordinated to the rights of creditors of the  
15 limited partnership, but have rights superior to the limited  
16 partners not asserting appraisal rights, and, if it is not  
17 liquidated, retain the right to be paid for the limited  
18 partner interests, which right the limited partnership shall  
19 be obliged to satisfy when the restrictions of this section do  
20 not apply.

21 (2) The limited partner shall exercise the option  
22 under paragraph (1)(a) or paragraph (1)(b) by written notice  
23 filed with the limited partnership within 30 days after the  
24 limited partnership has given written notice that the payment  
25 for the limited partner interests cannot be made because of  
26 the restrictions of this section. If the limited partner fails  
27 to exercise the option, the limited partner shall be deemed to  
28 have withdrawn the notice of intent to assert appraisal  
29 rights.

30 620.2125 Application of other laws to provisions  
31 governing conversions and mergers.--

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 18. 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 19. 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 20. 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 21. 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 22. 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. 48.181.

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 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 23. 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 24. Subsections (2) and (7) of section  
28 607.11101, Florida Statutes, are amended to read:

29 607.11101 Effect of merger of domestic corporation and  
30 other business entity.--When a merger becomes effective:

31

1           (2) The title to all real estate and other property,  
 2 or any interest therein, owned by each domestic corporation  
 3 and other business entity that is a party to the merger is  
 4 vested in the surviving entity without reversion or  
 5 impairment. ~~The surviving entity shall record a certified copy~~  
 6 ~~of the articles of merger in any county in which a merging~~  
 7 ~~entity holds an interest in real property.~~

8           (7) The shares, partnership interests, interests,  
 9 obligations, or other securities, and the rights to acquire  
 10 shares, partnership interests, interests, obligations, or  
 11 other securities, of each domestic corporation and other  
 12 business entity that is a party to the merger shall be  
 13 converted into shares, partnership interests, interests,  
 14 obligations, or other securities, or rights to such  
 15 securities, of the surviving entity or any other domestic  
 16 corporation or other business entity or, in whole or in part,  
 17 into cash or other property as provided in the plan of merger,  
 18 and the former holders of shares, partnership interests,  
 19 interests, obligations, or other securities, or rights to such  
 20 securities, shall be entitled only to the rights provided in  
 21 the plan of merger and to their appraisal rights, if any,  
 22 under ss. 607.1301-607.1333, ss. 608.4351-608.4359, ss.  
 23 620.2114-620.2124 ~~s. 608.4384~~, ~~s. 620.205~~, or other applicable  
 24 law.

25           Section 25. Effective January 1, 2006:

26           (1) Section 607.0129, Florida Statutes, is repealed.

27           (2) Section 608.4384, Florida Statutes, is repealed.

28           (3) Section 617.0129, Florida Statutes, is repealed.

29           (4) 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 (5) Sections 620.8901, 620.8902, 620.8903, 620.8904,  
 12 620.8905, 620.8906, 620.8907, and 620.8908, Florida Statutes,  
 13 are repealed.

14 Section 26. Section 817.155, Florida Statutes, is  
 15 amended to read:

16 817.155 Matters within jurisdiction of Department of  
 17 State; false, fictitious, or fraudulent acts, statements, and  
 18 representations prohibited; penalty; statute of  
 19 limitations.--A person may not, in any matter within the  
 20 jurisdiction of the Department of State, knowingly and  
 21 willfully falsify or conceal a material fact, make any false,  
 22 fictitious, or fraudulent statement or representation, or make  
 23 or use any false document, knowing the same to contain any  
 24 false, fictitious, or fraudulent statement or entry. A person  
 25 who violates this section is guilty of a felony ~~w misdemeanor~~  
 26 of the third ~~second~~ degree, punishable as provided in s. 775.082,  
 27 ~~or~~ s. 775.083, or s.775.084. The statute of limitations for  
 28 prosecution of an act committed in violation of this section  
 29 is 5 years from the date the act was committed.

30 Section 27. Except as otherwise provided herein, this  
 31 act shall take effect January 1, 2006.