

CHAMBER ACTION

1 The Commerce Council recommends the following:

2
3 **Council/Committee Substitute**

4 Remove the entire bill and insert:

5 A bill to be entitled

6 An act relating to business entities; creating ss.
7 607.1112-607.1115, F.S.; providing definitions,
8 requirements, criteria, and procedures for conversion of a
9 domestic corporation into another business entity;
10 providing for certificates of conversion; providing for
11 effect of conversion; providing definitions, requirements,
12 criteria, and procedures for conversion of another
13 business entity into a domestic corporation; amending ss.
14 607.1302, 608.407, and 608.4225, F.S., to conform;
15 creating ss. 608.4351-608.43595, F.S.; providing for
16 appraisals of interests in certain limited liability
17 companies; providing definitions; providing requirements,
18 criteria, and procedures for appraisals; providing for
19 appraisal rights of company members; providing for
20 assertion of appraisal rights by nominees and beneficial
21 owners; providing for notice of appraisal rights;
22 providing for notice of intent to demand payment;
23 providing for a written appraisal notice and form;

24 providing for perfection of appraisal rights; providing a
25 right to withdraw; providing for a member's acceptance of
26 certain offers; providing procedures for members
27 dissatisfied with company offers; providing for court
28 action to determine fair value of certain demands for
29 payment under certain circumstances; providing for award
30 of court costs and attorney's fees; providing limitations
31 on payments by limited liability companies under certain
32 circumstances; amending ss. 608.438, 608.4381, 608.4382,
33 608.4383, and 608.439, F.S., to conform; creating ss.
34 608.4401-608.4404, F.S.; providing definitions,
35 requirements, criteria, and procedures for conversion of a
36 domestic limited liability company into another business
37 entity; requiring a plan of conversion; requiring certain
38 actions on a plan of conversion; providing for
39 certificates of conversion; providing for effects of
40 conversion; amending s. 608.452, F.S., to conform;
41 amending s. 617.0302, F.S., to conform; amending s.
42 617.0505, F.S.; exempting certain private clubs organized
43 as corporations from a prohibition against distributions
44 made to members in certain circumstances; creating s.
45 617.1108, F.S.; providing that certain statutory
46 provisions related to mergers of corporations apply to
47 not-for-profit corporations; creating ss. 620.1101-
48 620.2205, F.S.; revising the Florida Revised Uniform
49 Limited Partnership Act; providing a popular name;
50 providing definitions; specifying conditions of knowledge
51 and notice; providing for nature, purpose, and duration of

52 | limited partnerships; providing powers of limited
53 | partnerships; specifying the governing law relating to
54 | limited partnerships; providing supplemental principles of
55 | law; providing for application of certain rates of
56 | interest under certain circumstances; providing for names
57 | of limited partnerships; specifying certain fees of the
58 | Department of State for certain purposes; providing for
59 | effect of partnership agreements; providing for
60 | nonwaivable provisions; requiring limited partnerships to
61 | maintain certain required information; authorizing certain
62 | business transactions of partners with a partnership;
63 | providing for dual capacity of certain persons; requiring
64 | a designated office, registered office, and registered
65 | agent of a limited partnership; providing for change of
66 | designated office, registered office, or registered agent;
67 | providing for resignation of a registered agent; providing
68 | for service of process for certain purposes; providing for
69 | consent and proxies of partners; providing for formation
70 | of limited partnerships; providing for a certificate of
71 | limited partnership; providing for amendment or
72 | restatement of a certificate of partnership; providing for
73 | a certificate of dissolution; providing for a statement of
74 | termination; requiring certain records to be signed;
75 | providing for signing and filing of certain records
76 | pursuant to court order; providing for delivery to and
77 | filing of certain records by the Department of State;
78 | providing for effective dates and times of certain records
79 | and filings; providing for correcting certain filed

80 records; providing for liability for false information in
81 filed records; providing for a certificate of status;
82 requiring delivery of annual reports to the department;
83 providing conditions for becoming a partner; specifying
84 absence of right or power of a limited partner to bind a
85 limited partnership; providing for approval of certain
86 rights; specifying absence of liability of limited partner
87 for limited partnership obligations; specifying rights of
88 limited partners and former limited partners to certain
89 information; specifying limited duties of limited
90 partners; specifying conditions of liability or lack of
91 liability on the part of certain persons for certain
92 partnership obligations under certain circumstances;
93 specifying conditions for becoming a general partner;
94 specifying a general partner as an agent for the limited
95 partnership; specifying liability of limited partnership
96 for certain actions of general partners; providing for
97 liability of general partners; specifying certain actions
98 by and against limited partnerships and general partners;
99 specifying management rights of general partners;
100 providing certain approval rights of other partners;
101 specifying the right of general partners and former
102 general partners to certain information; providing general
103 standards of conduct for general partners; providing for
104 form of certain contributions by partners; providing for
105 liability for certain contributions; providing for sharing
106 of profits, losses, and distributions; providing for
107 interim distributions; specifying absence of right to

108 receive a distribution upon dissociation; providing for
 109 distributions in kind; providing certain rights to
 110 distributions; providing limitations on distributions;
 111 providing for liability for certain improper
 112 distributions; providing for dissociation as limited
 113 partner under certain circumstances; providing for effect
 114 of dissociation as limited partner; providing for
 115 dissociation as general partner; specifying a person's
 116 power to dissociate as general under certain
 117 circumstances; specifying conditions and liability of
 118 wrongful dissociation; providing for effect of
 119 dissociation as general partner; providing to a
 120 dissociated general partner a power to bind and liability
 121 to a partnership before dissolution of the partnership;
 122 providing for certain liability of dissociated general
 123 partners; providing for a partner's transferable interest;
 124 providing for transfers of partner's transferable
 125 interest; providing rights of creditors of partners and
 126 transferees; providing for powers of estates of deceased
 127 partners; providing for nonjudicial dissolution of limited
 128 partnerships; providing for judicial dissolutions;
 129 providing for winding up activities of a limited
 130 partnership; providing for a power of a general partner
 131 and dissociated general partners to bind a partnership
 132 after dissolution; providing for liability of certain
 133 persons to the partnership after dissolution; providing
 134 for disposition of known claims against dissolved limited
 135 partnerships; providing for filing certain unknown claims

136 against dissolved limited partnerships; providing for
137 liability of certain persons for certain barred claims
138 against a limited partnership; providing for
139 administrative dissolution; providing for reinstatement
140 after administrative dissolution; providing for appeals
141 from reinstatement denials; providing for revocation of
142 dissolution; providing for disposition of assets upon
143 winding up of activities of a limited partnership;
144 specifying when contributions are required; specifying the
145 governing law relating to foreign limited partnerships;
146 providing for applications for certificates of authority
147 for foreign limited partnerships; specifying certain
148 activities as not constituting transacting business by a
149 foreign limited partnership; providing for filing a
150 certificate of authority for foreign limited partnerships
151 to transact business; prohibiting a foreign limited
152 partnership from obtaining a certificate of authority for
153 a noncomplying name; providing for revocation of a
154 certificate of authority for foreign limited partnerships;
155 providing for cancellation of a certificate of authority
156 for a foreign limited partnership; providing for effect of
157 failure to have a certificate; authorizing the Attorney
158 General to bring actions to restrain foreign limited
159 partnerships from transacting business under certain
160 circumstances; providing for reinstatement after
161 administrative revocation; providing for amending a
162 certificate of authority; providing for direct actions by
163 a partner against a limited partnership or another partner

164 | under certain circumstances; authorizing partners to
 165 | maintain derivative actions for certain purposes;
 166 | specifying proper plaintiff in derivative actions;
 167 | specifying contents of certain pleadings; specifying
 168 | distribution of proceeds in derivative actions; providing
 169 | for court award of expenses and attorney fees under
 170 | certain circumstances; providing definitions; providing
 171 | for conversion of an organization to a limited partnership
 172 | or a limited partnership to another organization;
 173 | requiring a plan of conversion; specifying certain actions
 174 | on a plan of conversion; requiring a certificate of
 175 | conversion; specifying certain required filings with the
 176 | Department of State for a conversion; providing for effect
 177 | of conversion; providing for a merger of a limited
 178 | partnership with certain organizations; requiring a plan
 179 | of merger; specifying certain actions on a plan of merger;
 180 | requiring a certificate of merger; specifying certain
 181 | required filings for a merger; providing for effect of
 182 | merger; providing restrictions on approval of conversions
 183 | and mergers; providing for liability of a general partner
 184 | after conversion or merger; providing for power of certain
 185 | persons to bind an organization after conversion or
 186 | merger; providing for appraisals of interests in certain
 187 | limited partnerships; providing definitions; providing for
 188 | appraisal rights of limited partners; providing for
 189 | assertion of appraisal rights by nominees and beneficial
 190 | owners; providing for notice of appraisal rights;
 191 | providing for notice of intent to demand payment;

192 providing for a written appraisal notice and form;
193 providing for perfection of appraisal rights; providing a
194 right to withdraw; providing for a limited partner's
195 acceptance of certain offers; providing procedures for
196 limited partners dissatisfied with limited partnership
197 offers; providing for court action to determine fair value
198 of certain demands for payment under certain
199 circumstances; providing for award of court costs and
200 attorney's fees; providing limitations on payments by
201 limited partnerships under certain circumstances;
202 providing for application of laws to provisions governing
203 conversions and mergers; providing for uniformity of
204 application and construction; providing severability;
205 providing for application to the Electronic Signatures in
206 Global and National Commerce Act; providing for
207 application to existing business entities; amending ss.
208 620.8103 and 620.8404, F.S., to conform; amending s.
209 620.8105, F.S.; providing requirements for partnership
210 registration statements, certificates of merger or
211 conversion, and amended partnership registrations and
212 certificates of merger or conversion; amending s.
213 620.81055, F.S.; providing a fee for a certificate of
214 conversion; creating ss. 620.8911-620.8923, F.S.;
215 providing definitions; providing for conversion of certain
216 organizations to a partnership or a partnership to another
217 organization; providing requirements, criteria, and
218 procedures for conversions; requiring a plan of
219 conversion; requiring certain actions by a converting

220 partnership on a plan of conversion; specifying certain
 221 required filings with the Department of State for a
 222 conversion; providing for effect of conversion; providing
 223 for a merger of a partnership with certain organizations;
 224 providing requirements, criteria, and procedures for
 225 mergers; requiring a plan of merger; specifying certain
 226 actions by a constituent partnership on a plan of merger;
 227 specifying certain requiring filings with the Department
 228 of State for a merger; providing for effect of merger;
 229 providing restrictions on approval of conversions and
 230 mergers; providing for liability of partners after
 231 conversion or merger; providing for power of certain
 232 persons to bind an organization after conversion or
 233 merger; providing construction relating to application of
 234 other laws to conversions and mergers; amending s.
 235 620.9104, F.S.; specifying additional activities not
 236 constituting transacting business; amending s. 607.11101,
 237 F.S.; deleting a requirement that a surviving entity
 238 record a certified copy of articles of merger in certain
 239 counties; conforming cross-references; repealing s.
 240 608.4384, F.S., relating to rights of members of limited
 241 liability companies dissenting to a merger; repealing ss.
 242 620.101, 620.102, 620.103, 620.105, 620.1051, 620.106,
 243 620.107, 620.108, 620.109, 620.112, 620.113, 620.114,
 244 620.115, 620.116, 620.117, 620.118, 620.119, 620.122,
 245 620.123, 620.124, 620.125, 620.126, 620.127, 620.128,
 246 620.129, 620.132, 620.133, 620.134, 620.135, 620.136,
 247 620.137, 620.138, 620.139, 620.142, 620.143, 620.144,

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248 620.145, 620.146, 620.147, 620.148, 620.149, 620.152,
 249 620.153, 620.154, 620.155, 620.156, 620.157, 620.158,
 250 620.159, 620.162, 620.163, 620.164, 620.165, 620.166,
 251 620.167, 620.168, 620.169, 620.172, 620.173, 620.174,
 252 620.175, 620.176, 620.177, 620.178, 620.179, 620.182,
 253 620.1835, 620.184, 620.185, 620.186, 620.187, 620.192,
 254 620.201, 620.202, 620.203, 620.204, and 620.205, F.S.,
 255 relating to the Florida Revised Uniform Limited
 256 Partnership Act (1986); repealing ss. 620.8901, 620.8902,
 257 620.8903, 620.8904, 620.8905, 6210.8906, 620.8907, and
 258 620.8908, F.S., relating to conversions of partnerships
 259 and limited partnerships under the Revised Uniform
 260 Partnership Act of 1995; providing effective dates.

261

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

263

264 Section 1. Sections 607.1112, 607.1113, 607.1114, and
 265 607.1115, Florida Statutes, are created to read:

266 607.1112 Conversion of domestic corporation into another
 267 business entity.--

268 (1) As used in this section and ss. 607.1113 and 607.1114,
 269 the term "another business entity" or "other business entity"
 270 means a limited liability company; a common law or business
 271 trust or association; a real estate investment trust; a general
 272 partnership, including a limited liability partnership; a
 273 limited partnership, including a limited liability limited
 274 partnership; or any other domestic or foreign entity that is
 275 organized under a governing law or other applicable law,

276 provided such term shall not include a corporation and shall not
277 include any entity that has not been organized for profit.

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

283 (a) The domestic corporation converting to the other
284 business entity complies with the applicable provisions of this
285 chapter.

286 (b) The conversion is permitted by the laws of the
287 jurisdiction that enacted the applicable laws under which the
288 other business entity is governed and the other business entity
289 complies with such laws in effecting the conversion.

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

291 (a) The name of the domestic corporation and the name and
292 jurisdiction of organization of the other business entity to
293 which the domestic corporation is to be converted.

294 (b) The terms and conditions of the conversion, including
295 the manner and basis of converting the shares, obligations, or
296 other securities, or rights to acquire shares, obligations, or
297 other securities, of the domestic corporation into the
298 partnership interests, limited liability company interests,
299 obligations, or other securities of the other business entity,
300 including any rights to acquire any such interests, obligations,
301 or other securities, or, in whole or in part, into cash or other
302 consideration.

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

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

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

312 (6) The plan of conversion shall be adopted and approved
 313 by the board of directors and shareholders of a domestic
 314 corporation in the same manner as a merger of a domestic
 315 corporation under s. 607.1103. Notwithstanding such requirement,
 316 if the other business entity is a partnership or limited
 317 partnership, no shareholder of the converting domestic
 318 corporation shall, as a result of the conversion, become a
 319 general partner of the partnership or limited partnership,
 320 unless such shareholder specifically consents in writing to
 321 becoming a general partner of such partnership or limited
 322 partnership and, unless such written consent is obtained from
 323 each such shareholder, such conversion shall not become
 324 effective under s. 607.1114. Any shareholder providing such
 325 consent in writing shall be deemed to have voted in favor of the
 326 plan of conversion pursuant to which the shareholder became a
 327 general partner.

328 (7) Section 607.1103 and ss. 607.1301-607.1333 shall,
 329 insofar as they are applicable, apply to a conversion of a

330 domestic corporation into another business entity in accordance
 331 with this chapter.

332 607.1113 Certificate of conversion.--

333 (1) After a plan of conversion is approved by the board of
 334 directors and shareholders of a converting domestic corporation,
 335 such corporation shall deliver to the Department of State for
 336 filing a certificate of conversion which shall be executed by
 337 the domestic corporation as required by s. 607.0120 and shall
 338 set forth:

339 (a) A statement that the domestic corporation has been
 340 converted into another business entity in compliance with this
 341 chapter and that the conversion complies with the applicable
 342 laws governing the other business entity.

343 (b) A statement that the plan of conversion was approved
 344 by the converting domestic corporation in accordance with this
 345 chapter and, if applicable, a statement that the written consent
 346 of each shareholder of such domestic corporation who, as a
 347 result of the conversion, becomes a general partner of the
 348 surviving entity has been obtained pursuant to s. 607.1112(6).

349 (c) The effective date of the conversion, which, subject
 350 to the limitations in s. 607.0123(2), may be on or after the
 351 date of filing the certificate of conversion but shall not be
 352 different than the effective date of the conversion under the
 353 laws governing the other business entity into which the domestic
 354 corporation has been converted.

355 (d) The address, including street and number, if any, of
 356 the principal office of the other business entity under the laws

357 of the state, country, or jurisdiction in which such other
 358 business entity was organized.

359 (e) If the other business entity is a foreign entity and
 360 is not authorized to transact business in this state, a
 361 statement that the other business entity appoints the Secretary
 362 of State as its agent for service of process in a proceeding to
 363 enforce obligations of the converting domestic corporation,
 364 including any appraisal rights of shareholders of the converting
 365 domestic corporation under ss. 607.1301-607.1333 and the street
 366 and mailing address of an office which the Department of State
 367 may use for purposes of s. 607.1114(4).

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

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

375 607.1114 Effect of conversion of domestic corporation into
 376 another business entity.--When a conversion becomes effective:

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

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

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

391 (4) Any claim existing or action or proceeding pending by
 392 or against any domestic corporation that is converted into
 393 another business entity may be continued as if the conversion
 394 did not occur. If the converted entity is a foreign entity, it
 395 shall be deemed to have consented to the jurisdiction of the
 396 courts of this state to enforce any obligation of the converting
 397 domestic corporation if, before the conversion, the converting
 398 domestic corporation was subject to suit in this state on the
 399 obligation. A converted entity that is a foreign entity and not
 400 authorized to transact business in this state shall appoint the
 401 Department of State as its agent for service of process for
 402 purposes of enforcing an obligation under this subsection,
 403 including any appraisal rights of shareholders under ss.
 404 607.1301-607.1333 to the extent applicable to the conversion.
 405 Service on the Department of State under this subsection shall
 406 be made in the same manner and with the same consequences as
 407 under s. 48.181.

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

412 (6) The shares, obligations, and other securities, or
 413 rights to acquire shares, obligations, or other securities, of
 414 the domestic corporation shall be converted into the partnership
 415 interests, limited liability company interests, obligations, or
 416 other securities of the other business entity, including any
 417 rights to acquire any such interests, obligations, or other
 418 securities, or, in whole or in part, into cash, or other
 419 consideration, as provided in the plan of conversion. The former
 420 shareholders of the converting domestic corporation shall be
 421 entitled only to the rights provided in the plan of conversion
 422 and to their appraisal rights, if any, under ss. 607.1301-
 423 607.1333 or other applicable law.

424 607.1115 Conversion of another business entity to a
 425 domestic corporation.--

426 (1) As used in this section, the term "other business
 427 entity" means a limited liability company; a common law or
 428 business trust or association; a real estate investment trust; a
 429 general partnership, including a limited liability partnership;
 430 a limited partnership, including a limited liability limited
 431 partnership; or any other domestic or foreign entity that is
 432 organized under a governing law or other applicable law,
 433 provided such term shall not include a corporation and shall not
 434 include any entity that has not been organized for profit.

435 (2) Any other business entity may convert to a domestic
 436 corporation if the conversion is permitted by the laws of the
 437 jurisdiction that enacted the applicable laws governing the
 438 other business entity and the other business entity complies
 439 with such laws and the requirements of this section in effecting

440 the conversion. The other business entity shall file with the
 441 Department of State in accordance with s. 607.0120:

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

444 (b) Articles of incorporation that comply with s. 607.0202
 445 and have been executed in accordance with s. 607.0120.

446 (3) The certificate of conversion shall state:

447 (a) The date on which, and the jurisdiction in which, the
 448 other business entity was first organized and, if the entity has
 449 changed, its jurisdiction immediately prior to its conversion.

450 (b) The name of the other business entity immediately
 451 prior to the filing of the certificate of conversion to a
 452 corporation.

453 (c) The name of the corporation as set forth in its
 454 articles of incorporation filed in accordance with subsection
 455 (2).

456 (d) The delayed effective date or time, which, subject to
 457 the limitations in s. 607.0123(2), shall be a date or time
 458 certain, of the conversion if the conversion is not to be
 459 effective upon the filing of the certificate of conversion and
 460 the articles of incorporation, provided such delayed effective
 461 date may not be different than the effective date and time of
 462 the articles of incorporation.

463 (4) Upon the filing with the Department of State of the
 464 certificate of conversion and the articles of incorporation, or
 465 upon the delayed effective date or time of the certificate of
 466 conversion and the articles of incorporation, the other business
 467 entity shall be converted into a domestic corporation and the

468 corporation shall thereafter be subject to all of the provisions
 469 of this chapter, except notwithstanding s. 607.0123, the
 470 existence of the corporation shall be deemed to have commenced
 471 when the other business entity commenced its existence in the
 472 jurisdiction in which the other business entity was first
 473 organized.

474 (5) The conversion of any other business entity into a
 475 domestic corporation shall not affect any obligations or
 476 liabilities of the other business entity incurred prior to its
 477 conversion to a domestic corporation or the personal liability
 478 of any person incurred prior to such conversion.

479 (6) When any conversion becomes effective under this
 480 section, for all purposes of the laws of this state, all of the
 481 rights, privileges, and powers of the other business entity that
 482 has been converted, and all property, real, personal, and mixed,
 483 and all debts due to such other business entity, as well as all
 484 other things and causes of action belonging to such other
 485 business entity, shall be vested in the domestic corporation
 486 into which it was converted and shall thereafter be the property
 487 of the domestic corporation as they were of the other business
 488 entity. Without limiting this provision, title to any real
 489 property, or any interest therein, vested by deed or otherwise
 490 in such other business entity at the time of conversion shall
 491 remain vested in the converted entity without reversion or
 492 impairment by operation of this chapter. All rights of creditors
 493 and all liens upon any property of such other business entity
 494 shall be preserved unimpaired, and all debts, liabilities, and
 495 duties of such other business entity shall thenceforth attach to

496 the domestic corporation into which it was converted and may be
 497 enforced against the domestic corporation to the same extent as
 498 if said debts, liabilities, and duties had been incurred or
 499 contracted by the domestic corporation.

500 (7) Unless otherwise agreed, or as required under
 501 applicable laws of states other than this state, the converting
 502 entity shall not be required to wind up its affairs or pay its
 503 liabilities and distribute its assets and the conversion shall
 504 not constitute a dissolution of such entity and shall constitute
 505 a continuation of the existence of the converting entity in the
 506 form of a domestic corporation.

507 (8) Prior to filing a certificate of conversion with the
 508 Department of State, the conversion shall be approved in the
 509 manner provided for by the document, instrument, agreement, or
 510 other writing, as the case may be, governing the internal
 511 affairs of the other business entity or by other applicable law,
 512 as appropriate, and the articles of incorporation and bylaws of
 513 the corporation shall be approved by the same authorization
 514 required to approve the conversion. As part of such an approval,
 515 a plan of conversion or other record may describe the manner and
 516 basis of converting the partnership interests, limited liability
 517 company interests, obligations, or securities of, or other
 518 interests or rights in, the other business entity, including any
 519 rights to acquire any such interests, obligations, securities,
 520 or other rights, into shares of the domestic corporation, or
 521 rights to acquire shares, obligations, securities, or other
 522 rights, or, in whole or in part, into cash or other
 523 consideration. Such a plan or other record may also contain

524 other provisions relating to the conversion, including without
 525 limitation the right of the other business entity to abandon a
 526 proposed conversion, or an effective date for the conversion
 527 that is not inconsistent with paragraph (2)(d).

528 Section 2. Paragraph (a) of subsection (1) of section
 529 607.1302, Florida Statutes, is amended to read:

530 607.1302 Right of shareholders to appraisal.--

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

535 (a) Consummation of a conversion of such corporation
 536 pursuant to s. 607.1112 if shareholder approval is required for
 537 the conversion and the shareholder is entitled to vote on the
 538 conversion under ss. 607.1103 and 607.1112(6), or the
 539 consummation of a merger to which ~~such~~ the corporation is a
 540 party if shareholder approval is required for the merger under
 541 by s. 607.1103 and the shareholder is entitled to vote on the
 542 merger or if such ~~the~~ corporation is a subsidiary and the merger
 543 is governed by s. 607.1104;

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

547 608.407 Articles of organization.--

548 (1) In order to form a limited liability company, articles
 549 of organization of a limited liability company shall be ~~executed~~
 550 ~~and~~ filed with the Department of State by one or more members or

551 authorized representatives of the limited liability company. The
552 articles of organization shall set forth:

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

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

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

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

562 (5) The fact that articles of organization are on file
563 with the Department of State is notice that the entity formed in
564 connection with the filing of the articles of organization is a
565 limited liability company formed under the laws of this state
566 ~~and is notice of all other facts set forth in the articles of~~
567 ~~organization.~~ If the articles of organization contain any
568 information described in subsections (4) and (6), the articles
569 of organization shall be deemed notice of that information as
570 well, provided, if such information has been added or changed by
571 an amendment or restatement of the articles of organization, the
572 articles of organization shall not be deemed notice of such fact
573 until 90 days after the effective date of such amendment or
574 restatement.

575 (6) The articles of organization may also, but need not,
576 identify one or more persons authorized to serve as a manager or
577 managing member and may describe any limitations upon the
578 authority of a manager or managing member, provided a provision

579 | in the articles of organization limiting the authority of a
 580 | manager or managing member to transfer real property held in the
 581 | name of the limited liability company is not notice of the
 582 | limitation, to a person who is not a member or manager of the
 583 | limited liability company, unless the limitation appears in an
 584 | affidavit, certificate, or other instrument that bears the name
 585 | of the limited liability company and is recorded in the office
 586 | for recording transfers of such real property.

587 | Section 4. Paragraph (a) of subsection (1) of section
 588 | 608.4225, Florida Statutes, is amended to read:

589 | 608.4225 General standards for managers and managing
 590 | members.--

591 | (1) Subject to ss. 608.4226 and 608.423, each manager and
 592 | managing member shall owe a duty of loyalty and a duty of care
 593 | to the limited liability company and all of the members of the
 594 | limited liability company.

595 | (a) Subject to s. 608.4226, the duty of loyalty is limited
 596 | to includes, without limitation:

597 | 1. Accounting to the limited liability company and holding
 598 | as trustee for the limited liability company any property,
 599 | profit, or benefit derived by such manager or managing member in
 600 | the conduct or winding up of the limited liability company
 601 | business or derived from a use by such manager or managing
 602 | member of limited liability company property, including the
 603 | appropriation of a limited liability company opportunity.

604 | 2. Refraining from dealing with the limited liability
 605 | company in the conduct or winding up of the limited liability

606 | company business as or on behalf of a party having an interest
607 | adverse to the limited liability company.

608 | 3. Refraining from competing with the limited liability
609 | company in the conduct of the limited liability company business
610 | before the dissolution of the limited liability company.

611 | Section 5. Sections 608.4351, 608.4352, 608.4353,
612 | 608.4354, 608.4355, 608.4356, 608.4357, 608.43575, 608.4358,
613 | 608.43585, 608.4359, and 608.43595, Florida Statutes, are
614 | created to read:

615 | 608.4351 Appraisal rights; definitions.--The following
616 | definitions apply to this section and ss. 608.4352-608.43595:

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

622 | (2) "Appraisal event" means an event described in s.
623 | 608.4352(1).

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

627 | (4) "Converted entity" means the other business entity
628 | into which a domestic limited liability company converts
629 | pursuant to ss. 608.4401-608.4404.

630 | (5) "Fair value" means the value of the member's
631 | membership interests determined:

632 | (a) Immediately before the effectuation of the appraisal
633 | event to which the member objects.

634 (b) Using customary and current valuation concepts and
635 techniques generally employed for similar businesses in the
636 context of the transaction requiring appraisal, excluding any
637 appreciation or depreciation in anticipation of the transaction
638 to which the member objects unless exclusion would be
639 inequitable to the limited liability company and its remaining
640 members.

641 (6) "Interest" means interest from the effective date of
642 the appraisal event to which the member objects until the date
643 of payment, at the rate of interest determined for judgments in
644 accordance with s. 55.03, determined as of the effective date of
645 the appraisal event.

646 (7) "Limited liability company" means the domestic limited
647 liability company that issued the membership interest held by a
648 member demanding appraisal, and for matters covered in ss.
649 608.4352-608.43595, includes the converted entity in a
650 conversion or the surviving entity in a merger.

651 (8) "Record member" means each person who is identified as
652 a member in the current list of members maintained in accordance
653 with s. 608.4101 by the limited liability company, or to the
654 extent the limited liability company has failed to maintain a
655 current list, each person that is the rightful owner of a
656 membership interest in the limited liability company. An
657 assignee of a membership interest is not a record member.

658 (9) "Senior executive" means a manager or managing member
659 or the chief executive officer, chief operating officer, chief
660 financial officer, or anyone in charge of a principal business

661 unit or function of a limited liability company or of a manager
 662 or managing member of the limited liability company.

663 (10) "Member" means a record member or a beneficial
 664 member.

665 (11) "Membership interest" has the same meaning set forth
 666 in s. 608.402, except, if the appraisal rights of a member under
 667 s. 608.4352 pertain to only a certain class or series of a
 668 membership interest, the term "membership interest" means only
 669 the membership interest pertaining to such class or series.

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

673 608.4352 Right of members to appraisal.--

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

678 (a) Consummation of a merger of such limited liability
 679 company pursuant to this act and the member possessed the right
 680 to vote upon the merger; or

681 (b) Consummation of a conversion of such limited liability
 682 company pursuant to this act and the member possessed the right
 683 to vote upon the conversion.

684 (2) Notwithstanding subsection (1), the availability of
 685 appraisal rights shall be limited in accordance with the
 686 following provisions:

687 (a) Appraisal rights shall not be available for membership
 688 interests which are:

689 1. Listed on the New York Stock Exchange or the American
 690 Stock Exchange or designated as a national market system
 691 security on an interdealer quotation system by the National
 692 Association of Securities Dealers, Inc.; or

693 2. Not listed or designated as provided in subparagraph 1.
 694 but are issued by a limited liability company that has at least
 695 500 members and all membership interests of the limited
 696 liability company, including membership interests that are
 697 limited to a right to receive distributions, have a market value
 698 of at least \$10 million, exclusive of the value of any such
 699 interests held by its managing members, managers, and other
 700 senior executives owning more than 10 percent of the rights to
 701 receive distributions from the limited liability company.

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

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

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

714 1. Any of the members' interests in the limited liability
 715 company or the limited liability company's assets are being
 716 acquired or converted, whether by merger, conversion, or

717 otherwise, pursuant to the appraisal event by a person, or by an
 718 affiliate of a person, who:

719 a. Is, or at any time in the 1-year period immediately
 720 preceding approval of the appraisal event was, the beneficial
 721 owner of 20 percent or more of those interests in the limited
 722 liability company entitled to vote on the appraisal event,
 723 excluding any such interests acquired pursuant to an offer for
 724 all interests having such voting rights if such offer was made
 725 within 1 year prior to the appraisal event for consideration of
 726 the same kind and of a value equal to or less than that paid in
 727 connection with the appraisal event; or

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

732 2. Any of the members' interests in the limited liability
 733 company or the limited liability company's assets are being
 734 acquired or converted, whether by merger, conversion, or
 735 otherwise, pursuant to the appraisal event by a person, or by an
 736 affiliate of a person, who is, or at any time in the 1-year
 737 period immediately preceding approval of the appraisal event
 738 was, a senior executive of the limited liability company or a
 739 senior executive of any affiliate of the limited liability
 740 company, and that senior executive will receive, as a result of
 741 the limited liability company action, a financial benefit not
 742 generally available to members, other than:

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743 a. Employment, consulting, retirement, or similar benefits
744 established separately and not as part of or in contemplation of
745 the appraisal event;

746 b. Employment, consulting, retirement, or similar benefits
747 established in contemplation of, or as part of, the appraisal
748 event that are not more favorable than those existing before the
749 appraisal event or, if more favorable, that have been approved
750 by the limited liability company; or

751 c. In the case of a managing member or manager of the
752 limited liability company who will, during or as the result of
753 the appraisal event, become a managing member, manager, general
754 partner, or director of the surviving or converted entity or one
755 of its affiliates, those rights and benefits as a managing
756 member, manager, general partner, or director that are provided
757 on the same basis as those afforded by the surviving or
758 converted entity generally to other managing members, managers,
759 general partners, or directors of the surviving or converted
760 entity or its affiliate.

761 (e) For the purposes of subparagraph (d)1.a. only, the
762 term "beneficial owner" means any person who, directly or
763 indirectly, through any contract, arrangement, or understanding,
764 other than a revocable proxy, has or shares the right to vote,
765 or to direct the voting of, an interest in a limited liability
766 company with respect to approval of the appraisal event,
767 provided a member of a national securities exchange shall not be
768 deemed to be a beneficial owner of an interest in a limited
769 liability company held directly or indirectly by it on behalf of
770 another person solely because such member is the recordholder of

771 interests in the limited liability company if the member is
 772 precluded by the rules of such exchange from voting without
 773 instruction on contested matters or matters that may affect
 774 substantially the rights or privileges of the holders of the
 775 interests in the limited liability company to be voted. When two
 776 or more persons agree to act together for the purpose of voting
 777 such interests, each member of the group formed thereby shall be
 778 deemed to have acquired beneficial ownership, as of the date of
 779 such agreement, of all voting interests in the limited liability
 780 company beneficially owned by any member of the group.

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

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

788 (b) Was procured as a result of fraud or material
 789 misrepresentation.

790 (4) A limited liability company may modify, restrict, or
 791 eliminate the appraisal rights provided in this section and ss.
 792 608.4353-608.43595 in its operating agreement.

793 608.4353 Assertion of rights by nominees and beneficial
 794 owners.--

795 (1) A record member may assert appraisal rights as to
 796 fewer than all the membership interests registered in the record
 797 member's name which are owned by a beneficial member only if the
 798 record member objects with respect to all membership interests

799 of the class or series owned by that beneficial member and
 800 notifies the limited liability company in writing of the name
 801 and address of each beneficial member on whose behalf appraisal
 802 rights are being asserted. The rights of a record member who
 803 asserts appraisal rights for only part of the membership
 804 interests of the class or series held of record in the record
 805 member's name under this subsection shall be determined as if
 806 the membership interests to which the record member objects and
 807 the record member's other membership interests were registered
 808 in the names of different record members.

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

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

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

818 608.4354 Notice of appraisal rights.--

819 (1) If a proposed appraisal event is to be submitted to a
 820 vote at a members' meeting, the meeting notice must state that
 821 the limited liability company has concluded that members are,
 822 are not, or may be entitled to assert appraisal rights under
 823 this act.

824 (2) If the limited liability company concludes that
 825 appraisal rights are or may be available, a copy of ss.

826 608.4351-608.43595 must accompany the meeting notice sent to
 827 those record members entitled to exercise appraisal rights.

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

833 608.4355 Notice of intent to demand payment.--

834 (1) If a proposed appraisal event is submitted to a vote
 835 at a members' meeting, or is submitted to a member pursuant to a
 836 consent vote, a member who is entitled to and who wishes to
 837 assert appraisal rights with respect to any class or series of
 838 membership interests:

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

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

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

851 608.4356 Appraisal notice and form.--

852 (1) If the proposed appraisal event becomes effective, the
 853 limited liability company must deliver a written appraisal

854 notice and form required by paragraph (2)(a) to all members who
 855 satisfied the requirements of s. 608.4355.

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

859 (a) Supply a form that specifies the date that the
 860 appraisal event became effective and that provides for the
 861 member to state:

- 862 1. The member's name and address.
- 863 2. The number, classes, and series of membership interests
 864 as to which the member asserts appraisal rights.
- 865 3. That the member did not vote for the transaction.
- 866 4. Whether the member accepts the limited liability
 867 company's offer as stated in subparagraph (b)4.
- 868 5. If the offer is not accepted, the member's estimated
 869 fair value of the membership interests and a demand for payment
 870 of the member's estimated value plus interest.

871 (b) State:

- 872 1. Where the form described in paragraph (a) must be sent.
- 873 2. A date by which the limited liability company must
 874 receive the form, which date may not be fewer than 40 nor more
 875 than 60 days after the date the appraisal notice and form
 876 described in this subsection are sent, and that the member shall
 877 have waived the right to demand appraisal with respect to the
 878 membership interests unless the form is received by the limited
 879 liability company by such specified date.
- 880 3. In the case of membership interests represented by a
 881 certificate, the location at which certificates for such

882 certificated membership interests must be deposited, if that
 883 action is required by the limited liability company, and the
 884 date by which those certificates must be deposited, which date
 885 may not be earlier than the date for receiving the required form
 886 under subparagraph 2.

887 4. The limited liability company's estimate of the fair
 888 value of the membership interests.

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

892 6. That, if requested in writing, the limited liability
 893 company will provide to the member so requesting, within 10 days
 894 after the date specified in subparagraph 2., the number of
 895 members who return the forms by the specified date and the total
 896 number of membership interests owned by them.

897 7. The date by which the notice to withdraw under s.
 898 608.4357 must be received, which date must be within 20 days
 899 after the date specified in subparagraph 2.

900 (c) Be accompanied by:

901 1. Financial statements of the limited liability company
 902 that issued the membership interests to be appraised, consisting
 903 of a balance sheet as of the end of the fiscal year ending not
 904 more than 15 months prior to the date of the limited liability
 905 company's appraisal notice, an income statement for that year, a
 906 cash flow statement for that year, and the latest available
 907 interim financial statements, if any.

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

909 608.4357 Perfection of rights; right to withdraw.--

910 (1) A member who wishes to exercise appraisal rights must
 911 execute and return the form received pursuant to s. 608.4356(1)
 912 and, in the case of certificated membership interests and if the
 913 limited liability company so requires, deposit the member's
 914 certificates in accordance with the terms of the notice by the
 915 date referred to in the notice pursuant to s. 608.4356(2)(b)2.
 916 Once a member deposits that member's certificates or, in the
 917 case of uncertificated membership interests, returns the
 918 executed form described in s. 608.4356(2), the member loses all
 919 rights as a member, unless the member withdraws pursuant to
 920 subsection (3). Upon receiving a demand for payment from a
 921 member who holds an uncertificated membership interest, the
 922 limited liability company shall make an appropriate notation of
 923 the demand for payment in its records.

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

927 (3) A member who has complied with subsection (1) may
 928 nevertheless decline to exercise appraisal rights and withdraw
 929 from the appraisal process by so notifying the limited liability
 930 company in writing by the date set forth in the appraisal notice
 931 pursuant to s. 608.4356(2)(b)7. A member who fails to so
 932 withdraw from the appraisal process may not thereafter withdraw
 933 without the limited liability company's written consent.

934 (4) A member who does not execute and return the form and,
 935 in the case of certificated membership interests, deposit that
 936 member's certificates, if so required by the limited liability
 937 company, each by the date set forth in the notice described in

938 subsection (2), shall not be entitled to payment under this
 939 chapter.

940 (5) If the member's right to receive fair value is
 941 terminated other than by the purchase of the membership interest
 942 by the limited liability company, all rights of the member, with
 943 respect to such membership interest, shall be reinstated
 944 effective as of the date the member delivered the items required
 945 by subsection (1), including the right to receive any
 946 intervening payment or other distribution with respect to such
 947 membership interest, or, if any such rights have expired or any
 948 such distribution other than a cash payment has been completed,
 949 in lieu thereof at the election of the limited liability
 950 company, the fair value thereof in cash as determined by the
 951 limited liability company as of the time of such expiration or
 952 completion, but without prejudice otherwise to any action or
 953 proceeding of the limited liability company that may have been
 954 taken by the limited liability company on or after the date the
 955 member delivered the items required by subsection (1).

956 608.43575 Member's acceptance of limited liability
 957 company's offer.--

958 (1) If the member states on the form provided in s.
 959 608.4356(1) that the member accepts the offer of the limited
 960 liability company to pay the limited liability company's
 961 estimated fair value for the membership interest, the limited
 962 liability company shall make such payment to the member within
 963 90 days after the limited liability company's receipt of the
 964 items required by s. 608.4357(1).

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

967 608.4358 Procedure if member is dissatisfied with offer.--

968 (1) A member who is dissatisfied with the limited
 969 liability company's offer as set forth pursuant to s.
 970 608.4356(2)(b)5. must notify the limited liability company on
 971 the form provided pursuant to s. 608.4356(1) of the member's
 972 estimate of the fair value of the membership interest and demand
 973 payment of that estimate plus interest.

974 (2) A member who fails to notify the limited liability
 975 company in writing of the member's demand to be paid the
 976 member's estimate of the fair value plus interest under
 977 subsection (1) within the timeframe set forth in s.
 978 608.4356(2)(b)2. waives the right to demand payment under this
 979 section and shall be entitled only to the payment offered by the
 980 limited liability company pursuant to s. 608.4356(2)(b)5.

981 608.43585 Court action.--

982 (1) If a member makes demand for payment under s. 608.4358
 983 which remains unsettled, the limited liability company shall
 984 commence a proceeding within 60 days after receiving the payment
 985 demand and petition the court to determine the fair value of the
 986 membership interest and accrued interest. If the limited
 987 liability company does not commence the proceeding within the
 988 60-day period, any member who has made a demand pursuant to s.
 989 608.4358 may commence the proceeding in the name of the limited
 990 liability company.

991 (2) The proceeding shall be commenced in the appropriate
 992 court of the county in which the limited liability company's

993 principal office in this state is located or, if none, the
 994 county in which its registered agent is located. If the limited
 995 liability company is a foreign limited liability company without
 996 a registered agent in this state, the proceeding shall be
 997 commenced in the county in this state in which the principal
 998 office or registered agent of the domestic limited liability
 999 company was located at the time of the appraisal event.

1000 (3) All members, whether or not residents of this state,
 1001 whose demands remain unsettled shall be made parties to the
 1002 proceeding as in an action against their membership interests.
 1003 The limited liability company shall serve a copy of the initial
 1004 pleading in such proceeding upon each member party who is a
 1005 resident of this state in the manner provided by law for the
 1006 service of a summons and complaint and upon each nonresident
 1007 member party by registered or certified mail or by publication
 1008 as provided by law.

1009 (4) The jurisdiction of the court in which the proceeding
 1010 is commenced under subsection (2) is plenary and exclusive. If
 1011 it so elects, the court may appoint one or more persons as
 1012 appraisers to receive evidence and recommend a decision on the
 1013 question of fair value. The appraisers shall have the powers
 1014 described in the order appointing them or in any amendment to
 1015 the order. The members demanding appraisal rights are entitled
 1016 to the same discovery rights as parties in other civil
 1017 proceedings. There shall be no right to a jury trial.

1018 (5) Each member made a party to the proceeding is entitled
 1019 to judgment for the amount of the fair value of such member's
 1020 membership interests, plus interest, as found by the court.

1021 (6) The limited liability company shall pay each such
 1022 member the amount found to be due within 10 days after final
 1023 determination of the proceedings. Upon payment of the judgment,
 1024 the member shall cease to have any interest in the membership
 1025 interests.

1026 608.4359 Court costs and counsel fees.--

1027 (1) The court in an appraisal proceeding shall determine
 1028 all costs of the proceeding, including the reasonable
 1029 compensation and expenses of appraisers appointed by the court.
 1030 The court shall assess the costs against the limited liability
 1031 company, except that the court may assess costs against all or
 1032 some of the members demanding appraisal, in amounts the court
 1033 finds equitable, to the extent the court finds such members
 1034 acted arbitrarily, vexatiously, or not in good faith with
 1035 respect to the rights provided by this chapter.

1036 (2) The court in an appraisal proceeding may also assess
 1037 the fees and expenses of counsel and experts for the respective
 1038 parties, in amounts the court finds equitable:

1039 (a) Against the limited liability company and in favor of
 1040 any or all members demanding appraisal if the court finds the
 1041 limited liability company did not substantially comply with ss.
 1042 608.4353 and 608.4356; or

1043 (b) Against either the limited liability company or a
 1044 member demanding appraisal, in favor of any other party, if the
 1045 court finds that the party against whom the fees and expenses
 1046 are assessed acted arbitrarily, vexatiously, or not in good
 1047 faith with respect to the rights provided by this chapter.

1048 (3) If the court in an appraisal proceeding finds that the
 1049 services of counsel for any member were of substantial benefit
 1050 to other members similarly situated, and that the fees for those
 1051 services should not be assessed against the limited liability
 1052 company, the court may award to such counsel reasonable fees to
 1053 be paid out of the amounts awarded the members who were
 1054 benefited.

1055 (4) To the extent the limited liability company fails to
 1056 make a required payment pursuant to s. 608.43575, the member may
 1057 sue directly for the amount owed and, to the extent successful,
 1058 shall be entitled to recover from the limited liability company
 1059 all costs and expenses of the suit, including attorney's fees.

1060 608.43595 Limitation on limited liability company
 1061 payment.--

1062 (1) No payment shall be made to a member seeking appraisal
 1063 rights if, at the time of payment, the limited liability company
 1064 is unable to meet the distribution standards of s. 608.428. In
 1065 such event, the member shall, at the member's option:

1066 (a) Withdraw the notice of intent to assert appraisal
 1067 rights, which shall in such event be deemed withdrawn with the
 1068 consent of the limited liability company; or

1069 (b) Retain the status as a claimant against the limited
 1070 liability company and, if the limited liability company is
 1071 liquidated, be subordinated to the rights of creditors of the
 1072 limited liability company but have rights superior to the
 1073 members not asserting appraisal rights and if it is not
 1074 liquidated, retain the right to be paid for the membership
 1075 interest, which right the limited liability company shall be

1076 obliged to satisfy when the restrictions of this section do not
 1077 apply.

1078 (2) The member shall exercise the option under paragraph
 1079 (1)(a) or paragraph (1)(b) by written notice filed with the
 1080 limited liability company within 30 days after the limited
 1081 liability company has given written notice that the payment for
 1082 the membership interests cannot be made because of the
 1083 restrictions of this section. If the member fails to exercise
 1084 the option, the member shall be deemed to have withdrawn the
 1085 notice of intent to assert appraisal rights.

1086 Section 6. Subsection (1), paragraphs (a), (d), (e), and
 1087 (f) of subsection (3), and paragraph (d) of subsection (4) of
 1088 section 608.438, Florida Statutes, are amended to read:

1089 608.438 Merger of limited liability company.--

1090 (1) As used in this section and ss. 608.4381-608.4383
 1091 ~~608.4384~~, the term "other business entity" or "another business
 1092 entity" means includes a corporation, a limited liability
 1093 company, a common law or business trust or association, a real
 1094 estate investment trust, ~~a common law trust, an unincorporated~~
 1095 ~~business~~, a general partnership, including a limited liability
 1096 partnership, a limited partnership, including a limited
 1097 liability limited partnership, ~~a limited liability company other~~
 1098 ~~than a limited liability company organized under the laws of~~
 1099 ~~this chapter~~, or any other domestic or foreign entity that is
 1100 organized under a governing law or other ~~formed pursuant to the~~
 1101 ~~requirements of~~ applicable law.

1102 (3) The plan of merger shall set forth:

1103 (a) The name of each limited liability company and the
 1104 name and jurisdiction of formation, organization, or
 1105 incorporation of each other business entity planning to merge,
 1106 and the name of the surviving or resulting limited liability
 1107 company or other business entity into which each other limited
 1108 liability company or other business entity plans to merge, which
 1109 is, in this section and in ss. 608.4381-608.4383 ~~608.4384~~,
 1110 designated as the surviving entity.

1111 ~~(d) If a partnership is to be the surviving entity, the~~
 1112 ~~names and business addresses of the general partners of the~~
 1113 ~~surviving entity.~~

1114 ~~(e) If a limited liability company is to be the surviving~~
 1115 ~~entity, and management thereof is vested in one or more managers~~
 1116 ~~or managing members, the names and business addresses of such~~
 1117 ~~managers or managing members.~~

1118 (d)(f) All statements required to be set forth in the plan
 1119 of merger by the laws under which each other business entity
 1120 that is a party to the merger is formed, organized, or
 1121 incorporated.

1122 (4) The plan of merger may set forth:

1123 (d) A statement of, or a statement of the method of
 1124 determining, the "fair value," as defined in s. 608.4351
 1125 ~~608.4384(1)(b)~~, of an interest in any domestic limited liability
 1126 company that is a party to the merger.

1127 Section 7. Subsection (2), paragraphs (c), (d), (e), and
 1128 (f) of subsection (4), and subsection (6) of section 608.4381,
 1129 Florida Statutes, are amended to read:

1130 608.4381 Action on plan of merger.--

1131 (2) In addition to the approval required by subsection
 1132 (1), if the surviving entity is a partnership or limited
 1133 partnership, no member of a limited liability company that is a
 1134 party to the merger shall, as a result of the merger, become a
 1135 general partner of such partnership or limited partnership ~~the~~
 1136 ~~surviving entity~~ unless such member specifically consents in
 1137 writing to becoming a general partner of such partnership or
 1138 limited partnership, ~~the surviving entity~~ and unless such
 1139 written consent is obtained from each such member ~~who, as a~~
 1140 ~~result of the merger, would become a general partner of the~~
 1141 ~~surviving entity~~, such merger shall not become effective under
 1142 s. 608.4383. Any member providing such consent in writing shall
 1143 be deemed to have voted in favor of the plan of merger for
 1144 purposes of ss. 608.4351-608.43595 ~~s. 608.4384~~.

1145 (4) The notification required by subsection (3) shall be
 1146 in writing and shall include:

1147 (c) The statement or statements required by ss. 608.4351-
 1148 608.43595 regarding availability of appraisal rights, if any, to
 1149 members of the limited liability company ~~A clear and concise~~
 1150 ~~statement that, if the plan of merger is effected, members~~
 1151 ~~dissenting therefrom may be entitled, if they comply with the~~
 1152 ~~provisions of s. 608.4384 regarding the rights of dissenting~~
 1153 ~~members, to be paid the fair value of their interests, which~~
 1154 ~~shall be accompanied by a copy of s. 608.4384.~~

1155 (d) ~~A statement of, or a statement of the method of~~
 1156 ~~determining, the "fair value," as defined in s. 608.4384(1)(b),~~
 1157 ~~of an interest in the limited liability company, in the case of~~
 1158 ~~a limited liability company in which management is not reserved~~

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1159 ~~to its members, as determined by the managers of such limited~~
 1160 ~~liability company, which statement may consist of a reference to~~
 1161 ~~the applicable provisions of such limited liability company's~~
 1162 ~~articles of organization or operating agreement that determine~~
 1163 ~~the fair value of an interest in the limited liability company~~
 1164 ~~for such purposes, and which shall constitute an offer by the~~
 1165 ~~limited liability company to purchase at such fair value any~~
 1166 ~~interests of a "dissenter," as defined in s. 608.4384(1)(a),~~
 1167 ~~unless and until such dissenter's right to receive the fair~~
 1168 ~~value of the dissenter's interests in the limited liability~~
 1169 ~~company is terminated pursuant to s. 608.4384(8).~~

1170 (d)~~(e)~~ The date on which such notification was mailed or
 1171 delivered to the members.

1172 (e)~~(f)~~ Any other information concerning the plan of
 1173 merger.

1174 (6) A plan of merger may provide for the manner, if any,
 1175 in which the plan of merger may be amended at any time before
 1176 the effective date of the merger, except after the approval of
 1177 the plan of merger by the members of a limited liability company
 1178 that is a party to the merger, the plan of merger may not be
 1179 amended to:

1180 (a) Change the amount or kind of interests, partnership
 1181 interests, shares, obligations, other securities, cash, rights,
 1182 or any other property to be received by the members of such
 1183 limited liability company in exchange for or on conversion of
 1184 their interests;

1185 (b) If the surviving entity is a limited liability
 1186 company, change any term of the articles of organization or the

1187 | operating agreement of the surviving entity, except for changes
 1188 | that otherwise could be adopted without the approval of the
 1189 | members of the surviving entity;

1190 | (c) If the surviving entity is not a limited liability
 1191 | company, change any term of the articles of incorporation or
 1192 | comparable governing document of the surviving entity, except
 1193 | for changes that otherwise could be adopted by the board of
 1194 | directors or comparable representatives of the surviving entity;
 1195 | or

1196 | (d) Change any of the terms and conditions of the plan of
 1197 | merger if any such change, alone or in the aggregate, would
 1198 | materially and adversely affect the members, or any class or
 1199 | group of members, of such limited liability company.

1200 |
 1201 | If an amendment to a plan of merger is made in accordance the
 1202 | plan and articles of merger have been filed with the Department
 1203 | of State, an amended certificate ~~articles~~ of merger executed by
 1204 | each limited liability company and other business entity that is
 1205 | a party to the merger shall be filed with the Department of
 1206 | State prior to the effective date of the merger.

1207 | Section 8. Section 608.4382, Florida Statutes, is amended
 1208 | to read:

1209 | 608.4382 Certificate ~~Articles~~ of merger.--

1210 | (1) After a plan of merger is approved by each limited
 1211 | liability company and each other business entity that is a party
 1212 | to the merger, the surviving entity shall deliver to the
 1213 | Department of State for filing a certificate ~~articles~~ of merger,
 1214 | which shall be executed by each limited liability company and by

1215 each other business entity as required by applicable law, and
1216 which shall set forth:

1217 (a) The plan of merger.

1218 (b) A statement that the plan of merger was approved by
1219 each limited liability company that is a party to the merger in
1220 accordance with the applicable provisions of this chapter, and,
1221 if applicable, a statement that the written consent of each
1222 member of such limited liability company who, as a result of the
1223 merger, becomes a general partner of the surviving entity has
1224 been obtained pursuant to s. 608.4381(2).

1225 (c) A statement that the plan of merger was approved by
1226 each domestic partnership that is a party to the merger in
1227 accordance with the applicable provisions of chapter 620.

1228 (d) A statement that the plan of merger was approved by
1229 each domestic corporation that is a party to the merger in
1230 accordance with the applicable provisions of chapter 607.

1231 (e) A statement that the plan of merger was approved by
1232 each other business entity that is a party to the merger, other
1233 than limited liability companies, partnerships, and corporations
1234 formed, organized, or incorporated under the laws of this state,
1235 in accordance with the applicable laws of the state, country, or
1236 jurisdiction under which such other business entity is formed,
1237 organized, or incorporated.

1238 (f) The effective date of the merger, which may be on or
1239 after the date of filing the certificate ~~articles~~ of merger,
1240 subject to the limitations in s. 608.409(2), provided, if the
1241 certificate ~~articles~~ of merger does ~~do~~ not provide for an

1242 effective date of the merger, the effective date shall be the
1243 date on which the certificate articles of merger is ~~are~~ filed.

1244 (g) If the surviving entity is another business entity
1245 formed, organized, or incorporated under the laws of any state,
1246 country, or jurisdiction other than this state:

1247 1. The address, including street and number, if any, of
1248 its principal office under the laws of the state, country, or
1249 jurisdiction in which it was formed, organized, or incorporated.

1250 2. If the surviving entity is a foreign entity and is not
1251 authorized to transact business in this state, a statement that
1252 the surviving entity appoints ~~is deemed to have appointed~~ the
1253 Secretary of State as its agent for service of process in a
1254 proceeding to enforce obligations ~~any obligation or the rights~~
1255 ~~of dissenting members~~ of each limited liability company that
1256 merged into such entity, including any appraisal rights of its
1257 members under ss. 608.4351-608.43595, and the street and mailing
1258 address of an office which the Department of State may use for
1259 purposes of s. 48.181 ~~is a party to the merger.~~

1260 3. A statement that the surviving entity has agreed to
1261 ~~promptly pay to~~ any members with appraisal rights ~~the dissenting~~
1262 ~~members of each limited liability company that is a party to the~~
1263 ~~merger the amount, if any, to which such dissenting members are~~
1264 entitled under ss. 608.4351-608.43595 ~~s. 608.4384.~~

1265 (2) A copy of the certificate articles of merger,
1266 certified by the Department of State, may be filed in the
1267 official records of any office of the official who is the
1268 ~~recording officer of each~~ county in this state in which any real

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1269 ~~property of a party to the merger holds an interest in real~~
 1270 ~~property other than the surviving entity is situated.~~

1271 Section 9. Subsections (2), (3), and (7) of section
 1272 608.4383, Florida Statutes, are amended to read:

1273 608.4383 Effect of merger.--When a merger becomes
 1274 effective:

1275 (2) The title to all real estate and other property, or
 1276 any interest therein, owned by each domestic limited liability
 1277 company and other business entity that is a party to the merger
 1278 is vested in the surviving entity without reversion or
 1279 impairment by reason of this chapter. ~~The surviving entity shall~~
 1280 ~~record a certified copy of the articles of merger in any county~~
 1281 ~~in which a merging entity holds an interest in real property.~~

1282 (3) The surviving entity shall thereafter be responsible
 1283 and liable for all the liabilities and obligations of each
 1284 limited liability company and other business entity that is a
 1285 party to the merger, including liabilities arising out of the
 1286 appraisal rights under ss. 608.4351-608.43595 ~~of dissenters~~ with
 1287 respect to such merger under applicable law.

1288 (7) The ~~interests,~~ partnership and membership interests,
 1289 shares, obligations, or other securities and other interests,
 1290 and the rights to acquire such interests, ~~partnership interests,~~
 1291 shares, obligations, or other securities and other interests, of
 1292 each limited liability company and other business entity that is
 1293 a party to the merger shall be converted into ~~interests,~~
 1294 partnership and membership interests, shares, obligations, or
 1295 other securities and other interests, or rights to such
 1296 securities, obligations, or other interests, of the surviving

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1297 | ~~entity or any other limited liability company or other business~~
 1298 | ~~entity or~~, in whole or in part, into cash or other property as
 1299 | provided in the plan of merger, and the former members of each
 1300 | limited liability company merging into another business entity
 1301 | ~~holders of interests, partnership interests, shares,~~
 1302 | ~~obligations, or other securities, or rights to such securities,~~
 1303 | shall be entitled only to the rights provided in the plan of
 1304 | merger and to their appraisal rights ~~as dissenters~~, if any,
 1305 | under ss. 608.4351-608.4359 ~~s. 608.4384, ss. 607.1301-607.1320,~~
 1306 | ~~s. 620.205~~, or other applicable law.

1307 | Section 10. Section 608.439, Florida Statutes, is amended
 1308 | to read:

1309 | 608.439 Conversion of certain entities to a limited
 1310 | liability company.--

1311 | (1) As used in this section, the term "other business
 1312 | entity" ~~or "another business entity"~~ means a common law or
 1313 | business trust or association; ~~a real estate investment trust;~~
 1314 | a general partnership common law trust, ~~or any other~~
 1315 | ~~unincorporated business~~, including a limited liability
 1316 | partnership; ~~a limited partnership, whether general (including~~
 1317 | ~~a registered limited liability limited partnership;~~) ~~or any~~
 1318 | other domestic or foreign entity that is organized under a
 1319 | governing law or other applicable law, provided such term shall
 1320 | not include a domestic limited (including a registered limited
 1321 | liability limited partnership) or a foreign limited liability
 1322 | company.

1323 | (2) Any other business entity may convert to a domestic
 1324 | limited liability company if the conversion is permitted by the

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1325 laws of the jurisdiction that enacted the statute or other
 1326 applicable law governing the other business entity and the other
 1327 business entity complies with such laws and the requirements of
 1328 this section in effecting the conversion. The other business
 1329 entity shall file with ~~by complying with subsection (8) and~~
 1330 ~~filing in~~ the Department of State in accordance with s.

1331 608.4081:

1332 (a) A certificate of conversion ~~to a limited liability~~
 1333 ~~company~~ that has been executed by one or more authorized persons
 1334 in accordance with s. 608.408. ~~;~~ ~~and~~

1335 (b) Articles of organization that comply with s. 608.407
 1336 and have been executed by one or more authorized persons in
 1337 accordance with s. 608.408.

1338 (3) The certificate of conversion to a limited liability
 1339 company shall state:

1340 (a) The date on which and jurisdiction in which the other
 1341 entity was first organized ~~created, formed, or otherwise came~~
 1342 ~~into being~~ and, if it has changed, its jurisdiction immediately
 1343 prior to its conversion to a domestic limited liability
 1344 company. ~~;~~

1345 (b) The name of the other entity immediately prior to the
 1346 filing of the certificate of conversion. to a limited liability
 1347 ~~company;~~

1348 (c) The name of the limited liability company as set forth
 1349 in its articles of organization filed in accordance with
 1350 subsection (2). ~~;~~ ~~and~~

1351 (d) Subject to the limitations in s. 608.409(2), the
 1352 delayed future effective date or time (which shall be a date or

1353 | time certain) of the conversion to a limited liability company
 1354 | if it is not to be effective upon the filing of the certificate
 1355 | of conversion ~~to a limited liability company~~ and the articles of
 1356 | organization, provided such delayed effective date and time may
 1357 | not be different than the effective date of the articles of
 1358 | organization.

1359 | (4) Upon the filing in the Department of State of the
 1360 | certificate of conversion to a limited liability company and the
 1361 | articles of organization or upon the delayed ~~future~~ effective
 1362 | date or time of the certificate of conversion ~~to a limited~~
 1363 | ~~liability company~~ and the articles of organization, the other
 1364 | entity shall be converted into a domestic limited liability
 1365 | company and the limited liability company shall thereafter be
 1366 | subject to all of the provisions of this chapter, except that
 1367 | notwithstanding s. 608.409, the existence of the limited
 1368 | liability company shall be deemed to have commenced when ~~on the~~
 1369 | ~~date~~ the other entity commenced its existence in the
 1370 | jurisdiction in which the other entity was first organized
 1371 | ~~created, formed, incorporated, or otherwise came into being.~~

1372 | (5) The conversion of any other entity into a domestic
 1373 | limited liability company shall not affect any obligations or
 1374 | liabilities of the other entity incurred prior to its conversion
 1375 | into ~~to~~ a domestic limited liability company or the personal
 1376 | liability of any person incurred prior to such conversion.

1377 | (6) When any conversion becomes effective under this
 1378 | section, for all purposes of the laws of this state, all of the
 1379 | rights, privileges, and powers of the other entity that has
 1380 | converted, and all property, real, personal, and mixed, and all

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1381 debts due to such other entity, as well as all other things and
 1382 causes of action belonging to such other entity, shall be vested
 1383 in the domestic limited liability company into which it was
 1384 converted and shall thereafter be the property of the domestic
 1385 limited liability company as they were of the other entity that
 1386 has converted, and the title to any real property vested by deed
 1387 or otherwise in such other entity shall not revert or be in any
 1388 way impaired by reason of this chapter, but all rights of
 1389 creditors and all liens upon any property of such other entity
 1390 shall be preserved unimpaired, and all debts, liabilities, and
 1391 duties of the other entity that has converted shall thenceforth
 1392 attach to the domestic limited liability company and may be
 1393 enforced against it to the same extent as if said debts,
 1394 liabilities, and duties had been incurred or contracted by it.

1395 (7) Unless otherwise agreed, or as required under
 1396 applicable non-Florida law, the converting entity shall not be
 1397 required to wind up its affairs or pay its liabilities and
 1398 distribute its assets, and the conversion shall not constitute a
 1399 dissolution of the converting ~~such~~ entity and shall constitute a
 1400 continuation of the existence of the converting entity in the
 1401 form of a domestic limited liability company.

1402 (8) Prior to filing a certificate of conversion ~~to limited~~
 1403 ~~liability company~~ with the Department of State, the conversion
 1404 shall be approved in the manner provided for by the document,
 1405 instrument, agreement, or other writing, as the case may be,
 1406 governing the internal affairs of the other entity and the
 1407 conduct of its business or by applicable law, as appropriate,
 1408 and the articles of organization or operating agreement shall be

1409 approved by the same authorization required to approve the
 1410 conversion. As part of such an approval, a plan of conversion or
 1411 other record may describe the manner and basis of converting the
 1412 shares, partnership interests, limited liability company
 1413 interests, obligations, or securities of, or other interests in,
 1414 the other business entity which is to be converted, or any
 1415 rights to acquire any such shares, interests, obligations, or
 1416 other securities, into limited liability company interests,
 1417 obligations, or other securities of the domestic limited
 1418 liability company, or rights to acquire interests, obligations,
 1419 or other securities, or, in whole or in part, into cash or other
 1420 consideration. Such a plan or other record may also contain
 1421 other provisions relating to the conversion, including without
 1422 limitation the right of the other business entity to abandon a
 1423 proposed conversion, or an effective date for the conversion
 1424 that is not inconsistent with paragraph (3)(d).

1425 (9) The provisions of this section shall not be construed
 1426 to limit the accomplishment of a change in the law governing, or
 1427 the domicile of, any other entity to this state by any other
 1428 means provided for in the articles of organization or operating
 1429 agreement or other agreement or as otherwise permitted by law,
 1430 including by the amendment of the articles of organization or
 1431 operating agreement or other agreement.

1432 Section 11. Sections 608.4401, 608.4402, 608.4403, and
 1433 608.4404, Florida Statutes, are created to read:

1434 608.4401 Conversion of a domestic limited liability
 1435 company into another business entity.--

1436 (1) As used in this section and ss. 608.4402, 608.4403,
 1437 and 608.4404, the term "other business entity" or "another
 1438 business entity" means a corporation; a common law or business
 1439 trust or association; a real estate investment trust; a general
 1440 partnership, including a limited liability partnership; a
 1441 limited partnership, including a limited liability limited
 1442 partnership; or any other domestic or foreign entity that is
 1443 organized under a governing law or other applicable law,
 1444 provided such term shall not include a domestic limited
 1445 liability company.

1446 (2) Pursuant to a plan of conversion complying and
 1447 approved in accordance with this section and s. 608.4402, a
 1448 domestic limited liability company may convert to another
 1449 business entity organized under the laws of this state or any
 1450 other state, the United States, a foreign country, or any other
 1451 foreign jurisdiction, if:

1452 (a) The domestic limited liability company converting to
 1453 the other business entity complies with the applicable
 1454 provisions of this chapter and any applicable terms in its
 1455 articles of organization and operating agreement.

1456 (b) The conversion is permitted by the laws of the
 1457 jurisdiction that enacted the law or other applicable law under
 1458 which the other business entity is governed and the other
 1459 business entity complies with such laws in effecting the
 1460 conversion.

1461 (3) The plan of conversion shall set forth:

1462 (a) The name of the domestic limited liability company and
 1463 the name and jurisdiction of the other business entity into
 1464 which the domestic limited liability company is to be converted.

1465 (b) The terms and conditions of the conversion, including
 1466 the manner and basis of converting the limited liability company
 1467 interests or other securities, or any rights to acquire limited
 1468 liability company interests or other securities, of the domestic
 1469 limited liability company into the partnership interests,
 1470 shares, obligations, securities, or other interests in the other
 1471 business entity, or any rights to acquire any partnership
 1472 interests, shares, obligations, securities, or other interests,
 1473 or, in whole or in part, into cash or other consideration.

1474 (c) The statements required to be set forth in the plan of
 1475 conversion by the laws under which the other business entity is
 1476 governed.

1477 (4) The plan of conversion shall include, or have
 1478 attached, the articles, certificate, registration, or other
 1479 organizational document by which the other business entity has
 1480 been organized under its governing law.

1481 (5) A plan of conversion may provide for the manner, if
 1482 any, in which the plan of conversion may be amended at any time
 1483 before the effective date of the conversion, except after the
 1484 approval of the plan of conversion by the members of the limited
 1485 liability company to be converted, the plan of conversion may
 1486 not be amended to:

1487 (a) Change the amount or kind of partnership interests,
 1488 shares, obligations, securities, cash, rights, or any other
 1489 consideration to be received by the members of such limited

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1490 liability company in exchange for or on conversion of their
1491 member interests in or other securities of the limited liability
1492 company;

1493 (b) Change any term of the articles of incorporation or
1494 organization, bylaws, partnership or operating agreement, or
1495 comparable governing document of the surviving entity, except
1496 for changes that otherwise could be adopted without approval of
1497 the members approving the plan of conversion; or

1498 (c) Change any of the terms and conditions of the plan of
1499 conversion if any such change, alone or in the aggregate, would
1500 materially and adversely affect the members, or any class or
1501 group of members, of such limited liability company.

1502
1503 If an amendment to a plan of conversion is made in accordance
1504 with the plan of conversion and a certificate of conversion has
1505 been filed with the Department of State, an amended certificate
1506 of conversion executed by the limited liability company shall be
1507 filed with the Department of State prior to the effective date
1508 of the conversion.

1509 (6) The plan of conversion may also set forth any other
1510 provisions relating to the conversion, including, without
1511 limitation, a statement of the method of determining, the fair
1512 value, as defined in s 608.4351, of an interest in the limited
1513 liability company.

1514 608.4402 Action on plan of conversion.--

1515 (1) Unless the articles of organization or the operating
1516 agreement of a limited liability company requires a greater than
1517 majority vote, the plan of conversion shall be approved in

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1518 writing by a majority of the managers who are members of a
1519 converting limited liability company in which management is not
1520 reserved to its members. If no manager is a member, the plan of
1521 conversion shall be approved by vote of the members as set forth
1522 in this section. Unless the articles of organization or the
1523 operating agreement of the converting limited liability company
1524 requires a greater than majority vote or provides for another
1525 method of determining the voting rights of each of its members,
1526 and whether or not management is reserved to its members, the
1527 plan of conversion shall be approved in writing by a majority-
1528 in-interest of the members of the converting limited liability
1529 company and, if applicable, the vote of each member shall be
1530 weighted in accordance with s. 608.4231, provided, unless the
1531 articles of organization or the operating agreement of the
1532 converting limited liability company requires a greater than
1533 majority vote or provides for another method of determining the
1534 voting rights of each of its members, if there is more than one
1535 class or group of members, the conversion shall be approved by a
1536 majority-in-interest of the members of each such class or group,
1537 and, if applicable, the vote of each member shall be weighted in
1538 accordance with s. 608.4231.

1539 (2) In addition to the approval required by subsection
1540 (1), if the other business entity is a partnership or limited
1541 partnership, no member of a converting limited liability company
1542 shall become a general partner of such partnership or limited
1543 partnership as a result of the conversion unless such member
1544 specifically consents in writing to becoming a general partner
1545 of such partnership or limited partnership, and, unless such

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CODING: Words ~~stricken~~ are deletions; words underlined are additions.

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1546 written consent is obtained from each such member, the
 1547 conversion shall not become effective under s. 608.4404. Any
 1548 member providing such consent in writing shall also be deemed to
 1549 have voted in favor of the plan of conversion for purposes of
 1550 ss. 608.4351-608.43595.

1551 (3) All members of the limited liability company to be
 1552 converted shall be given written notice of any meeting or other
 1553 action with respect to the approval of a plan of conversion as
 1554 provided in subsections (4) and (5), not fewer than 30 or more
 1555 than 60 days before the date of the meeting at which the plan of
 1556 conversion shall be submitted for approval by the members of
 1557 such limited liability company, provided, if the plan of
 1558 conversion is submitted to the members of the limited liability
 1559 company for their written approval or other action without a
 1560 meeting, such notification shall be given to each member not
 1561 fewer than 30 or more than 60 days before the effective date of
 1562 the conversion. Pursuant to s. 608.455, the notification
 1563 required by this subsection may be waived in writing by any
 1564 person entitled to such notification.

1565 (4) The notification required by subsection (3) shall be
 1566 in writing and shall include:

1567 (a) The date, time, and place of the meeting, if any, at
 1568 which the plan of conversion is to be submitted for approval by
 1569 the members of the limited liability company or, if the plan of
 1570 conversion is to be submitted for written approval or by other
 1571 action without a meeting, a statement to that effect.

1572 (b) A copy or summary of the plan of conversion.

1573 (c) The statement or statements required by ss. 608.4351-
 1574 608.43595 concerning availability of appraisal rights, if any,
 1575 to members of the limited liability company.

1576 (d) The date on which such notification was mailed or
 1577 delivered to the members.

1578 (e) Any other information concerning the plan of
 1579 conversion.

1580 (5) The notification required by subsection (3) shall be
 1581 deemed to be given at the earliest date of:

1582 (a) The date such notification is received;

1583 (b) Five days after the date such notification is
 1584 deposited in the United States mail addressed to the member at
 1585 the member's address as it appears in the books and records of
 1586 the limited liability company, with postage thereon prepaid;

1587 (c) The date shown on the return receipt, if sent by
 1588 registered or certified mail, return receipt requested, and the
 1589 receipt is signed by or on behalf of the addressee; or

1590 (d) The date such notification is given in accordance with
 1591 the provisions of the articles of organization or the operating
 1592 agreement of the limited liability company.

1593 (6) Unless the converting limited liability company's
 1594 articles of organization or operating agreement or the plan of
 1595 conversion provide otherwise, notwithstanding the prior approval
 1596 of the plan of conversion by the managers or members of a
 1597 converting limited liability company in which management is not
 1598 reserved to its members, and at any time prior to the filing of
 1599 the certificate of conversion with the Department of State, the
 1600 planned conversion may be abandoned, subject to any contractual

1601 rights, by such limited liability company by the affirmative
 1602 vote of a majority of its managers without further action by its
 1603 members, in accordance with the procedure set forth in the plan
 1604 of conversion, or if none is set forth in such plan, in the
 1605 manner determined by the managers of such limited liability
 1606 company.

1607 608.4403 Certificate of conversion.--

1608 (1) After a plan of conversion is approved by a converting
 1609 limited liability company, the limited liability company shall
 1610 deliver to the Department of State for filing a certificate of
 1611 conversion, which shall be executed by the converting limited
 1612 liability company, and which shall set forth:

1613 (a) A statement that the limited liability company has
 1614 been converted into another business entity in compliance with
 1615 this chapter and that the conversion complies with the law or
 1616 other applicable law governing the other business entity.

1617 (b) A statement that the plan of conversion was approved
 1618 by the converting limited liability company in accordance with
 1619 this chapter and, if applicable, a statement that the written
 1620 consent of each member of such limited liability company who, as
 1621 a result of the conversion, becomes a general partner of the
 1622 surviving entity has been obtained pursuant to s. 608.4402(2).

1623 (c) The effective date of the conversion, which, subject
 1624 to the limitations in s. 608.409(2), may be on or after the date
 1625 of filing the certificate of conversion, but which shall not be
 1626 different than the effective date of the conversion under the
 1627 laws governing the other business entity into which the limited
 1628 liability company has been converted.

1629 (d) The address, including street and number, if any, of
 1630 the principal office of the other business entity under the laws
 1631 of the state, country, or jurisdiction in which such entity was
 1632 organized.

1633 (e) If the other business entity is a foreign entity and
 1634 is not authorized to transact business in this state, a
 1635 statement that the other business entity appoints the Secretary
 1636 of State as its agent for service of process in a proceeding to
 1637 enforce obligations of the converting limited liability company,
 1638 including any appraisal rights of its members under ss.
 1639 608.4351-608.43595 and the street and mailing address of an
 1640 office which the Department of State may use for purposes of s.
 1641 48.181.

1642 (f) A statement that the other business entity has agreed
 1643 to pay to any members having appraisal rights the amount to
 1644 which such members are entitled under ss. 608.4351-608.43595.

1645 (2) A copy of the certificate of conversion, certified by
 1646 the Department of State, may be filed in the official records of
 1647 any county in this state in which the converting limited
 1648 liability company holds an interest in real property.

1649 608.4404 Effect of conversion.--When a conversion becomes
 1650 effective:

1651 (1) A domestic limited liability company that has been
 1652 converted into another business entity pursuant to this chapter
 1653 is for all purposes the same entity that existed before the
 1654 conversion.

1655 (2) The title to all real property and other property, or
 1656 any interest therein, owned by the domestic limited liability

1657 company at the time of its conversion into the other business
 1658 entity remains vested in the converted entity without reversion
 1659 or impairment by operation of this chapter.

1660 (3) The other business entity into which the domestic
 1661 limited liability company was converted shall continue to be
 1662 responsible and liable for all the liabilities and obligations
 1663 of such limited liability company, including any liability to
 1664 members having appraisal rights under ss. 608.4351-608.43595
 1665 with respect to such conversion.

1666 (4) Any claim existing or action or proceeding pending by
 1667 or against any domestic limited liability company that is
 1668 converted into another business entity may be continued as if
 1669 the conversion did not occur. If the converted entity is a
 1670 foreign entity, such entity shall be deemed to have consented to
 1671 the jurisdiction of the courts of this state to enforce any
 1672 obligation of the converting domestic limited liability company
 1673 if, before the conversion, the converting domestic limited
 1674 liability company was subject to suit in this state on the
 1675 obligation. A converted entity that is a foreign entity and not
 1676 authorized to transact business in this state appoints the
 1677 Department of State as its agent for service of process for
 1678 purposes of enforcing an obligation under this subsection,
 1679 including any appraisal rights of members under ss. 608.4351-
 1680 608.43595 to the extent applicable to the conversion. Service on
 1681 the Department of State under this subsection is made in the
 1682 same manner and with the same consequences as under s. 48.181.

1683 (5) Neither the rights of creditors nor any liens upon the
 1684 property of a domestic limited liability company that is

1685 converted into another business entity under this chapter shall
 1686 be impaired by such conversion.

1687 (6) The member interests, obligations, and other
 1688 securities, or rights to acquire any member interests,
 1689 obligations, or other securities, of the domestic limited
 1690 liability company shall be converted into the shares,
 1691 partnership interests, interests, obligations, or other
 1692 securities of the other business entity, including any rights to
 1693 acquire any such shares, interests, obligations, or other
 1694 securities, or, in whole or in part, into cash or other
 1695 consideration as provided in the plan of conversion. The former
 1696 members of the converting domestic limited liability company
 1697 shall be entitled only to the rights provided in the plan of
 1698 conversion and to their appraisal rights, if any, under ss.
 1699 608.4351-608.43595 or other applicable law.

1700 Section 12. Subsection (3) of section 608.452, Florida
 1701 Statutes, is amended, subsections (9) and (10) of that section
 1702 are renumbered as subsections (10) and (11), respectively, and
 1703 new subsection (9) is added to that section, to read:

1704 608.452 Fees of the Department of State.--The fees of the
 1705 Department of State under this chapter are as follows:

1706 (3) For filing a certificate ~~articles~~ of merger of limited
 1707 liability companies or other business entities, \$25 per
 1708 constituent party to the merger, unless a specific fee is
 1709 required for a party in other applicable law.

1710 (9) For filing a certificate of conversion of a limited
 1711 liability company, \$25.

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1712 Section 13. Subsection (16) of section 617.0302, Florida
1713 Statutes, is amended to read:

1714 617.0302 Corporate powers.--Every corporation not for
1715 profit organized under this act, unless otherwise provided in
1716 its articles of incorporation or bylaws, shall have power to:

1717 (16) Merge with other corporations or other business
1718 entities, both for profit and not for profit, domestic and
1719 foreign, if the surviving corporation or other surviving
1720 business entity is a corporation not for profit or other
1721 business entity that has been organized as a not-for-profit
1722 entity under a governing statute or other applicable law that
1723 permits such a merger.

1724 Section 14. Subsection (1) of section 617.0505, Florida
1725 Statutes, is amended to read:

1726 617.0505 Payment of dividends and distribution of income
1727 to members prohibited; issuance of certificates of membership;
1728 effect of stock issued under prior law.--

1729 (1) A dividend may not be paid, and any part of the income
1730 or profit of a corporation may not be distributed, to its
1731 members, directors, or officers. A private club that is
1732 established for social, pleasure, or recreational purposes and
1733 organized as a corporation of which the equity interests are
1734 held by the members may purchase the equity membership interest
1735 of any member and the payment for such interest is not a
1736 distribution for purposes of this section. A corporation may pay
1737 compensation in a reasonable amount to its members, directors,
1738 or officers for services rendered, may confer benefits upon its
1739 members in conformity with its purposes, and, upon dissolution

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1740 or final liquidation, may make distributions to its members as
 1741 permitted by this act. If expressly permitted by its articles of
 1742 incorporation, a corporation may make distributions upon partial
 1743 liquidation to its members, as permitted by this section. Any
 1744 such payment, benefit, or distribution does not constitute a
 1745 dividend or a distribution of income or profit for purposes of
 1746 this section. Any corporation which is a utility exempt from
 1747 regulation under s. 367.022(7), whose articles of incorporation
 1748 state that it is exempt from taxation under s. 501(c)(12) of the
 1749 Internal Revenue Code, may make such refunds to its members,
 1750 prior to a dissolution or liquidation, as its managing board
 1751 deems necessary to establish or preserve its tax-exempt status.
 1752 Any such refund does not constitute a dividend or a distribution
 1753 of income or profit for purposes of this section.

1754 Section 15. Section 617.1108, Florida Statutes, is created
 1755 to read:

1756 617.1108 Merger of domestic corporation and other business
 1757 entities.--Subject to s. 617.0302(16) and other applicable
 1758 provisions of this chapter, ss. 607.1108, 607.1109, and
 1759 607.11101 shall apply to a merger involving a corporation not
 1760 for profit organized under this act and one or more other
 1761 business entities identified in s. 607.1108(1).

1762 Section 16. Sections 620.1101, 620.1102, 620.1103,
 1763 620.1104, 620.1105, 620.1106, 620.1107, 620.1108, 620.1109,
 1764 620.1110, 620.1111, 620.1112, 620.1113, 620.1114, 620.1115,
 1765 620.1116, 620.1117, 620.1118, 620.1201, 620.1202, 620.1203,
 1766 620.1204, 620.1205, 620.1206, 620.1207, 620.1208, 620.1209,
 1767 620.1210, 620.1301, 620.1302, 620.1303, 620.1304, 620.1305,

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1768 620.1306, 620.1401, 620.1402, 620.1403, 620.1404, 620.1405,
 1769 620.1406, 620.1407, 620.1408, 620.1501, 620.1502, 620.1503,
 1770 620.1504, 620.1505, 620.1506, 620.1507, 620.1508, 620.1509,
 1771 620.1601, 620.1602, 620.1603, 620.1604, 620.1605, 620.1606,
 1772 620.1607, 620.1701, 620.1702, 620.1703, 620.1704, 620.1801,
 1773 620.1802, 620.1803, 620.1804, 620.1805, 620.1806, 620.1807,
 1774 620.1808, 620.1809, 620.1810, 620.1811, 620.1812, 620.1813,
 1775 620.1901, 620.1902, 620.1903, 620.1904, 620.1905, 620.1906,
 1776 620.1907, 620.1908, 620.1909, 620.1910, 620.2001, 620.2002,
 1777 620.2003, 620.2004, 620.2005, 620.2101, 620.2102, 620.2103,
 1778 620.2104, 620.2105, 620.2106, 620.2107, 620.2108, 620.2109,
 1779 620.2110, 620.2111, 620.2112, 620.2113, 620.2114, 620.2115,
 1780 620.2116, 620.2117, 620.2118, 620.2119, 620.2120, 620.2121,
 1781 620.2122, 620.2123, 620.2124, 620.2125, 620.2201, 620.2202,
 1782 620.2203, 620.2204, and 620.2205, Florida Statutes, are created
 1783 to read:

1784 620.1101 Popular name.--This section and sections
 1785 620.1102-620.2205 may be cited as the "Florida Revised Uniform
 1786 Limited Partnership Act of 2005."

1787 620.1102 Definitions.--As used in this act:

1788 (1) "Act" means the Florida Revised Uniform Limited
 1789 Partnership Act of 2005, as amended.

1790 (2) "Certificate of limited partnership" means the
 1791 certificate required by s. 620.1201. The term includes the
 1792 certificate as amended or restated.

1793 (3) "Contribution," except in the phrase "right of
 1794 contribution," means any benefit provided by a person to a

1795 limited partnership in order to become a partner or in the
 1796 person's capacity as a partner.

1797 (4) "Debtor in bankruptcy" means a person that is the
 1798 subject of:

1799 (a) An order for relief under Title 11 U.S.C. or a
 1800 comparable order under a successor statute of general
 1801 application; or

1802 (b) A comparable order under federal, state, or foreign
 1803 law governing insolvency.

1804 (5) "Designated office" means:

1805 (a) With respect to a limited partnership, the office that
 1806 the limited partnership is required to designate and maintain
 1807 under s. 620.1114.

1808 (b) With respect to a foreign limited partnership, its
 1809 principal office.

1810 (6) "Distribution" means a transfer of money or other
 1811 property from a limited partnership to a partner in the
 1812 partner's capacity as a partner or to a transferee on account of
 1813 a transferable interest owned by the transferee.

1814 (7) "Foreign limited liability limited partnership" means
 1815 a foreign limited partnership whose general partners have
 1816 limited liability for the obligations of the foreign limited
 1817 partnership under a provision similar to s. 620.1404(3).

1818 (8) "Foreign limited partnership" means a partnership
 1819 formed under the laws of a jurisdiction other than this state
 1820 and required by those laws to have one or more general partners
 1821 and one or more limited partners. The term includes a foreign
 1822 limited liability limited partnership.

1823 (9) "General partner" means:
 1824 (a) With respect to a limited partnership, a person that:
 1825 1. Becomes a general partner under s. 620.1401; or
 1826 2. Was a general partner in a limited partnership when the
 1827 limited partnership became subject to this act under s.
 1828 620.2204(1) or (2).
 1829 (b) With respect to a foreign limited partnership, a
 1830 person that has rights, powers, and obligations similar to those
 1831 of a general partner in a limited partnership.
 1832 (10) "Limited liability limited partnership," except in
 1833 the phrase "foreign limited liability limited partnership,"
 1834 means a limited partnership whose certificate of limited
 1835 partnership states that the limited partnership is a limited
 1836 liability limited partnership, or which was a limited liability
 1837 limited partnership when the limited partnership became subject
 1838 to this act under s. 620.2204(1) or (2).
 1839 (11) "Limited partner" means:
 1840 (a) With respect to a limited partnership, a person that:
 1841 1. Becomes a limited partner under s. 620.1301; or
 1842 2. Was a limited partner in a limited partnership when the
 1843 limited partnership became subject to this act under subsection
 1844 620.2204(1) or (2).
 1845 (b) With respect to a foreign limited partnership, a
 1846 person that has rights, powers, and obligations similar to those
 1847 of a limited partner in a limited partnership.
 1848 (12) "Limited partnership," except in the phrases "foreign
 1849 limited partnership" and "foreign limited liability limited
 1850 partnership," means an entity, having one or more general

1851 partners and one or more limited partners, which is formed under
 1852 this act by two or more persons or becomes subject to this act
 1853 as the result of a conversion or merger under this act, or which
 1854 was a limited partnership governed by the laws of this state
 1855 when this act became a law and became subject to this act under
 1856 s. 620.2204(1) or (2). The term includes a limited liability
 1857 limited partnership.

1858 (13) "Partner" means a limited partner or general partner.

1859 (14) "Partnership agreement" means the partners'
 1860 agreement, whether oral, implied, in a record, or in any
 1861 combination thereof, concerning the limited partnership. The
 1862 term includes the agreement as amended or restated.

1863 (15) "Person" means an individual, corporation, business
 1864 trust, estate, trust, partnership, limited liability company,
 1865 association, joint venture, or government; governmental
 1866 subdivision, agency, or instrumentality; public corporation; or
 1867 any other legal or commercial entity.

1868 (16) "Person dissociated as a general partner" means a
 1869 person dissociated as a general partner of a limited
 1870 partnership.

1871 (17) "Principal office" means the office at which the
 1872 principal executive office of a limited partnership or foreign
 1873 limited partnership is located, whether or not the office is
 1874 located in this state.

1875 (18) "Record" means information that is inscribed on a
 1876 tangible medium or that is stored in an electronic or other
 1877 medium and is retrievable in perceivable form.

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1878 (19) "Registered agent" means the person acting as the
 1879 registered agent of the limited partnership for service of
 1880 process and meeting the requirements in s. 620.1114.

1881 (20) "Registered office" means the address of the
 1882 registered agent meeting the requirements of s. 620.1114.

1883 (21) "Required information" means the information that a
 1884 limited partnership is required to maintain under s. 620.1111.

1885 (22) "Sign" means to:

1886 (a) Execute or adopt a tangible symbol with the present
 1887 intent to authenticate a record; or

1888 (b) Attach or logically associate an electronic symbol,
 1889 sound, or process to or with a record with the present intent to
 1890 authenticate the record.

1891 (23) "State" means a state of the United States, the
 1892 District of Columbia, Puerto Rico, the United States Virgin
 1893 Islands, or any territory or insular possession subject to the
 1894 jurisdiction of the United States.

1895 (24) "Transfer" includes an assignment, conveyance, deed,
 1896 bill of sale, lease, mortgage, security interest, encumbrance,
 1897 gift, or transfer by operation of law.

1898 (25) "Transferable interest" means a partner's right to
 1899 receive distributions.

1900 (26) "Transferee" means a person to which all or part of a
 1901 transferable interest has been transferred, whether or not the
 1902 transferor is a partner.

1903 620.1103 Knowledge and notice.--

1904 (1) A person knows a fact if the person has actual
 1905 knowledge of the fact.

1906 (2) A person has notice of a fact if the person:
 1907 (a) Knows of the fact;
 1908 (b) Has received a notification of the fact;
 1909 (c) Has reason to know the fact exists from all of the
 1910 facts known to the person at the time in question; or
 1911 (d) Has notice of the fact under subsection (3) or
 1912 subsection (4).
 1913 (3) A certificate of limited partnership on file in the
 1914 Department of State is notice that the partnership is a limited
 1915 partnership and the persons designated in the certificate as
 1916 general partners are general partners. Except as otherwise
 1917 provided in subsection (4), the certificate is not notice of any
 1918 other fact.
 1919 (4) A person has notice of:
 1920 (a) Another person's dissociation as a general partner 90
 1921 days after the effective date of an amendment to the certificate
 1922 of limited partnership which states that the other person has
 1923 dissociated or 90 days after the effective date of a statement
 1924 of dissociation pertaining to the other person, whichever occurs
 1925 first;
 1926 (b) A limited partnership's dissolution 90 days after the
 1927 effective date of the certificate of dissolution of the limited
 1928 partnership;
 1929 (c) A limited partnership's termination 90 days after the
 1930 effective date of a statement of termination;
 1931 (d) A limited partnership's conversion under s. 620.2102
 1932 90 days after the effective date of the certificate of
 1933 conversion;

1934 (e) A merger under s. 620.2106 90 days after the effective
 1935 date of the certificate of merger; or

1936 (f) Any limitations upon the authority of a general
 1937 partner as set forth in the initial certificate of limited
 1938 partnership or, if the limitations are added by an amendment or
 1939 restatement of the certificate of limited partnership, 90 days
 1940 after the effective date of the amendment or restatement,
 1941 provided a provision in the certificate of limited partnership
 1942 limiting the authority of a general partner to transfer real
 1943 property held in the name of the limited partnership is not
 1944 notice of the limitation to a person who is not a partner unless
 1945 the limitation appears in an affidavit, certificate, or other
 1946 instrument that bears the name of the limited partnership and is
 1947 recorded in the office for recording transfers of such real
 1948 property.

1949 (5) A person notifies or gives a notification to another
 1950 person by taking steps reasonably required to inform the other
 1951 person in the ordinary course, whether or not the other person
 1952 learns of it.

1953 (6) A person receives a notification when the
 1954 notification:

1955 (a) Comes to the person's attention; or

1956 (b) Is delivered at the person's place of business or at
 1957 any other place held out by the person as a place for receiving
 1958 communications.

1959 (7) Except as otherwise provided in subsection (8), a
 1960 person other than an individual knows, has notice, or receives a
 1961 notification of a fact for purposes of a particular transaction

1962 when the individual conducting the transaction for the person
 1963 knows, has notice, or receives a notification of the fact, or in
 1964 any event when the fact would have been brought to the
 1965 individual's attention if the person had exercised reasonable
 1966 diligence. A person other than an individual exercises
 1967 reasonable diligence if such person maintains reasonable
 1968 routines for communicating significant information to the
 1969 individual conducting the transaction for the person and there
 1970 is reasonable compliance with the routines. Reasonable diligence
 1971 does not require an individual acting for the person to
 1972 communicate information unless the communication is part of the
 1973 individual's regular duties or the individual has reason to know
 1974 of the transaction and that the transaction would be materially
 1975 affected by the information.

1976 (8) A general partner's knowledge, notice, or receipt of a
 1977 notification of a fact relating to the limited partnership is
 1978 effective immediately as knowledge of, notice to, or receipt of
 1979 a notification by the limited partnership, except in the case of
 1980 a fraud on the limited partnership committed by or with the
 1981 consent of the general partner. A limited partner's knowledge,
 1982 notice, or receipt of a notification of a fact relating to the
 1983 limited partnership is not effective as knowledge of, notice to,
 1984 or receipt of a notification by the limited partnership.

1985 620.1104 Nature, purpose, and duration of entity.--

1986 (1) A limited partnership is an entity distinct from its
 1987 partners. A limited partnership is the same entity regardless of
 1988 whether its certificate states that the limited partnership is a
 1989 limited liability limited partnership.

1990 (2) A limited partnership may be organized under this act
 1991 for any lawful purpose.

1992 (3) A limited partnership has a perpetual duration.
 1993 620.1105 Powers.--A limited partnership has the powers to
 1994 do all things necessary or convenient to carry on its
 1995 activities, including the power to sue, be sued, and defend in
 1996 its own name and to maintain an action against a partner for
 1997 harm caused to the limited partnership by a breach of the
 1998 partnership agreement or violation of a duty to the partnership.

1999 620.1106 Governing law.--The laws of this state govern
 2000 relations among the partners of a limited partnership and
 2001 between the partners and the limited partnership and the
 2002 liability of partners as partners for an obligation of the
 2003 limited partnership.

2004 620.1107 Supplemental principles of law; rate of
 2005 interest.--

2006 (1) Unless displaced by particular provisions of this act,
 2007 the principles of law and equity supplement this act.

2008 (2) If an obligation to pay interest arises under this act
 2009 and the rate is not specified, the same rate of interest that
 2010 has been determined for judgments in accordance with s. 55.03
 2011 shall apply to the obligation in question.

2012 620.1108 Name.--

2013 (1) The name of a limited partnership may contain the name
 2014 of any partner.

2015 (2) The name of a limited partnership that is not a
 2016 limited liability limited partnership must contain the phrase
 2017 "limited partnership" or "limited" or the abbreviation "L.P." or

2018 "Ltd." or the designation "LP," and may not contain the phrase
 2019 "limited liability limited partnership" or the abbreviation
 2020 "L.L.L.P." or the designation "LLLP."

2021 (3) The name of a limited liability limited partnership
 2022 must contain the phrase "limited liability limited partnership"
 2023 or the abbreviation "L.L.L.P." or designation "LLLP," except
 2024 that a limited liability limited partnership organized prior to
 2025 the effective date of this act that is using an abbreviation or
 2026 designation permitted under prior law shall be entitled to
 2027 continue using such abbreviation or designation until its
 2028 dissolution.

2029 (4) The name of a limited partnership must be
 2030 distinguishable in the records of the Department of State from
 2031 the names of all other entities or filings, except fictitious
 2032 name registrations pursuant to s. 865.09 organized, registered,
 2033 or reserved under the laws of this state, the names of which are
 2034 on file with the Department of State.

2035 (5) Subject to s. 620.905, this section applies to any
 2036 foreign limited partnership transacting business in this state,
 2037 having a certificate of authority to transact business in this
 2038 state, or applying for a certificate of authority.

2039 620.1109 Department of State; fees.--In addition to the
 2040 supplemental corporate fee of \$88.75 imposed pursuant to s.
 2041 607.193, the fees of the Department of State under this act are
 2042 as follows:

2043 (1) For furnishing a certified copy, \$52.50 for the first
 2044 15 pages plus \$1.00 for each additional page.

- 2045 (2) For filing an original certificate of limited
 2046 partnership, \$965.
- 2047 (3) For filing an original application for registration as
 2048 a foreign limited partnership, \$965.
- 2049 (4) For filing certificate of conversion, \$52.50.
- 2050 (5) For filing certificate of merger, \$52.50 for each
 2051 party thereto.
- 2052 (6) For filing a reinstatement, \$500 for each calendar
 2053 year or part thereof the limited partnership was
 2054 administratively dissolved or foreign limited partnership was
 2055 revoked in the records of the Department of State.
- 2056 (7) For filing an annual report, \$411.25.
- 2057 (8) For filing a certificate:
- 2058 (a) Designating a registered agent, \$35;
- 2059 (b) Changing a registered agent or registered office
 2060 address, \$35;
- 2061 (c) Resigning as a registered agent, \$87.50; or
- 2062 (d) Of amendment or restatement of the certificate of
 2063 limited partnership, \$52.50;
- 2064 (9) For filing a statement of termination, \$52.50.
- 2065 (10) For filing a notice of cancellation for foreign
 2066 limited partnership, \$52.50.
- 2067 (11) For furnishing a certificate of status or
 2068 authorization, \$8.75.
- 2069 (12) For filing a certificate of dissolution, \$52.50.
- 2070 (13) For filing a certificate of revocation of
 2071 dissolution, \$52.50.

2072 (14) For filing any other domestic or foreign limited
 2073 partnership document, \$52.50.

2074 620.1110 Effect of partnership agreement; nonwaivable
 2075 provisions.--

2076 (1) Except as otherwise provided in subsection (2), the
 2077 partnership agreement governs relations among the partners and
 2078 between the partners and the partnership. To the extent the
 2079 partnership agreement does not otherwise provide, this act
 2080 governs relations among the partners and between the partners
 2081 and the partnership.

2082 (2) A partnership agreement may not:

2083 (a) Vary a limited partnership's power under s. 620.1105
 2084 to sue, be sued, and defend in its own name;

2085 (b) Vary the law applicable to a limited partnership under
 2086 s. 620.106;

2087 (c) Vary the requirements of s. 620.1204;

2088 (d) Vary the information required under s. 620.1111 or
 2089 unreasonably restrict the right to information under s. 620.1304
 2090 or s. 620.1407, but the partnership agreement may impose
 2091 reasonable restrictions on the availability and use of
 2092 information obtained under those sections and may define
 2093 appropriate remedies, including liquidated damages, for a breach
 2094 of any reasonable restriction on use;

2095 (e) Eliminate the duty of loyalty of a general partner
 2096 under s. 620.1408 but the partnership agreement may:

2097 1. Identify specific types or categories of activities
 2098 that do not violate the duty of loyalty, if not manifestly
 2099 unreasonable; and

2100 2. Specify the number, percentage, class, or other type of
 2101 partners that may authorize or ratify, after full disclosure to
 2102 all partners of all material facts, a specific act or
 2103 transaction that otherwise would violate the duty of loyalty;
 2104 (f) Unreasonably reduce the duty of care of a general
 2105 partner under s. 620.1408(3);
 2106 (g) Eliminate the obligation of good faith and fair
 2107 dealing under ss. 620.1305(2) and 620.1408(4), but the
 2108 partnership agreement may prescribe the standards by which the
 2109 performance of the obligation is to be measured, if the
 2110 standards are not manifestly unreasonable;
 2111 (h) Vary the power of a person to dissociate as a general
 2112 partner under s. 620.1604(1), except to require that the notice
 2113 under s. 620.1603(1) be in a record;
 2114 (i) Vary the power of a court to decree dissolution in the
 2115 circumstances specified in s. 620.1802;
 2116 (j) Vary the requirement to wind up the partnership's
 2117 business as specified in s. 620.1803;
 2118 (k) Unreasonably restrict the right to maintain an action
 2119 under s. 620.2001 or s. 620.2002;
 2120 (l) Restrict the right of a partner under s. 620.2110(1)
 2121 to approve a conversion or merger or the right of a general
 2122 partner under s. 620.2110(2) to consent to an amendment to the
 2123 certificate of limited partnership which deletes a statement
 2124 that the limited partnership is a limited liability limited
 2125 partnership; or
 2126 (m) Restrict rights under this act of a person other than
 2127 a partner or a transferee.

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2128 620.1111 Required information.--A limited partnership
 2129 shall maintain at its designated office the following
 2130 information:

2131 (1) A current list showing the full name and last known
 2132 street and mailing address of each partner, separately
 2133 identifying the general partners, in alphabetical order, and the
 2134 limited partners, in alphabetical order.

2135 (2) A copy of the initial certificate of limited
 2136 partnership and all amendments to and restatements of the
 2137 certificate, together with signed copies of any powers of
 2138 attorney under which any certificate, amendment, or restatement
 2139 has been signed.

2140 (3) A copy of any filed certificate of conversion or
 2141 merger, together with the plan of conversion or plan of merger
 2142 approved by the partners.

2143 (4) A copy of the limited partnership's federal, state,
 2144 and local income tax returns and reports, if any, for the 3 most
 2145 recent years.

2146 (5) A copy of any partnership agreement made in a record
 2147 and any amendment made in a record to any partnership agreement.

2148 (6) A copy of any financial statement of the limited
 2149 partnership for the 3 most recent years.

2150 (7) A copy of the three most recent annual reports
 2151 delivered by the limited partnership to the Department of State
 2152 pursuant to s. 620.1210.

2153 (8) A copy of any record made by the limited partnership
 2154 during the past 3 years of any consent given by or vote taken of
 2155 any partner pursuant to this act or the partnership agreement.

2156 (9) Unless contained in a partnership agreement made in a
 2157 record, a record stating:

2158 (a) The amount of cash and a description and statement of
 2159 the agreed value of the other benefits contributed and agreed to
 2160 be contributed by each partner.

2161 (b) The times at which, or events on the happening of
 2162 which, any additional contributions agreed to be made by each
 2163 partner are to be made.

2164 (c) For any person that is both a general partner and a
 2165 limited partner, a specification of transferable interest the
 2166 person owns in each capacity.

2167 (d) Any events upon the happening of which the limited
 2168 partnership is to be dissolved and its activities wound up.

2169 620.1112 Business transactions of partner with
 2170 partnership.--A partner may lend money to and transact other
 2171 business with the limited partnership and, subject to s.
 2172 620.1408 and any other applicable provisions of this act, a
 2173 partner has the same rights and obligations with respect to the
 2174 loan or other transaction as a person that is not a partner.

2175 620.1113 Dual capacity.--A person may be both a general
 2176 partner and a limited partner. A person that is both a general
 2177 and limited partner has the rights, powers, duties, and
 2178 obligations provided by this act and the partnership agreement
 2179 in each of those capacities. When the person acts as a general
 2180 partner, the person is subject to the obligations, duties, and
 2181 restrictions under this act and the partnership agreement for
 2182 general partners. When the person acts as a limited partner, the
 2183 person is subject to the obligations, duties, and restrictions

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2184 | under this act and the partnership agreement for limited
 2185 | partners.

2186 | 620.1114 Designated office, registered office, and
 2187 | registered agent.--

2188 | (1) A limited partnership shall designate and continuously
 2189 | maintain in this state:

2190 | (a) A designated office, which need not be a place of its
 2191 | activity in this state.

2192 | (b) A registered agent for service of process upon the
 2193 | limited partnership and a registered office, which shall be the
 2194 | address of its registered agent.

2195 | (2) A foreign limited partnership shall designate and
 2196 | continuously maintain in this state a registered agent for
 2197 | service of process and a registered office, which shall be the
 2198 | address of its registered agent.

2199 | (3) A registered agent of a limited partnership or foreign
 2200 | limited partnership must be an individual who is a resident of
 2201 | this state or other person authorized to do business in this
 2202 | state.

2203 | 620.1115 Change of registered agent or registered
 2204 | office.--

2205 | (1) In order to change its registered agent or registered
 2206 | office address, a limited partnership or a foreign limited
 2207 | partnership may deliver to the Department of State for filing a
 2208 | statement of change containing:

2209 | (a) The name of the limited partnership or foreign limited
 2210 | partnership.

2211 | (b) The name of its current registered agent.

2212 (c) If the registered agent is to be changed, the name and
 2213 written acceptance of the new registered agent.

2214 (d) The street address of its current registered office
 2215 address for its registered agent.

2216 (e) If the registered office address is to be changed, the
 2217 new street address in this state of such office.

2218 (2) A statement of change is effective when filed by the
 2219 Department of State.

2220 (3) The changes described in this section may also be made
 2221 on the limited partnership or foreign limited partnership's
 2222 annual report filed with the Department of State.

2223 620.1116 Resignation of registered agent.--

2224 (1) In order to resign as registered agent of a limited
 2225 partnership or foreign limited partnership, the agent must
 2226 deliver to the Department of State for filing a signed statement
 2227 of resignation containing the name of the limited partnership or
 2228 foreign limited partnership.

2229 (2) After filing the statement with the Department of
 2230 State, the registered agent shall mail a copy to the limited
 2231 partnership's or foreign limited partnership's current mailing
 2232 address.

2233 (3) A registered agent is terminated on the 31st day after
 2234 the Department of State files the statement of resignation.

2235 620.1117 Service of process.--

2236 (1) A registered agent appointed by a limited partnership
 2237 or foreign limited partnership is an agent of the limited
 2238 partnership or foreign limited partnership for service of any
 2239 process, notice, or demand required or permitted by law to be

2240 served upon the limited partnership or foreign limited
 2241 partnership.

2242 (2) If a limited partnership or foreign limited
 2243 partnership does not appoint or maintain a registered agent in
 2244 this state or the registered agent cannot with reasonable
 2245 diligence be found at the address of the registered office, the
 2246 Department of State shall be an agent of the limited partnership
 2247 or foreign limited partnership upon whom process, notice, or
 2248 demand may be served.

2249 (3) Service of any process, notice, or demand on the
 2250 Department of State may be made by delivering to and leaving
 2251 with the Department of State duplicate copies of the process,
 2252 notice, or demand.

2253 (4) Service is effected under subsection (3) upon the date
 2254 shown as having been received by the Department of State.

2255 (5) The Department of State shall keep a record of each
 2256 process, notice, and demand served pursuant to this section and
 2257 record the time of, and the action taken regarding, the service.

2258 (6) This section does not affect the right to serve
 2259 process, notice, or demand in any other manner provided by law.

2260 620.1118 Consent and proxies of partners.--Subject to the
 2261 management and approval rights described in s. 620.1406, an
 2262 action requiring the consent of partners under this act may be
 2263 taken without a meeting, and a partner may appoint a proxy to
 2264 consent or otherwise act for the partner by a record appointing
 2265 the proxy that is signed, either personally or by the partner's
 2266 attorney in fact.

2267 620.1201 Formation of limited partnership; certificate of
 2268 limited partnership.--

2269 (1) In order for a limited partnership to be formed, a
 2270 certificate of limited partnership must be delivered to the
 2271 Department of State for filing. The certificate must state:

2272 (a) The name of the limited partnership, which must comply
 2273 with s. 620.1108.

2274 (b) The street and mailing address of the initial
 2275 designated office of the limited partnership, and the name,
 2276 street address in this state, and written acceptance of the
 2277 initial registered agent.

2278 (c) The name and the business address of each general
 2279 partner; each general partner that is not an individual must be
 2280 organized or otherwise registered with the Department of State
 2281 as required by law, must maintain an active status, and must not
 2282 be dissolved, revoked, or withdrawn.

2283 (d) Whether the limited partnership is a limited liability
 2284 limited partnership.

2285 (e) Any additional information which may be required by s.
 2286 620.2104 or s. 620.2108.

2287 (2) A certificate of limited partnership may also contain
 2288 any other matters, but may not vary or otherwise affect the
 2289 provisions specified in s. 620.1110(2) in a manner inconsistent
 2290 with that section.

2291 (3) If there has been substantial compliance with
 2292 subsection (1), then subject to s. 620.1206(3), a limited
 2293 partnership is formed when the Department of State files the
 2294 certificate of limited partnership.

2295 (4) Subject to subsection (2), if any provision of a
 2296 partnership agreement is inconsistent with the filed certificate
 2297 of limited partnership, or with a filed statement of
 2298 dissociation, termination, or change, a filed certificate of
 2299 conversion or merger, or a certificate of dissolution or
 2300 revocation of dissolution, involving the limited partnership:

2301 (a) The partnership agreement prevails as to partners and
 2302 transferees.

2303 (b) The filed certificate of limited partnership,
 2304 statement of dissociation, termination, or change, certificate
 2305 of conversion or merger, or certificate of dissolution or
 2306 revocation of dissolution prevails as to persons, other than
 2307 partners and transferees, that reasonably rely on the filed
 2308 record to their detriment.

2309 620.1202 Amendment or restatement of certificate.--

2310 (1) In order to amend or restate its certificate of
 2311 limited partnership, a limited partnership must deliver to the
 2312 Department of State for filing an amendment or restatement or,
 2313 pursuant to s. 620.2108, certificate of merger stating:

2314 (a) The name of the limited partnership.

2315 (b) The date of filing of its initial certificate.

2316 (c) The changes the amendment or restatement makes to the
 2317 certificate as most recently amended or restated.

2318 (2) A limited partnership shall promptly deliver to the
 2319 Department of State for filing an amendment to or restatement of
 2320 a certificate of limited partnership to reflect:

2321 (a) The admission of a new general partner;

2322 (b) The dissociation of a person as a general partner; or

2323 (c) The appointment of a person to wind up the limited
 2324 partnership's activities under s. 620.1803(3) or (4).

2325 (3) A general partner that knows that any information in a
 2326 filed certificate of limited partnership was false when the
 2327 certificate was filed or has become false due to changed
 2328 circumstances shall promptly:

2329 (a) Cause the certificate to be amended or restated; or

2330 (b) If appropriate, deliver to the Department of State for
 2331 filing a statement of change pursuant to s. 620.1115 or a
 2332 statement of correction pursuant to s. 620.1207.

2333 (4) A certificate of limited partnership may be amended or
 2334 restated at any time for any other proper purpose as determined
 2335 by the limited partnership.

2336 (5) Subject to s. 620.1206(3), an amendment or restated
 2337 certificate is effective when filed by the Department of State.

2338 (6) A limited partnership may, whenever desired, integrate
 2339 into a single instrument all of the provisions of its
 2340 certificate of limited partnership which are then in effect and
 2341 operative as a result of there having theretofore been filed
 2342 with the Department of State one or more certificates or other
 2343 instruments pursuant to any provision of this section, and the
 2344 limited partnership may at the same time further amend its
 2345 certificate of limited partnership by adopting a restated
 2346 certificate of limited partnership in accordance with
 2347 subsections (7)-(10).

2348 (7) If the restated certificate of limited partnership
 2349 merely restates and integrates but does not further amend the
 2350 initial certificate of limited partnership, as theretofore

2351 amended or restated by any instrument that was executed and
 2352 filed pursuant to any of the subsections in this section, the
 2353 restated certificate shall be specifically designated in its
 2354 heading as a "Restated Certificate of Limited Partnership,"
 2355 together with such other words as the limited partnership may
 2356 deem appropriate, and shall be executed by at least one general
 2357 partner and filed as provided by this act with the Department of
 2358 State. If the restated certificate restates and integrates and
 2359 also further amends in any respect the initial certificate of
 2360 limited partnership, as theretofore amended or restated, the
 2361 restated certificate shall be specifically designated in its
 2362 heading as an "Amended and Restated Certificate of Limited
 2363 Partnership," together with such other words as the limited
 2364 partnership may deem appropriate, and shall be executed by at
 2365 least one general partner and by each other general partner
 2366 designated in the restated certificate of limited partnership as
 2367 a new general partner and filed as provided by this act with the
 2368 Department of State.

2369 (8) A restated certificate of limited partnership shall
 2370 state, either in its heading or in an introductory paragraph,
 2371 the limited partnership's present name, and, if it has been
 2372 changed, the name under which it was originally filed; the date
 2373 of filing of its original certificate of limited partnership
 2374 with the Department of State; and, subject to s. 620.1206(3),
 2375 the delayed effective date or time, which shall be a date or
 2376 time certain, of the restated certificate if it is not to be
 2377 effective upon the filing of the restated certificate. A
 2378 restated certificate shall also state that it was duly executed

2379 and is being filed in accordance with this section. If the
 2380 restated certificate only restates and integrates and does not
 2381 further amend the limited partnership's certificate of limited
 2382 partnership as theretofore amended or supplemented and there is
 2383 no discrepancy between those provisions and the restated
 2384 certificate, it shall state that fact as well.

2385 (9) Upon the filing of the restated certificate of limited
 2386 partnership with the Department of State, or upon the delayed
 2387 effective date or time of a restated certificate of limited
 2388 partnership as provided for therein, the initial certificate of
 2389 limited partnership, as theretofore amended or supplemented,
 2390 shall be superseded. Thereafter, the restated certificate of
 2391 limited partnership, including any further amendment or changes
 2392 made thereby, shall be the certificate of limited partnership of
 2393 the limited partnership, but the original effective date of
 2394 formation shall remain unchanged.

2395 (10) Any amendment or change effected in accordance with
 2396 subsections (7)-(9) and this subsection shall be subject to any
 2397 other provisions of this act, not inconsistent with this
 2398 section, which would apply if a separate certificate of
 2399 amendment were filed to effect such amendment or change.

2400 620.1203 Certificate of dissolution; statement of
 2401 termination.--

2402 (1) A certificate of dissolution shall be filed with the
 2403 Department of State in accordance with s. 620.1801(2) and set
 2404 forth:

2405 (a) The name of the limited partnership.

2406 (b) The date of filing of its initial certificate of
2407 limited partnership.

2408 (c) The reason for filing the certificate of dissolution.

2409 (d) Any other information as determined by the general
2410 partners filing the statement or by a person appointed pursuant
2411 to s. 620.1803(3) or (4).

2412 (2) If there has been substantial compliance with
2413 subsection (1), then subject to s. 620.1206(3) the dissolution
2414 of the limited partnership shall be effective when the
2415 Department of State files the certificate of dissolution.

2416 (3) A dissolved limited partnership that has completed
2417 winding up may deliver to the Department of State for filing a
2418 statement of termination that states:

2419 (a) The name of the limited partnership.

2420 (b) The date of filing of its initial certificate of
2421 limited partnership.

2422 (c) The limited partnership has completed winding up its
2423 affairs and wishes to file a statement of termination.

2424 (d) Any other information as determined by the general
2425 partners filing the statement or by a person appointed pursuant
2426 to s. 620.1803(3) or (4).

2427 620.1204 Signing of records.--

2428 (1) Each record delivered to the Department of State for
2429 filing pursuant to this act must be signed in the following
2430 manner:

2431 (a) An initial certificate of limited partnership must be
2432 signed by all general partners listed in the certificate of
2433 limited partnership.

2434 (b) An amendment adding or deleting a statement that the
 2435 limited partnership is a limited liability limited partnership
 2436 must be signed by all general partners listed in the certificate
 2437 of limited partnership.

2438 (c) An amendment designating as general partner a person
 2439 admitted under s. 620.1801(1)(c) following the dissociation of a
 2440 limited partnership's last general partner must be signed by
 2441 that person.

2442 (d) An amendment required by s. 620.1803(3) following the
 2443 appointment of a person to wind up the dissolved limited
 2444 partnership's activities must be signed by that person.

2445 (e) Any other amendment must be signed by:

2446 1. At least one general partner listed in the certificate
 2447 of limited partnership.

2448 2. Each other person designated in the amendment as a new
 2449 general partner.

2450 3. Each person that the amendment indicates has
 2451 dissociated as a general partner, unless:

2452 a. The person is deceased or a guardian or general
 2453 conservator has been appointed for the person and the amendment
 2454 so states; or

2455 b. The person has previously delivered to the Department
 2456 of State for filing a statement of dissociation.

2457 (f) A restated certificate of limited partnership must be
 2458 signed by at least one general partner listed in the
 2459 certificate, and, to the extent the restated certificate of
 2460 limited partnership effects a change described under any other
 2461 paragraph of this subsection, the certificate of limited

2462 partnership must also be signed in a manner that satisfies that
 2463 paragraph.

2464 (g) A certificate of dissolution, a statement of
 2465 termination, and a certificate of revocation of dissolution must
 2466 be signed by all general partners listed in the certificate of
 2467 limited partnership or, if the certificate of limited
 2468 partnership of a dissolved limited partnership lists no general
 2469 partners, by the person appointed pursuant to s. 620.803(3) or
 2470 (4) to wind up the dissolved limited partnership's activities.

2471 (h) A certificate of conversion must be signed as provided
 2472 in s. 620.2104(1).

2473 (i) A certificate of merger must be signed as provided in
 2474 s. 620.2108(1).

2475 (j) Any other record delivered on behalf of a limited
 2476 partnership to the Department of State for filing must be signed
 2477 by at least one general partner listed in the certificate of
 2478 limited partnership.

2479 (k) A statement by a person pursuant to s. 620.1605(1)(d)
 2480 stating that the person has dissociated as a general partner
 2481 must be signed by that person.

2482 (l) A statement of withdrawal by a person pursuant to s.
 2483 620.1306 must be signed by that person.

2484 (m) A record delivered on behalf of a foreign limited
 2485 partnership to the Department of State for filing must be signed
 2486 by at least one general partner of the foreign limited
 2487 partnership.

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2488 (n) Any other record delivered on behalf of any person to
 2489 the Department of State for filing must be signed by that
 2490 person.

2491 (2) Any person may sign by an attorney in fact any record
 2492 to be filed pursuant to this act.

2493 620.1205 Signing and filing pursuant to judicial order.--

2494 (1) If a person required by this act to sign a record or
 2495 deliver a record to the Department of State for filing does not
 2496 do so, any other person that is aggrieved may petition the
 2497 circuit court to order:

2498 (a) The person to sign the record;

2499 (b) The person to deliver the record to the Department of
 2500 State for filing; or

2501 (c) The Department of State to file the record unsigned.

2502 (2) If the person aggrieved under subsection (1) is not
 2503 the limited partnership or foreign limited partnership to which
 2504 the record pertains, the aggrieved person shall make the limited
 2505 partnership or foreign limited partnership a party to the
 2506 action. A person aggrieved under subsection (1) may seek the
 2507 remedies provided in subsection (1) in the same action in
 2508 combination or in the alternative.

2509 (3) A record filed unsigned pursuant to this section is
 2510 effective without being signed.

2511 620.1206 Delivery to and filing of records by Department
 2512 of State; effective time and date.--

2513 (1) A record authorized or required to be delivered to the
 2514 Department of State for filing under this act must be captioned
 2515 to describe the record's purpose, be in a medium permitted by

2516 the Department of State, and be delivered to the Department of
 2517 State. Unless the Department of State determines that a record
 2518 does not comply with the filing requirements of this act, and if
 2519 all filing fees have been paid, the Department of State shall
 2520 file the record.

2521 (2) Upon request and payment of a fee, the Department of
 2522 State shall send to the requester a certified copy of the
 2523 requested record.

2524 (3) Except as otherwise provided in ss. 620.1116 and
 2525 620.1207, a record delivered to the Department of State for
 2526 filing under this act may specify an effective time and a
 2527 delayed effective date. Except as otherwise provided in this
 2528 act, a record filed by the Department of State is effective:

2529 (a) If the record does not specify an effective time and
 2530 does not specify a delayed effective date, on the date and at
 2531 the time the record is filed as evidenced by the Department of
 2532 State's endorsement of the date and time on the record;

2533 (b) If the record specifies an effective time but not a
 2534 delayed effective date, on the date the record is filed at the
 2535 time specified in the record;

2536 (c) If the record specifies a delayed effective date but
 2537 not an effective time, at 12:01 a.m. on the earlier of:

- 2538 1. The specified date; or
- 2539 2. The 90th day after the record is filed; or

2540 (d) If the record specifies an effective time and a
 2541 delayed effective date, at the specified time on the earlier of:

- 2542 1. The specified date; or
- 2543 2. The 90th day after the record is filed.

2544 | 620.1207 Correcting filed record.--

2545 | (1) A limited partnership or foreign limited partnership

2546 | may deliver to the Department of State for filing a statement of

2547 | correction to correct a record previously delivered by the

2548 | limited partnership or foreign limited partnership to the

2549 | Department of State and filed by the Department of State, if at

2550 | the time of filing the record contained false or erroneous

2551 | information or was defectively signed.

2552 | (2) A statement of correction may not state a delayed

2553 | effective date and must:

2554 | (a) Describe the record to be corrected, including its

2555 | filing date.

2556 | (b) Specify the incorrect information and the reason it is

2557 | incorrect or the manner in which the signing was defective.

2558 | (c) Correct the incorrect information or defective

2559 | signature.

2560 | (3) When filed by the Department of State, a statement of

2561 | correction is effective retroactively as of the effective date

2562 | of the record the statement corrects, but the statement is

2563 | effective when filed:

2564 | (a) For the purposes of s. 620.103(3) and (4).

2565 | (b) As to persons relying on the uncorrected record and

2566 | adversely affected by the correction.

2567 | 620.1208 Liability for false information in filed

2568 | record.--

2569 | (1) If a record delivered to the Department of State for

2570 | filing under this act and filed by the Department of State

2571 | contains false information, a person that suffers loss by

2572 reliance on the information may recover damages for the loss
 2573 from:

2574 (a) A person that signed the record, or caused another to
 2575 sign the record on the person's behalf, and knew the information
 2576 to be false at the time the record was signed.

2577 (b) A general partner that has notice the information was
 2578 false when the record was filed or has become false because of
 2579 changed circumstances, if the general partner has notice for a
 2580 reasonably sufficient time before the information is relied upon
 2581 to enable the general partner to effect an amendment pursuant to
 2582 s. 620.1202, file a petition pursuant to s. 620.1205, or deliver
 2583 to the Department of State for filing a statement of change
 2584 pursuant to s. 620.1115 or a statement of correction pursuant to
 2585 s. 620.1207.

2586 (2) Signing a record authorized or required to be filed
 2587 under this act constitutes an affirmation under the penalties of
 2588 perjury that the facts stated in the record are true.

2589 620.1209 Certificate of status.--

2590 (1) The Department of State, upon request and payment of
 2591 the requisite fee, shall furnish a certificate of status for a
 2592 limited partnership if the records filed in the Department of
 2593 State show that the Department of State has filed a certificate
 2594 of limited partnership. A certificate of status must state:

2595 (a) The limited partnership's name.

2596 (b) That the limited partnership was duly formed under the
 2597 laws of this state and the date of formation.

2598 (c) Whether all fees and penalties due to the Department
 2599 of State under this act have been paid.

2600 (d) Whether the limited partnership's most recent annual
 2601 report required by s. 620.1210 has been filed by the Department
 2602 of State.

2603 (e) Whether the Department of State has administratively
 2604 dissolved the limited partnership or received a record notifying
 2605 the Department of State that the limited partnership has been
 2606 dissolved by judicial action pursuant to s. 620.1802.

2607 (f) Whether the Department of State has filed a
 2608 certificate of dissolution for the limited partnership.

2609 (g) Whether the Department of State has filed a statement
 2610 of termination for the limited partnership.

2611 (2) The Department of State, upon request and payment of
 2612 the requisite fee, shall furnish a certificate of status for a
 2613 foreign limited partnership if the records filed in the
 2614 Department of State show that the Department of State has filed
 2615 a certificate of authority. A certificate of status must state:

2616 (a) The foreign limited partnership's name and any
 2617 alternate name adopted under s. 620.1905(1) for use in this
 2618 state.

2619 (b) That the foreign limited partnership is authorized to
 2620 transact business in this state.

2621 (c) Whether all fees and penalties due to the Department
 2622 of State under this act or other law have been paid.

2623 (d) Whether the foreign limited partnership's most recent
 2624 annual report required by s. 620.1210 has been filed by the
 2625 Department of State.

2626 (e) Whether the Department of State has revoked the
 2627 foreign limited partnership's certificate of authority or filed
 2628 a notice of cancellation.

2629 (3) Subject to any qualification stated in the
 2630 certificate, a certificate of status issued by the Department of
 2631 State may be relied upon as conclusive evidence that the limited
 2632 partnership or foreign limited partnership is in existence or is
 2633 authorized to transact business in this state.

2634 620.1210 Annual report for Department of State.--

2635 (1) A limited partnership or a foreign limited partnership
 2636 authorized to transact business in this state shall deliver to
 2637 the Department of State for filing an annual report that states:

2638 (a) The name of the limited partnership or, if a foreign
 2639 limited partnership, the name under which the foreign limited
 2640 partnership is registered to transact business in this state.

2641 (b) The street and mailing address of the limited
 2642 partnership or foreign limited partnership, the name of its
 2643 registered agent in this state, and the street address of its
 2644 registered office in this state.

2645 (c) The name and business address of each general partner.
 2646 Each general partner that is not an individual must be organized
 2647 or otherwise registered with the Department of State as required
 2648 by law, must maintain an active status, and must not be
 2649 dissolved, revoked, or withdrawn.

2650 (d) Federal Employer Identification number.

2651 (e) Any additional information that is necessary or
 2652 appropriate to enable the Department of State to carry out the
 2653 provisions of this act.

2654 (2) Information in an annual report must be current as of
 2655 the date the annual report is delivered to the Department of
 2656 State for filing.

2657 (3) The first annual report must be delivered to the
 2658 Department of State between January 1 and May 1 of the year
 2659 following the calendar year in which a limited partnership was
 2660 formed or a foreign limited partnership was authorized to
 2661 transact business. An annual report must be delivered to the
 2662 Department of State between January 1 and May 1 of each
 2663 subsequent calendar year.

2664 (4) If an annual report does not contain the information
 2665 required in subsection (1), the Department of State shall
 2666 promptly notify the reporting limited partnership or foreign
 2667 limited partnership and return the report to it for correction.
 2668 If the report is corrected to contain the information required
 2669 in subsection (1) and delivered to the Department of State
 2670 within 30 days after the effective date of the notice, it is
 2671 timely delivered.

2672 (5) If a filed annual report contains the address of a
 2673 designated office, name of a registered agent, or registered
 2674 office address which differs from the information shown in the
 2675 records of the Department of State immediately before the
 2676 filing, the differing information in the annual report is
 2677 considered a statement of change under s. 620.1115.

2678 620.1301 Becoming limited partner.--A person becomes a
 2679 limited partner:

2680 (1) As provided in the partnership agreement;

2681 (2) As the result of a conversion or merger involving the
 2682 limited partnership under this act as provided in the plan of
 2683 conversion or merger; or

2684 (3) With the consent of all the partners.

2685 620.1302 No right or power as limited partner to bind
 2686 limited partnership; certain approval rights.--

2687 (1) A limited partner does not have the right or the power
 2688 as a limited partner to act for or bind the limited partnership.

2689 (2) The limited partners have only those approval rights
 2690 as are described in s. 620.1406.

2691 620.1303 No liability as limited partner for limited
 2692 partnership obligations.--An obligation of a limited
 2693 partnership, whether arising in contract, tort, or otherwise, is
 2694 not the obligation of a limited partner. A limited partner is
 2695 not personally liable, directly or indirectly, by way of
 2696 contribution or otherwise, for an obligation of the limited
 2697 partnership solely by reason of being a limited partner, even if
 2698 the limited partner participates in the management and control
 2699 of the limited partnership.

2700 620.1304 Right of limited partner and former limited
 2701 partner to information.--

2702 (1) Upon 10 days' demand, made in a record received by the
 2703 limited partnership, a limited partner may inspect and copy
 2704 required information during regular business hours in the
 2705 limited partnership's designated office. The limited partner
 2706 need not have any particular purpose for seeking the
 2707 information.

2708 (2) During regular business hours and at a reasonable
 2709 location specified by the limited partnership, a limited partner
 2710 may obtain from the limited partnership and inspect and copy
 2711 true and full information regarding the state of the activities
 2712 and financial condition of the limited partnership and other
 2713 information regarding the activities of the limited partnership
 2714 as is just and reasonable if:

2715 (a) The limited partner seeks the information for a
 2716 purpose reasonably related to the limited partner's interest as
 2717 a limited partner.

2718 (b) The limited partner makes a demand in a record
 2719 received by the limited partnership, describing with reasonable
 2720 particularity the information sought and the purpose for seeking
 2721 the information.

2722 (c) The information sought is directly connected to the
 2723 limited partner's purpose.

2724 (3) Within 10 days after receiving a demand pursuant to
 2725 subsection (2), the limited partnership in a record shall inform
 2726 the limited partner that made the demand:

2727 (a) What information the limited partnership will provide
 2728 in response to the demand.

2729 (b) When and where the limited partnership will provide
 2730 the information.

2731 (c) If the limited partnership declines to provide any
 2732 demand information, the limited partnership's reasons for
 2733 declining.

2734 (4) Subject to subsection (6), a person dissociated as a
 2735 limited partner may inspect and copy required information during

2736 regular business hours in the limited partnership's designated
 2737 office if:

2738 (a) The information pertains to the period during which
 2739 the person was a limited partner.

2740 (b) The person seeks the information in good faith.

2741 (c) The person meets the requirements of subsection (2).

2742 (5) The limited partnership shall respond to a demand made
 2743 pursuant to subsection (4) in the same manner as provided in
 2744 subsection (3).

2745 (6) If a limited partner dies, s. 620.1704 applies.

2746 (7) Subject to s. 620.1110(2)(d), the limited partnership
 2747 may impose reasonable restrictions on the use of information
 2748 obtained under this section. In a dispute concerning the
 2749 reasonableness of a restriction under this subsection, the
 2750 limited partnership has the burden of proving reasonableness.

2751 (8) A limited partnership may charge a person that makes a
 2752 demand under this section reasonable costs of copying, limited
 2753 to the costs of labor and material.

2754 (9) Whenever this act or a partnership agreement provides
 2755 for a limited partner to give or withhold consent to a matter,
 2756 before the consent is given or withheld, the limited partnership
 2757 shall, without demand, provide the limited partner with all
 2758 information material to the limited partner's decision that the
 2759 limited partnership knows.

2760 (10) A limited partner or person dissociated as a limited
 2761 partner may exercise the rights under this section through an
 2762 attorney or other agent. Any restriction imposed under
 2763 subsection (7) or by the partnership agreement applies both to

2764 the attorney or other agent and to the limited partner or person
 2765 dissociated as a limited partner.

2766 (11) The rights stated in this section do not extend to a
 2767 person as transferee but may be exercised by the legal
 2768 representative of an individual under legal disability who is a
 2769 limited partner or person dissociated as a limited partner.

2770 620.1305 Limited duties of limited partners.--

2771 (1) A limited partner does not have any fiduciary duty to
 2772 the limited partnership or to any other partner solely by reason
 2773 of being a limited partner. To the extent a limited partner is
 2774 vested with or delegated management powers or duties under the
 2775 partnership agreement, the only fiduciary duties that such
 2776 limited partner has to the limited partnership and the other
 2777 partners with respect to the exercise of such powers or duties
 2778 are those duties described in s. 620.1408, subject to the same
 2779 standards and limitations that would apply to a general partner
 2780 under that section with respect to the exercise of such powers
 2781 or duties.

2782 (2) A limited partner shall discharge the duties to the
 2783 limited partnership and the other partners under this act or
 2784 under the partnership agreement and exercise any rights
 2785 consistently with the obligation of good faith and fair dealing.

2786 (3) A limited partner does not violate a duty or
 2787 obligation under this act or under the partnership agreement
 2788 merely because the limited partner's conduct furthers the
 2789 limited partner's own interest.

2790 620.1306 Person erroneously believing self to be limited
 2791 partner.--

2792 (1) Except as otherwise provided in subsection (2), a
 2793 person that makes an investment in a business enterprise and
 2794 erroneously but in good faith believes that the person has
 2795 become a limited partner in the enterprise is not liable for the
 2796 enterprise's obligations by reason of making the investment,
 2797 receiving distributions from the enterprise, or exercising any
 2798 rights of or appropriate to a limited partner, if, on
 2799 ascertaining the mistake, the person:

2800 (a) Causes an appropriate certificate of limited
 2801 partnership, amendment, or statement of correction to be signed
 2802 and delivered to the Department of State for filing; or

2803 (b) Withdraws from future participation as an owner in the
 2804 enterprise by signing and delivering to the Department of State
 2805 for filing a statement of withdrawal under this section.

2806 (2) A person that makes an investment described in
 2807 subsection (1) is liable to the same extent as a general partner
 2808 to any third party that enters into a transaction with the
 2809 enterprise, believing in good faith that the person is a general
 2810 partner, before the Department of State files a statement of
 2811 withdrawal, certificate of limited partnership, amendment, or
 2812 statement of correction to show that the person is not a general
 2813 partner.

2814 (3) If a person makes a diligent effort in good faith to
 2815 comply with paragraph (1)(a) and is unable to cause the
 2816 appropriate certificate of limited partnership, amendment, or
 2817 statement of correction to be signed and delivered to the
 2818 Department of State for filing, the person has the right to
 2819 withdraw from the enterprise pursuant to paragraph (1)(b) even

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2820 if the withdrawal would otherwise breach an agreement with
 2821 others that are or have agreed to become coowners of the
 2822 enterprise.

2823 620.1401 Becoming general partner.--A person becomes a
 2824 general partner:

2825 (1) As provided in the partnership agreement;

2826 (2) Under s. 620.1801(1)(c) following the dissociation of
 2827 a limited partnership's last general partner;

2828 (3) As the result of a conversion or merger involving the
 2829 limited partnership under this act as provided for in the plan
 2830 of conversion or merger; or

2831 (4) With the consent of all the partners.

2832 620.1402 General partner agent of limited partnership.--

2833 (1) Each general partner is an agent of the limited
 2834 partnership for the purposes of its activities. An act of a
 2835 general partner, including the signing of a record in the
 2836 partnership's name, for apparently carrying on in the ordinary
 2837 course the limited partnership's activities or activities of the
 2838 kind carried on by the limited partnership binds the limited
 2839 partnership, unless the general partner did not have authority
 2840 to act for the limited partnership in the particular matter and
 2841 the person with which the general partner was dealing knew, had
 2842 received a notification, or had notice under s. 620.1103(4) that
 2843 the general partner lacked authority.

2844 (2) An act of a general partner which is not apparently
 2845 for carrying on in the ordinary course the limited partnership's
 2846 activities or activities of the kind carried on by the limited

2847 partnership binds the limited partnership only if the act was
 2848 approved by the other partners as provided in s. 620.1406.

2849 620.1403 Limited partnership liable for general partner's
 2850 actionable conduct.--

2851 (1) A limited partnership is liable for loss or injury
 2852 caused to a person, or for a penalty incurred, as a result of a
 2853 wrongful act or omission, or other actionable conduct, of a
 2854 general partner acting in the ordinary course of activities of
 2855 the limited partnership or with authority of the limited
 2856 partnership.

2857 (2) If, in the course of the limited partnership's
 2858 activities or while acting with authority of the limited
 2859 partnership, a general partner receives or causes the limited
 2860 partnership to receive money or property of a person not a
 2861 partner, and the money or property is misapplied by a general
 2862 partner, the limited partnership is liable for the loss.

2863 620.1404 General partner's liability.--

2864 (1) Except as otherwise provided in subsections (2) and
 2865 (3), all general partners are liable jointly and severally for
 2866 all obligations of the limited partnership unless otherwise
 2867 agreed by the claimant or provided by law.

2868 (2) A person that becomes a general partner of an existing
 2869 limited partnership is not personally liable for an obligation
 2870 of a limited partnership incurred before the person became a
 2871 general partner.

2872 (3) An obligation of a limited partnership incurred while
 2873 the limited partnership is a limited liability limited
 2874 partnership, whether arising in contract, tort, or otherwise, is

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2875 solely the obligation of the limited partnership. A general
 2876 partner is not personally liable, directly or indirectly, by way
 2877 of contribution or otherwise, for such an obligation solely by
 2878 reason of being or acting as a general partner. This subsection
 2879 applies despite anything inconsistent in the partnership
 2880 agreement that existed immediately before the consent required
 2881 to become a limited liability limited partnership under s.
 2882 620.1406.

2883 620.1405 Actions by and against partnership and
 2884 partners.--

2885 (1) To the extent not inconsistent with s. 620.1404, a
 2886 general partner may be joined in an action against the limited
 2887 partnership or named in a separate action.

2888 (2) A judgment against a limited partnership is not by
 2889 itself a judgment against a general partner. A judgment against
 2890 a limited partnership may not be satisfied from a general
 2891 partner's assets unless there is also a judgment against the
 2892 general partner.

2893 (3) A judgment creditor of a general partner may not levy
 2894 execution against the assets of the general partner to satisfy a
 2895 judgment based on a claim against the limited partnership,
 2896 unless the partner is personally liable for the claim under s.
 2897 620.1404 and:

2898 (a) A judgment based on the same claim has been obtained
 2899 against the limited partnership and a writ of execution on the
 2900 judgment has been returned unsatisfied in whole or in part;

2901 (b) The limited partnership is a debtor in bankruptcy;

2902 (c) The general partner has agreed that the creditor need
 2903 not exhaust limited partnership assets;

2904 (d) A court grants permission to the judgment creditor to
 2905 levy execution against the assets of a general partner based on
 2906 a finding that limited partnership assets subject to execution
 2907 are clearly insufficient to satisfy the judgment, that
 2908 exhaustion of limited partnership assets is excessively
 2909 burdensome, or that the grant of permission is an appropriate
 2910 exercise of the court's equitable powers; or

2911 (e) Liability is imposed on the general partner by law or
 2912 contract independent of the existence of the limited
 2913 partnership.

2914 620.1406 Management rights of general partner; approval
 2915 rights of other partners.--

2916 (1) Each general partner has equal rights in the
 2917 management and conduct of the limited partnership's activities.
 2918 Any matter relating to the activities of the limited partnership
 2919 may be exclusively decided by the general partner or, if there
 2920 is more than one general partner, by a majority of the general
 2921 partners, except that the following actions require the approval
 2922 of all general partners:

2923 (a) Amending the partnership agreement or the certificate
 2924 of limited partnership, including any statement changing the
 2925 status of the limited partnership to a limited liability limited
 2926 partnership or deleting a statement that the limited partnership
 2927 is a limited liability limited partnership.

2928 (b) Admitting a limited partner under s. 620.1301.

2929 (c) Admitting a general partner under s. 620.1401.

2930 (d) Compromising a partner's obligation to make
 2931 contributions under s. 620.1502 or return an improper
 2932 distribution under s. 620.1508.

2933 (e) Expelling a limited partner under s. 620.1601.

2934 (f) Redeeming a transferable interest subject to a
 2935 charging order under s. 620.1703.

2936 (g) Dissolving the limited partnership under s. 620.1801.

2937 (h) Approving a plan of conversion under s. 620.2103 or a
 2938 plan of merger under s. 620.2107.

2939 (i) Selling, leasing, exchanging, or otherwise disposing
 2940 of all, or substantially all, of the limited partnership's
 2941 property, with or without good will, other than in the usual and
 2942 regular course of the limited partnership's activities.

2943 (2) The expulsion of a general partner under s. 620.1603
 2944 shall require the consent of all of the other general partners.

2945 (3) In addition to the approval of the general partners
 2946 required by subsections (1) and (2), the approval of all limited
 2947 partners shall be required to take any of the actions under
 2948 subsection (1) or subsection (2) with the exception of a
 2949 transaction described in paragraph (1)(h) or a transaction
 2950 described in paragraph (1)(i).

2951 (4) The approval of a plan of conversion under s. 620.2103
 2952 or a plan of merger under s. 620.2107 shall require the consent
 2953 of the limited partners in the manner described therein.

2954 (5) A transaction described in paragraph (1)(i) shall
 2955 require approval of limited partners owning a majority of the
 2956 rights to receive distributions as limited partners at the time
 2957 the consent is to be effective.

2958 (6) A limited partnership shall reimburse a general
 2959 partner for payments made and indemnify a general partner for
 2960 liabilities incurred by the general partner in the ordinary
 2961 course of the activities of the partnership or for the
 2962 preservation of its activities or property if such payments were
 2963 made or such liabilities were incurred in good faith and either
 2964 in the furtherance of the limited partnership's purposes or the
 2965 ordinary scope of its activities.

2966 (7) A limited partnership shall reimburse a general
 2967 partner for an advance to the limited partnership beyond the
 2968 amount of capital the general partner agreed to contribute.

2969 (8) A payment or advance made by a general partner which
 2970 gives rise to an obligation of the limited partnership under
 2971 subsection (6) or subsection (7) constitutes a loan to the
 2972 limited partnership which accrues interest from the date of the
 2973 payment or advance.

2974 (9) A general partner is not entitled to remuneration for
 2975 services performed for the partnership.

2976 620.1407 Right of general partner and former general
 2977 partner to information.--

2978 (1) A general partner, without having any particular
 2979 purpose for seeking the information, may inspect and copy during
 2980 regular business hours:

2981 (a) In the limited partnership's designated office,
 2982 required information.

2983 (b) At a reasonable location specified by the limited
 2984 partnership, any other records maintained by the limited

2985 partnership regarding the limited partnership's activities and
 2986 financial condition.

2987 (2) Each general partner and the limited partnership shall
 2988 furnish to a general partner:

2989 (a) Without demand, any information concerning the limited
 2990 partnership's activities, reasonably required for the proper
 2991 exercise of the general partner's rights and duties under the
 2992 partnership agreement or this act.

2993 (b) On demand, any other information concerning the
 2994 limited partnership's activities, except to the extent the
 2995 demand or the information demanded is unreasonable or otherwise
 2996 improper under the circumstances.

2997 (3) Subject to subsection (5), upon 10 days' demand made
 2998 in a record received by the limited partnership, a person
 2999 dissociated as a general partner may have access to the
 3000 information and records described in subsection (1) at the
 3001 location specified in subsection (1) if:

3002 (a) The information or record pertains to the period
 3003 during which the person was a general partner.

3004 (b) The person seeks the information or record in good
 3005 faith.

3006 (c) The person satisfies the requirements imposed on a
 3007 limited partner by s. 620.1304(2).

3008 (4) The limited partnership shall respond to a demand made
 3009 pursuant to subsection (3) in the same manner as provided in s.
 3010 620.1304(3).

3011 (5) If a general partner dies, s. 620.1704 applies.

3012 (6) The limited partnership may impose reasonable
 3013 restrictions on the use of information under this section. In
 3014 any dispute concerning the reasonableness of a restriction under
 3015 this subsection, the limited partnership has the burden of
 3016 proving reasonableness.

3017 (7) A limited partnership may charge a person dissociated
 3018 as a general partner that makes a demand under this section
 3019 reasonable costs of copying, limited to the costs of labor and
 3020 material.

3021 (8) A general partner or person dissociated as a general
 3022 partner may exercise the rights under this section through an
 3023 attorney or other agent. Any restriction imposed under
 3024 subsection (6) or by the partnership agreement applies both to
 3025 the attorney or other agent and to the general partner or person
 3026 dissociated as a general partner.

3027 (9) The rights under this section do not extend to a
 3028 person as transferee, but the rights under subsection (3) of a
 3029 person dissociated as a general partner may be exercised by the
 3030 legal representative of an individual who dissociated as a
 3031 general partner under s. 620.603(7)(b) or (c).

3032 620.1408 General standards of conduct for general
 3033 partner.--

3034 (1) The only fiduciary duties that a general partner has
 3035 to the limited partnership and the other partners are the duties
 3036 of loyalty and care under subsections (2) and (3).

3037 (2) A general partner's duty of loyalty to the limited
 3038 partnership and the other partners is limited to the following:

3039 (a) To account to the limited partnership and hold as
 3040 trustee for it any property, profit, or benefit derived by the
 3041 general partner in the conduct and winding up of the limited
 3042 partnership's activities or derived from a use by the general
 3043 partner of limited partnership property, including the
 3044 appropriation of a limited partnership opportunity.

3045 (b) To refrain from dealing with the limited partnership
 3046 in the conduct or winding up of the limited partnership's
 3047 activities as or on behalf of a party having an interest adverse
 3048 to the limited partnership.

3049 (c) To refrain from competing with the limited partnership
 3050 in the conduct of the limited partnership's activities.

3051 (3) A general partner's duty of care to the limited
 3052 partnership and the other partners in the conduct and winding up
 3053 of the limited partnership's activities is limited to refraining
 3054 from engaging in grossly negligent or reckless conduct,
 3055 intentional misconduct, or a knowing violation of law.

3056 (4) A general partner shall discharge the duties to the
 3057 partnership and the other partners under this act or under the
 3058 partnership agreement and exercise any rights consistently with
 3059 the obligation of good faith and fair dealing.

3060 (5) A general partner does not violate a duty or
 3061 obligation under this act or under the partnership agreement
 3062 merely because the general partner's conduct furthers the
 3063 general partner's own interest.

3064 620.1501 Form of contribution.--A contribution of a
 3065 partner may consist of tangible or intangible property or other
 3066 benefit to the limited partnership, including money, services

3067 performed, promissory notes, other agreements to contribute cash
 3068 or property, and contracts for services to be performed.

3069 620.1502 Liability for contribution.--

3070 (1) A partner's obligation to contribute money or other
 3071 property or other benefit to, or to perform services for, a
 3072 limited partnership shall be in a record signed by the partner,
 3073 and such obligation shall not be excused by the partner's death,
 3074 disability, or other inability to perform personally.

3075 (2) If a partner does not make a promised nonmonetary
 3076 contribution, the partner is obligated at the option of the
 3077 limited partnership to contribute money equal to that portion of
 3078 the value, as stated in the required information, of the stated
 3079 contribution which has not been made.

3080 (3) The obligation of a partner to make a contribution or
 3081 return money or other property paid or distributed in violation
 3082 of this act may be compromised only by consent of all partners.
 3083 A creditor of a limited partnership which extends credit or
 3084 otherwise acts in reliance on an obligation described in
 3085 subsection (1), without notice of any compromise under this
 3086 subsection, may enforce the original obligation.

3087 (4) A partnership agreement may provide that the interest
 3088 of any partner who fails to make any contribution that the
 3089 partner is obligated to make shall be subject to specified
 3090 penalties for, or specified consequences of, such failure. Such
 3091 penalty or consequence may take the form of reducing the
 3092 partner's proportionate interest in the limited partnership,
 3093 subordinating the partner's partnership interests to that of
 3094 nondefaulting partners, a forced sale, or the forfeiture of the

3095 partner's interest in the limited partnership, the lending by
 3096 other partners of the amount necessary to meet the partner's
 3097 commitment, a fixing of the value of the partner's interest in
 3098 the limited partnership by appraisal or by formula and
 3099 redemption or sale of such interest at such value, or other
 3100 penalty or consequence.

3101 620.1503 Sharing of profits, losses, and distributions.--

3102 (1) Profits and losses of a limited partnership shall be
 3103 allocated among the partners on the basis of the value, as
 3104 stated in the required records when the limited partnership
 3105 makes the allocations, of the contributions the limited
 3106 partnership has received from each partner.

3107 (2) Distributions by a limited partnership shall be shared
 3108 by the partners on the basis of the value, as stated in the
 3109 required records when the limited partnership decides to make
 3110 the distribution, of the contributions the limited partnership
 3111 has received from each partner.

3112 620.1504 Interim distributions.--A partner does not have a
 3113 right to any distribution before the dissolution and winding up
 3114 of the limited partnership unless the limited partnership
 3115 decides to make an interim distribution.

3116 620.1505 No distribution on account of dissociation.--A
 3117 person does not have a right to receive a distribution on
 3118 account of dissociation.

3119 620.1506 Distribution in kind.--A partner does not have a
 3120 right to demand or receive any distribution from a limited
 3121 partnership in any form other than cash. Subject to s. 620.1813,
 3122 a limited partnership may distribute an asset in kind to the

3123 extent each partner receives a percentage of the asset equal to
 3124 the partner's share of distributions.

3125 620.1507 Right to distribution.--When a partner or
 3126 transferee becomes entitled to receive a distribution, the
 3127 partner or transferee has the status of, and is entitled to all
 3128 remedies available to, a creditor of the limited partnership
 3129 with respect to the distribution. However, the limited
 3130 partnership's obligation to make a distribution is subject to
 3131 offset for any amount owed to the limited partnership by the
 3132 partner or dissociated partner on whose account the distribution
 3133 is made.

3134 620.1508 Limitations on distribution.--

3135 (1) A limited partnership may not make a distribution in
 3136 violation of the partnership agreement.

3137 (2) A limited partnership may not make a distribution if
 3138 after the distribution:

3139 (a) The limited partnership would not be able to pay its
 3140 debts as they become due in the ordinary course of the limited
 3141 partnership's activities; or

3142 (b) The limited partnership's total assets would be less
 3143 than the sum of its total liabilities plus the amount that would
 3144 be needed, if the limited partnership were to be dissolved,
 3145 wound up, and terminated at the time of the distribution, to
 3146 satisfy the preferential rights upon dissolution, winding up,
 3147 and termination of partners whose preferential rights are
 3148 superior to those of persons receiving the distribution.

3149 (3) A limited partnership may base a determination that a
 3150 distribution is not prohibited under subsection (2) on financial

3151 statements prepared on the basis of accounting practices and
 3152 principles that are reasonable in the circumstances or on a fair
 3153 valuation or other method that is reasonable in the
 3154 circumstances.

3155 (4) Except as otherwise provided in subsection (7), the
 3156 effect of a distribution under subsection (2) is measured:

3157 (a) In the case of distribution by purchase, redemption,
 3158 or other acquisition of a transferable interest in the limited
 3159 partnership, as of the date money or other property is
 3160 transferred or debt incurred by the limited partnership.

3161 (b) In all other cases, as of the date:

3162 1. The distribution is authorized, if the payment occurs
 3163 within 120 days after that date; or

3164 2. The payment is made, if payment occurs more than 120
 3165 days after the distribution is authorized.

3166 (5) A limited partnership's indebtedness to a partner
 3167 incurred by reason of a distribution made in accordance with
 3168 this section is at parity with the limited partnership's
 3169 indebtedness to its general, unsecured creditors.

3170 (6) A limited partnership's indebtedness, including
 3171 indebtedness issued in connection with or as part of a
 3172 distribution, is not considered a liability for purposes of
 3173 subsection (2) if the terms of the indebtedness provide that
 3174 payment of principal and interest are made only to the extent
 3175 that a distribution could then be made to partners under this
 3176 section.

3177 (7) If indebtedness is issued as a distribution, each
 3178 payment of principal or interest on the indebtedness is treated

3179 as a distribution, the effect of which is measured on the date
 3180 the payment is made.

3181 620.1509 Liability for improper distributions.--

3182 (1) A general partner that consents to a distribution made
 3183 in violation of s. 620.1508 is personally liable to the limited
 3184 partnership for the amount of the distribution which exceeds the
 3185 amount that could have been distributed without the violation if
 3186 it is established that in consenting to the distribution the
 3187 general partner failed to comply with s. 620.1408.

3188 (2) A partner or transferee that received a distribution
 3189 knowing that the distribution to that partner or transferee was
 3190 made in violation of s. 620.1508 is personally liable to the
 3191 limited partnership but only to the extent that the distribution
 3192 received by the partner or transferee exceeded the amount that
 3193 could have been properly paid under s. 620.1508.

3194 (3) A general partner against which an action is commenced
 3195 under subsection (1) may:

3196 (a) Implead in the action any other person that is liable
 3197 under subsection (1) and compel contribution from the person.

3198 (b) Implead in the action any person that received a
 3199 distribution in violation of subsection (2) and compel
 3200 contribution from the person in the amount the person received
 3201 in violation of subsection (2).

3202 (4) An action under this section is barred if it is not
 3203 commenced within 2 years after the distribution.

3204 620.1601 Dissociation as limited partner.--

3205 (1) A person does not have a right to dissociate as a
 3206 limited partner before the termination of the limited
 3207 partnership.

3208 (2) A person is dissociated from a limited partnership as
 3209 a limited partner upon the occurrence of any of the following
 3210 events:

3211 (a) The limited partnership's having notice of the
 3212 person's express will to withdraw as a limited partner or on a
 3213 later date specified by the person;

3214 (b) An event agreed to in the partnership agreement as
 3215 causing the person's dissociation as a limited partner;

3216 (c) The person's expulsion as a limited partner pursuant
 3217 to the partnership agreement;

3218 (d) The person's expulsion as a limited partner by the
 3219 unanimous consent of the other partners if:

3220 1. It is unlawful to carry on the limited partnership's
 3221 activities with the person as a limited partner;

3222 2. There has been a transfer of all of the person's
 3223 transferable interest in the limited partnership, other than a
 3224 transfer for security purposes, or a court order charging the
 3225 person's interest, which has not been foreclosed;

3226 3. The person is a corporation and, within 90 days after
 3227 the limited partnership notifies the person that the corporation
 3228 will be expelled as a limited partner because the corporation
 3229 has filed a certificate of dissolution or the equivalent, the
 3230 corporation's charter has been revoked, or its right to conduct
 3231 business has been suspended by the jurisdiction of its
 3232 incorporation, and there is no revocation of the certificate of

3233 dissolution or no reinstatement of its charter or its right to
 3234 conduct business; or

3235 4. The person is a limited liability company or
 3236 partnership that has been dissolved and whose business is being
 3237 wound up;

3238 (e) On application by the limited partnership, the
 3239 person's expulsion as a limited partner by judicial
 3240 determination because:

3241 1. The person engaged in wrongful conduct that adversely
 3242 and materially affected the limited partnership's activities;

3243 2. The person willfully or persistently committed a
 3244 material breach of the partnership agreement, any duty the
 3245 person may have under s. 620.1305(1), or the obligation of good
 3246 faith and fair dealing under s. 620.1305(2); or

3247 3. The person engaged in conduct relating to the limited
 3248 partnership's activities which makes it not reasonably
 3249 practicable to carry on the activities with the person as
 3250 limited partner;

3251 (f) In the case of a person who is an individual, the
 3252 person's death;

3253 (g) In the case of a person that is a trust or is acting
 3254 as a limited partner by virtue of being a trustee of a trust,
 3255 distribution of the trust's entire transferable interest in the
 3256 limited partnership, but not merely by reason of the
 3257 substitution of a successor trustee;

3258 (h) In the case of a person that is an estate or is acting
 3259 as a limited partner by virtue of being a personal
 3260 representative of an estate, distribution of the estate's entire

3261 transferable interest in the limited partnership, but not merely
 3262 by reason of the substitution of a successor personal
 3263 representative;

3264 (i) Termination of a limited partner that is not an
 3265 individual, partnership, limited liability company, corporation,
 3266 trust, or estate; or

3267 (j) The limited partnership's participation in a
 3268 conversion or merger under this act, if the limited partnership:

- 3269 1. Is not the converted or surviving entity; or
 3270 2. Is the converted or surviving entity but, as a result
 3271 of the conversion or merger, the person ceases to be a limited
 3272 partner.

3273 620.1602 Effect of dissociation as limited partner.--

3274 (1) Upon a person's dissociation as a limited partner:

3275 (a) Subject to s. 620.1704, the person does not have
 3276 further rights as a limited partner.

3277 (b) The person's obligation of good faith and fair dealing
 3278 as a limited partner under s. 620.1305(2) continues only as to
 3279 matters arising and events occurring before the dissociation and
 3280 such person's duties, if any, under s. 620.1305(1) terminate or
 3281 continue in the same manner as provided in s. 620.1605(1)(b) and
 3282 (c).

3283 (c) Subject to s. 620.1704 and ss. 620.2101-620.2125, any
 3284 transferable interest owned by the person in the person's
 3285 capacity as a limited partner immediately before dissociation is
 3286 owned by the person as a mere transferee.

3287 (2) A person's dissociation as a limited partner does not
 3288 of itself discharge the person from any obligation to the

3289 limited partnership or the other partners which the person
 3290 incurred while a limited partner.

3291 620.1603 Dissociation as general partner.--A person is
 3292 dissociated from a limited partnership as a general partner upon
 3293 the occurrence of any of the following events:

3294 (1) The limited partnership's having notice of the
 3295 person's express will to withdraw as a general partner or on a
 3296 later date specified by the person;

3297 (2) An event agreed to in the partnership agreement as
 3298 causing the person's dissociation as a general partner;

3299 (3) The person's expulsion as a general partner pursuant
 3300 to the partnership agreement;

3301 (4) The person's expulsion as a general partner by the
 3302 unanimous consent of the other partners if:

3303 (a) It is unlawful to carry on the limited partnership's
 3304 activities with the person as a general partner;

3305 (b) There has been a transfer of all or substantially all
 3306 of the person's transferable interest in the limited
 3307 partnership, other than a transfer for security purposes, or a
 3308 court order charging the person's interest, which has not been
 3309 foreclosed;

3310 (c) The person is a corporation and, within 90 days after
 3311 the limited partnership notifies the person that the corporation
 3312 will be expelled as a general partner because the corporation
 3313 has filed a certificate of dissolution or the equivalent, the
 3314 corporation's charter has been revoked, or its right to conduct
 3315 business has been suspended by the jurisdiction of its
 3316 incorporation, and there is no revocation of the certificate of

3317 dissolution or no reinstatement of its charter or its right to
 3318 conduct business; or

3319 (d) The person is a limited liability company or
 3320 partnership that has been dissolved and whose business is being
 3321 wound up;

3322 (5) On application by the limited partnership, the
 3323 person's expulsion as a general partner by judicial
 3324 determination because:

3325 (a) The person engaged in wrongful conduct that adversely
 3326 and materially affected the limited partnership activities;

3327 (b) The person willfully or persistently committed a
 3328 material breach of the partnership agreement or of a duty owed
 3329 to the partnership or the other partners under s. 620.1408; or

3330 (c) The person engaged in conduct relating to the limited
 3331 partnership's activities which makes it not reasonably
 3332 practicable to carry on the activities of the limited
 3333 partnership with the person as a general partner;

3334 (6) The person's:

3335 (a) Becoming a debtor in bankruptcy;

3336 (b) Execution of an assignment for the benefit of
 3337 creditors;

3338 (c) Seeking, consenting to, or acquiescing in the
 3339 appointment of a trustee, receiver, or liquidator of the person
 3340 or of all or substantially all of the person's property; or

3341 (d) Failure, within 90 days after the appointment, to have
 3342 vacated or stayed the appointment of a trustee, receiver, or
 3343 liquidator of the general partner or of all or substantially all
 3344 of the person's property obtained without the person's consent

3345 or acquiescence, or failing within 90 days after the expiration
 3346 of a stay to have the appointment vacated;
 3347 (7) In the case of a person who is an individual:
 3348 (a) The person's death;
 3349 (b) The appointment of a guardian or general conservator
 3350 for the person; or
 3351 (c) A judicial determination that the person has otherwise
 3352 become incapable of performing the person's duties as a general
 3353 partner under the partnership agreement;
 3354 (8) In the case of a person that is a trust or is acting
 3355 as a general partner by virtue of being a trustee of a trust,
 3356 distribution of the trust's entire transferable interest in the
 3357 limited partnership, but not merely by reason of the
 3358 substitution of a successor trustee;
 3359 (9) In the case of a person that is an estate or is acting
 3360 as a general partner by virtue of being a personal
 3361 representative of an estate, distribution of the estate's entire
 3362 transferable interest in the limited partnership, but not merely
 3363 by reason of the substitution of a successor personal
 3364 representative;
 3365 (10) Termination of a general partner that is not an
 3366 individual, partnership, limited liability company, corporation,
 3367 trust, or estate; or
 3368 (11) The limited partnership's participation in a
 3369 conversion or merger under this act, if the limited partnership:
 3370 (a) Is not the converted or surviving entity; or

3371 (b) Is the converted or surviving entity but, as a result
 3372 of the conversion or merger, the person ceases to be a general
 3373 partner.

3374 620.1604 Person's power to dissociate as general partner;
 3375 wrongful dissociation.--

3376 (1) A person has the power to dissociate as a general
 3377 partner at any time, rightfully or wrongfully, by express will
 3378 pursuant to s. 620.1603(1).

3379 (2) A person's dissociation as a general partner is
 3380 wrongful only if:

3381 (a) It is in breach of an express provision of the
 3382 partnership agreement; or

3383 (b) It occurs before the termination of the limited
 3384 partnership, and:

3385 1. The person withdraws as a general partner by express
 3386 will;

3387 2. The person is expelled as a general partner by judicial
 3388 determination under s. 620.1603(5);

3389 3. The person is dissociated as a general partner by
 3390 becoming a debtor in bankruptcy; or

3391 4. In the case of a person that is not an individual,
 3392 trust other than a business trust, or estate, the person is
 3393 expelled or otherwise dissociated as a general partner because
 3394 it willfully dissolved or terminated.

3395 (3) A person that wrongfully dissociates as a general
 3396 partner is liable to the limited partnership and, subject to s.
 3397 620.2001, to the other partners for damages caused by the
 3398 dissociation. The liability is in addition to any other

3399 obligation of the general partner to the limited partnership or
 3400 to the other partners.

3401 620.1605 Effect of dissociation as general partner.--
 3402 (1) Upon a person's dissociation as a general partner:
 3403 (a) The person's right to participate as a general partner
 3404 in the management and conduct of the partnership's activities
 3405 terminates.

3406 (b) The person's duty of loyalty as a general partner
 3407 under s. 620.1408(2)(c) terminates.

3408 (c) The person's duty of loyalty as a general partner
 3409 under s. 620.1408(2)(a) and (b) and duty of care under s.
 3410 620.1408(3) continue only with regard to matters arising and
 3411 events occurring before the person's dissociation as a general
 3412 partner.

3413 (2) The person may sign and deliver to the Department of
 3414 State for filing a statement of dissociation pertaining to the
 3415 person and, at the request of the limited partnership, shall
 3416 sign an amendment to the certificate of limited partnership
 3417 which states that the person has dissociated.

3418 (3) Subject to s. 620.1704 and ss. 620.2101-620.2125, any
 3419 transferable interest owned by the person immediately before
 3420 dissociation in the person's capacity as a general partner is
 3421 owned by the person as a mere transferee.

3422 (4) A person's dissociation as a general partner does not
 3423 of itself discharge the person from any obligation to the
 3424 limited partnership or the other partners which the person
 3425 incurred while a general partner.

3426 620.1606 Power to bind and liability to limited
 3427 partnership before dissolution of partnership of person
 3428 dissociated as general partner.--

3429 (1) After a person is dissociated as a general partner and
 3430 before the limited partnership is dissolved, converted under s.
 3431 620.2102, or merged out of existence under s. 620.2106, the
 3432 limited partnership is bound by an act of the person only if:

3433 (a) The act would have bound the limited partnership under
 3434 s. 620.1402 before the dissociation.

3435 (b) At the time the other party enters into the
 3436 transaction:

3437 1. Less than 2 years have passed since the dissociation.

3438 2. The other party does not have notice of the
 3439 dissociation and reasonably believes that the person is a
 3440 general partner.

3441 (2) If a limited partnership is bound under subsection
 3442 (1), the person dissociated as a general partner which caused
 3443 the limited partnership to be bound is liable:

3444 (a) To the limited partnership for any damage caused to
 3445 the limited partnership arising from the obligation incurred
 3446 under subsection (1).

3447 (b) If a general partner or another person dissociated as
 3448 a general partner is liable for the obligation, to the general
 3449 partner or other person for any damage caused to the general
 3450 partner or other person arising from the liability.

3451 620.1607 Liability to other persons of person dissociated
 3452 as general partner.--

3453 (1) A person's dissociation as a general partner does not
 3454 of itself discharge the person's liability as a general partner
 3455 for an obligation of the limited partnership incurred before
 3456 dissociation. Except as otherwise provided in subsections (2)
 3457 and (3), the person is not liable for a limited partnership's
 3458 obligation incurred after dissociation.

3459 (2) A person whose dissociation as a general partner
 3460 resulted in a dissolution and winding up of the limited
 3461 partnership's activities is liable to the same extent as a
 3462 general partner under s. 620.1404 on an obligation incurred by
 3463 the limited partnership under s. 620.1804.

3464 (3) A person that has dissociated as a general partner but
 3465 whose dissociation did not result in a dissolution and winding
 3466 up of the limited partnership's activities is liable on a
 3467 transaction entered into by the limited partnership after the
 3468 dissociation only if:

3469 (a) A general partner would be liable on the transaction.

3470 (b) At the time the other party enters into the
 3471 transaction:

3472 1. Less than 2 years have passed since the dissociation.

3473 2. The other party does not have notice of the
 3474 dissociation and reasonably believes that the person is a
 3475 general partner.

3476 (4) By agreement with a creditor of a limited partnership
 3477 and the limited partnership, a person dissociated as a general
 3478 partner may be released from liability for an obligation of the
 3479 limited partnership.

3480 (5) A person dissociated as a general partner is released
 3481 from liability for an obligation of the limited partnership if
 3482 the limited partnership's creditor, with notice of the person's
 3483 dissociation as a general partner but without the person's
 3484 consent, agrees to a material alteration in the nature or time
 3485 of payment of the obligation.

3486 620.1701 Partner's transferable interest; certificates.--

3487 (1) The only interest of a partner which is transferable
 3488 is the partner's transferable interest. A transferable interest
 3489 is personal property.

3490 (2) The partnership agreement may provide that a partner's
 3491 interest in a limited partnership may be evidenced by a
 3492 certificate issued by the limited partnership and may also
 3493 provide for the assignment or transfer of any interest in the
 3494 limited partnership represented by such a certificate and make
 3495 other provisions with respect to such certificates.

3496 620.1702 Transfer of partner's transferable interest.--

3497 (1) A transfer, in whole or in part, of a partner's
 3498 transferable interest:

3499 (a) Is permissible.

3500 (b) Does not by itself cause the partner's dissociation or
 3501 a dissolution and winding up of the limited partnership's
 3502 activities.

3503 (c) Does not, as against the other partners or the limited
 3504 partnership, entitle the transferee to participate in the
 3505 management or conduct of the limited partnership's activities,
 3506 to require access to any information to which a limited partner
 3507 would otherwise have access under s. 620.1304, except as

3508 otherwise provided in subsection (3), or to inspect or copy the
 3509 required information or the limited partnership's other records.

3510 (2) A transferee has a right to receive, in accordance
 3511 with the transfer:

3512 (a) Distributions to which the transferor would otherwise
 3513 be entitled.

3514 (b) Upon the dissolution and winding up of the limited
 3515 partnership's activities the net amount otherwise distributable
 3516 to the transferor.

3517 (3) In a dissolution and winding up, a transferee is
 3518 entitled to an account of the limited partnership's transactions
 3519 only from the date of dissolution.

3520 (4) Upon transfer, the transferor retains the rights of a
 3521 partner other than the interest in distributions transferred and
 3522 retains all duties and obligations of a partner.

3523 (5) A limited partnership need not give effect to a
 3524 transferee's rights under this section until the limited
 3525 partnership has notice of the transfer.

3526 (6) A transfer of a partner's transferable interest in the
 3527 limited partnership in violation of a restriction on transfer
 3528 contained in the partnership agreement is ineffective as to a
 3529 person having notice of the restriction at the time of transfer.

3530 (7) A transferee that becomes a partner with respect to a
 3531 transferable interest is liable for the transferor's obligations
 3532 under ss. 620.1502 and 620.1509. However, the transferee is not
 3533 obligated for liabilities unknown to the transferee at the time
 3534 the transferee became a partner.

3535 620.1703 Rights of creditor of partner or transferee.--

3536 (1) On application to a court of competent jurisdiction by
 3537 any judgment creditor of a partner or transferee, the court may
 3538 charge the partnership interest of the partner or transferable
 3539 interest of a transferee with payment of the unsatisfied amount
 3540 of the judgment with interest. To the extent so charged, the
 3541 judgment creditor has only the rights of a transferee of the
 3542 partnership interest.

3543 (2) This act shall not deprive any partner or transferee
 3544 of the benefit of an exemption law applicable to the partner's
 3545 partnership or transferee's transferable interest.

3546 (3) This section provides the exclusive remedy which a
 3547 judgment creditor of a partner or transferee may use to satisfy
 3548 a judgment out of the judgment debtor's interest in the limited
 3549 partnership or transferable interest. Other remedies, including
 3550 foreclosure on the partner's interest in the limited partnership
 3551 or a transferee's transferable interest and a court order for
 3552 directions, accounts, and inquiries that the debtor general or
 3553 limited partner might have made, are not available to the
 3554 judgment creditor attempting to satisfy the judgment out of the
 3555 judgment debtor's interest in the limited partnership and may
 3556 not be ordered by a court.

3557 620.1704 Power of estate of deceased partner.--If a
 3558 partner dies, the deceased partner's personal representative or
 3559 other legal representative may exercise the rights of a
 3560 transferee as provided in s. 620.1702 and, for the purposes of
 3561 settling the estate, may exercise the rights of a current
 3562 limited partner under s. 620.1304.

3563 620.1801 Nonjudicial dissolution.--

3564 (1) Except as otherwise provided in s. 620.1802, a limited
 3565 partnership is dissolved, and its activities must be wound up,
 3566 only upon the occurrence of any of the following:

3567 (a) The happening of an event specified in the partnership
 3568 agreement;

3569 (b) The consent of all general partners and of all limited
 3570 partners;

3571 (c) After the dissociation of a person as a general
 3572 partner:

3573 1. If the limited partnership has at least one remaining
 3574 general partner, the consent to dissolve the limited partnership
 3575 by all partners at the time the consent is to be effective; or

3576 2. If the limited partnership does not have a remaining
 3577 general partner, the passage of 90 days after the dissociation,
 3578 unless before the end of the period:

3579 a. Consent to continue the activities of the limited
 3580 partnership and admit at least one general partner is given by
 3581 all partners at the time the consent is to be effective;

3582 b. At least one person is admitted as a general partner in
 3583 accordance with the consent;

3584 (d) The passage of 90 days after the dissociation of the
 3585 limited partnership's last limited partner, unless before the
 3586 end of the period the limited partnership admits at least one
 3587 limited partner; or

3588 (e) The signing and filing of a declaration of dissolution
 3589 by the Department of State under s. 620.1809(3).

3590 (2) Upon the occurrence of an event specified in
 3591 paragraphs (1)(a)-(d), the limited partnership shall file a
 3592 certificate of dissolution as provided in s. 620.1203.

3593 620.1802 Judicial dissolution.--On application by a
 3594 partner, the circuit court may order dissolution of a limited
 3595 partnership if it is not reasonably practicable to carry on the
 3596 activities of the limited partnership in conformity with the
 3597 partnership agreement.

3598 620.1803 Winding up.--

3599 (1) A limited partnership continues after dissolution only
 3600 for the purpose of winding up its activities.

3601 (2) In winding up its activities, the limited partnership:

3602 (a) May preserve the limited partnership business or
 3603 property as a going concern for a reasonable time, prosecute and
 3604 defend actions and proceedings, whether civil, criminal, or
 3605 administrative, transfer the limited partnership's property,
 3606 settle disputes by mediation or arbitration, and perform other
 3607 necessary acts.

3608 (b) Shall discharge, make provision for, or otherwise
 3609 address the limited partnership's liabilities, settle and close
 3610 the limited partnership's activities, and marshal and distribute
 3611 the assets of the partnership.

3612 (c) May file a statement of termination as provided in s.
 3613 620.1203.

3614 (3) If a dissolved limited partnership does not have a
 3615 general partner, a person to wind up the dissolved limited
 3616 partnership's activities may be appointed by the consent of
 3617 limited partners owning a majority of the rights to receive

3618 distributions as limited partners at the time the consent is to
 3619 be effective. A person appointed under this subsection:
 3620 (a) Has the powers of a general partner under s. 620.1804.
 3621 (b) Shall promptly amend the certificate of limited
 3622 partnership to state:
 3623 1. That the limited partnership does not have a general
 3624 partner.
 3625 2. The name of the person that has been appointed to wind
 3626 up the limited partnership.
 3627 3. The street and mailing address of the person.
 3628 (4) On the application of any partner, the circuit court
 3629 may order judicial supervision of the winding up, including the
 3630 appointment of a person to wind up the dissolved limited
 3631 partnership's activities, if:
 3632 (a) A limited partnership does not have a general partner
 3633 and within a reasonable time following the dissolution no person
 3634 has been appointed pursuant to subsection (3); or
 3635 (b) The applicant establishes other good cause.
 3636 620.1804 Power of general partner and person dissociated
 3637 as general partner to bind partnership after dissolution.--
 3638 (1) A limited partnership is bound by a general partner's
 3639 act after dissolution which:
 3640 (a) Is appropriate for winding up the limited
 3641 partnership's activities; or
 3642 (b) Would have bound the limited partnership under s.
 3643 620.1402 before dissolution, if, at the time the other party
 3644 enters into the transaction, the other party does not have
 3645 notice of the dissolution.

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3646 (2) A person dissociated as a general partner binds a
 3647 limited partnership through an act occurring after dissolution
 3648 if:

3649 (a) At the time the other party enters into the
 3650 transaction:

3651 1. Less than 2 years have passed since the dissociation.

3652 2. The other party does not have notice of the
 3653 dissociation and reasonably believes that the person is a
 3654 general partner.

3655 (b) The act:

3656 1. Is appropriate for winding up the limited partnership's
 3657 activities; or

3658 2. Would have bound the limited partnership under s.
 3659 620.1402 before dissolution and at the time the other party
 3660 enters into the transaction the other party does not have notice
 3661 of the dissolution.

3662 620.1805 Liability after dissolution of general partner
 3663 and person dissociated as general partner to limited
 3664 partnership, other general partners, and persons dissociated as
 3665 general partner.--

3666 (1) If a general partner having knowledge of the
 3667 dissolution causes a limited partnership to incur an obligation
 3668 under s. 620.1804(1) by an act that is not appropriate for
 3669 winding up the partnership's activities, the general partner is
 3670 liable:

3671 (a) To the limited partnership for any damage caused to
 3672 the limited partnership arising from the obligation.

3673 (b) If another general partner or a person dissociated as
 3674 a general partner is liable for the obligation, to that other
 3675 general partner or person for any damage caused to that other
 3676 general partner or person arising from the liability.

3677 (2) If a person dissociated as a general partner causes a
 3678 limited partnership to incur an obligation under s. 620.1804(2),
 3679 the person is liable:

3680 (a) To the limited partnership for any damage caused to
 3681 the limited partnership arising from the obligation.

3682 (b) If a general partner or another person dissociated as
 3683 a general partner is liable for the obligation, to the general
 3684 partner or other person for any damage caused to the general
 3685 partner or other person arising from the liability.

3686 620.1806 Known claims against dissolved limited
 3687 partnership.--

3688 (1) A dissolved limited partnership or successor entity,
 3689 as defined in subsection (14), may dispose of the known claims
 3690 against it by following the procedure described in subsections
 3691 (2), (3), and (4).

3692 (2) A dissolved limited partnership or successor entity
 3693 shall deliver to each of its known claimants written notice of
 3694 the dissolution at any time after its effective date. The
 3695 written notice shall:

3696 (a) Provide a reasonable description of the claim that the
 3697 claimant may be entitled to assert.

3698 (b) State whether the claim is admitted or not admitted,
 3699 in whole or in part, and, if admitted:

3700 1. The amount that is admitted, which may be as of a given
 3701 date.

3702 2. Any interest obligation if fixed by an instrument of
 3703 indebtedness.

3704 (c) Provide a mailing address to which a claim may be
 3705 sent.

3706 (d) State the deadline, which may not be fewer than 120
 3707 days after the effective date of the written notice, by which
 3708 confirmation of the claim must be delivered to the dissolved
 3709 limited partnership or successor entity.

3710 (e) State that the dissolved limited partnership or
 3711 successor entity may make distributions thereafter to other
 3712 claimants and to the partners or transferees of the limited
 3713 partnership or persons interested as having been such without
 3714 further notice.

3715 (f) Unless the limited partnership has been throughout its
 3716 existence a limited liability limited partnership, state that
 3717 the barring of a claim against the limited partnership will also
 3718 bar any corresponding claim against any general partner or
 3719 person dissociated as a general partner which is based on s.
 3720 620.1404.

3721 (3) A dissolved limited partnership or successor entity
 3722 may reject, in whole or in part, any claim made by a claimant
 3723 pursuant to this subsection by mailing notice of such rejection
 3724 to the claimant within 90 days after receipt of such claim and,
 3725 in all events, at least 150 days before expiration of 3 years
 3726 following the effective date of dissolution. A notice sent by
 3727 the dissolved limited partnership or successor entity pursuant

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3728 to this subsection shall be accompanied by a copy of this
3729 section.

3730 (4) A dissolved limited partnership or successor entity
3731 electing to follow the procedures described in subsections (2)
3732 and (3) shall also give notice of the dissolution of the limited
3733 partnership to persons with known claims, that are contingent
3734 upon the occurrence or nonoccurrence of future events or
3735 otherwise conditional or unmatured, and request that such
3736 persons present such claims in accordance with the terms of such
3737 notice. Such notice shall be in substantially the form, and sent
3738 in the same manner, as described in subsection (2).

3739 (5) A dissolved limited partnership or successor entity
3740 shall offer any claimant whose known claim is contingent,
3741 conditional, or unmatured such security as the limited
3742 partnership or such entity determines is sufficient to provide
3743 compensation to the claimant if the claim matures. The dissolved
3744 limited partnership or successor entity shall deliver such offer
3745 to the claimant within 90 days after receipt of such claim and,
3746 in all events, at least 150 days before expiration of 3 years
3747 following the effective date of dissolution. If the claimant
3748 offered such security does not deliver in writing to the
3749 dissolved limited partnership or successor entity a notice
3750 rejecting the offer within 120 days after receipt of such offer
3751 for security, the claimant is deemed to have accepted such
3752 security as the sole source from which to satisfy his or her
3753 claim against the limited partnership.

3754 (6) A dissolved limited partnership or successor entity
3755 which has given notice in accordance with subsections (2) and

3756 (4), and is seeking the protection offered by subsections (9)
 3757 and (12), shall petition the circuit court in the county in
 3758 which the limited partnership's principal office is located or
 3759 was located at the effective date of dissolution to determine
 3760 the amount and form of security that will be sufficient to
 3761 provide compensation to any claimant who has rejected the offer
 3762 for security made pursuant to subsection (5).

3763 (7) A dissolved limited partnership or successor entity
 3764 which has given notice in accordance with subsection (2), and is
 3765 seeking the protection offered by subsections (9) and (12),
 3766 shall petition the circuit court in the county in which the
 3767 limited partnership's principal office is located or was located
 3768 at the effective date of dissolution to determine the amount and
 3769 form of security which will be sufficient to provide
 3770 compensation to claimants whose claims are known to the limited
 3771 partnership or successor entity but whose identities are
 3772 unknown. The court shall appoint a guardian ad litem to
 3773 represent all claimants whose identities are unknown in any
 3774 proceeding brought under this subsection. The reasonable fees
 3775 and expenses of such guardian, including all reasonable expert
 3776 witness fees, shall be paid by the petitioner in such
 3777 proceeding.

3778 (8) The giving of any notice or making of any offer
 3779 pursuant to the provisions of this section shall not revive any
 3780 claim then barred or constitute acknowledgment by the dissolved
 3781 limited partnership or successor entity that any person to whom
 3782 such notice is sent is a proper claimant and shall not operate

3783 as a waiver of any defense or counterclaim in respect of any
 3784 claim asserted by any person to whom such notice is sent.
 3785 (9) A dissolved limited partnership or successor entity
 3786 which has followed the procedures described in subsections (2)-
 3787 (7):
 3788 (a) Shall pay the claims admitted or made and not rejected
 3789 in accordance with subsection (3).
 3790 (b) Shall post the security offered and not rejected
 3791 pursuant to subsection (5).
 3792 (c) Shall post any security ordered by the circuit court
 3793 in any proceeding under subsections (6) and (7).
 3794 (d) Shall pay or make provision for all other known
 3795 obligations of the limited partnership or such successor entity.
 3796
 3797 If there are sufficient funds, such claims or obligations shall
 3798 be paid in full, and any such provision for payments shall be
 3799 made in full. If there are insufficient funds, such claims and
 3800 obligations shall be paid or provided for according to their
 3801 priority and, among claims of equal priority, ratably to the
 3802 extent of funds legally available therefor. Any remaining funds
 3803 shall be distributed to the partners and transferees of the
 3804 dissolved limited partnership; however, such distribution may
 3805 not be made before the expiration of 150 days after the date of
 3806 the last notice of any rejection given pursuant to subsection
 3807 (3). In the absence of actual fraud, the judgment of the general
 3808 partners of the dissolved limited partnership, or other person
 3809 or persons winding up the limited partnership under s. 620.1803,
 3810 or the governing persons of such successor entity, as to the

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3811 provisions made for the payment of all obligations under
3812 paragraph (9)(d), is conclusive.

3813 (10) A dissolved limited partnership or successor entity
3814 which has not followed the procedures described in subsections
3815 (2) and (3) shall pay or make reasonable provision to pay all
3816 known claims and obligations, including all contingent,
3817 conditional, or unmatured claims known to the dissolved limited
3818 partnership or such successor entity and all claims which are
3819 known to the dissolved limited partnership or such successor
3820 entity but for which the identity of the claimant is unknown. If
3821 there are sufficient funds, such claims shall be paid in full,
3822 and any such provision made for payment shall be made in full.
3823 If there are insufficient funds, such claims and obligations
3824 shall be paid or provided for according to their priority and,
3825 among claims of equal priority, ratably to the extent of funds
3826 legally available therefor. Any remaining funds shall be
3827 distributed to the partners and transferees of the dissolved
3828 limited partnership.

3829 (11) Except for any general partner otherwise liable under
3830 s. 620.1404, s. 620.1405, or s. 620.1607, a partner or
3831 transferee of a dissolved limited partnership the assets of
3832 which were distributed pursuant to subsection (9) or subsection
3833 (10) is not liable for any claim against the limited partnership
3834 in an amount in excess of such partner's or transferee's pro
3835 rata share of the claim or the amount distributed to the partner
3836 or transferee, whichever is less.

3837 (12) A partner, whether or not a general partner, or
3838 transferee of a dissolved limited partnership, the assets of

3839 which were distributed pursuant to subsection (9), is not liable
 3840 for any claim against the limited partnership which claim is
 3841 known to the limited partnership or successor entity and on
 3842 which a proceeding is not begun prior to the expiration of 3
 3843 years following the effective date of dissolution.

3844 (13) Except for any general partner otherwise liable under
 3845 s. 620.1404, s. 620.1405, or s. 620.1607 and not entitled to the
 3846 relief provided under subsection (12), the aggregate liability
 3847 of any person for claims against the dissolved limited
 3848 partnership arising under this section or s. 620.1807 may not
 3849 exceed the amount distributed to the person in dissolution.

3850 (14) As used in this section or s. 620.1807, the term
 3851 "successor entity" includes any trust, receivership, or other
 3852 legal entity governed by the laws of this state to which the
 3853 remaining assets and liabilities of a dissolved limited
 3854 partnership are transferred and which exists solely for the
 3855 purposes of prosecuting and defending suits by or against the
 3856 dissolved limited partnership, enabling the dissolved limited
 3857 partnership to settle and close the business of the dissolved
 3858 limited partnership, to dispose of and convey the property of
 3859 the dissolved limited partnership, to discharge the liabilities
 3860 of the dissolved limited partnership, and to distribute to the
 3861 dissolved limited partnership's partners any remaining assets,
 3862 but not for the purpose of continuing the business for which the
 3863 dissolved limited partnership was organized.

3864 620.1807 Unknown claims against dissolved limited
 3865 partnership.--

3866 (1) In addition to filing the certificate of dissolution
 3867 under s. 620.1801(2), a dissolved limited partnership or
 3868 successor entity, as defined in s. 620.1806(14), may also file
 3869 with the Department of State on the form prescribed by the
 3870 department a request that persons with claims against the
 3871 limited partnership which are not known to the limited
 3872 partnership or successor entity present them in accordance with
 3873 the notice.

3874 (2) The notice must:

3875 (a) Describe the information that must be included in a
 3876 claim and provide a mailing address to which the claim may be
 3877 sent.

3878 (b) State that a claim against the limited partnership
 3879 will be barred unless a proceeding to enforce the claim is
 3880 commenced within 4 years after the filing of the notice.

3881 (3) If the dissolved limited partnership or successor
 3882 entity files the notice in accordance with subsections (1) and
 3883 (2), the claim of each of the following claimants is barred
 3884 unless the claimant commences a proceeding to enforce the claim
 3885 against the dissolved limited partnership within 4 years after
 3886 the filing date:

3887 (a) A claimant who did not receive written notice under s.
 3888 620.1806(9) or whose claim was not provided for under s.
 3889 620.1806(10), whether such claim is based on an event occurring
 3890 before or after the effective date of dissolution.

3891 (b) A claimant whose claim was timely sent to the
 3892 dissolved limited partnership but not acted on.

3893 (4) A claim may be enforced under this section:

3894 (a) Against the dissolved limited partnership, to the
 3895 extent of its undistributed assets; or

3896 (b) If the assets have been distributed in liquidation,
 3897 against a partner or transferee of the dissolved limited
 3898 partnership to the extent of such partner's or transferee's pro
 3899 rata share of the claim or the limited partnership assets
 3900 distributed to such partner or transferee in liquidation,
 3901 whichever is less, provided the aggregate liability of any
 3902 person for all claims against the dissolved limited partnership
 3903 arising under this section or s. 620.1806, or, with respect to a
 3904 limited partner, otherwise, may not exceed the amount
 3905 distributed to the person in liquidation; or

3906 (c) Against any person liable on the claim under s.
 3907 620.1404.

3908 620.1808 Liability of general partner and person
 3909 dissociated as general partner when claim against limited
 3910 partnership barred.--If a claim is barred under s. 620.1806 or
 3911 s. 620.1807, any corresponding claim under s. 620.1404, s.
 3912 620.1405, or s. 620.1607 is also barred.

3913 620.1809 Administrative dissolution.--

3914 (1) The Department of State may dissolve a limited
 3915 partnership administratively if the limited partnership does
 3916 not, within 60 days after the due date:

3917 (a) Pay any fee or penalty due to the Department of State
 3918 under this act or other law;

3919 (b) Deliver its annual report to the Department of State;

3920 (c) Appoint and maintain a registered agent as required by
 3921 s. 620.1114; or

3922 (d) Deliver for filing a statement of a change under s.
 3923 620.1115 within 30 days after a change has occurred in the name
 3924 of the registered agent or the registered office address.

3925 (2) If the Department of State determines that a ground
 3926 exists for administratively dissolving a limited partnership,
 3927 the Department of State shall file a record of the determination
 3928 and send a copy to the limited partnership.

3929 (3) If within 60 days after sending the copy the limited
 3930 partnership does not correct each ground for dissolution or
 3931 demonstrate to the reasonable satisfaction of the Department of
 3932 State that each ground determined by the Department of State
 3933 does not exist, the Department of State shall administratively
 3934 dissolve the limited partnership by preparing, signing, and
 3935 filing a declaration of dissolution that states the grounds for
 3936 dissolution. The Department of State shall send the limited
 3937 partnership a copy of the filed declaration.

3938 (4) A limited partnership administratively dissolved
 3939 continues its existence but may carry on only activities
 3940 necessary to wind up its activities and liquidate its assets
 3941 under ss. 620.1803 and 620.1812 and to notify claimants under
 3942 ss. 620.1806 and 620.1807.

3943 (5) The administrative dissolution of a limited
 3944 partnership does not terminate the authority of its agent for
 3945 service of process.

3946 (6) A partner of a limited partnership is not liable for
 3947 the obligations of the limited partnership solely by reason of
 3948 the foreign limited partnership's having been administratively
 3949 dissolved pursuant to this section.

3950 620.1810 Reinstatement following administrative
 3951 dissolution.--

3952 (1) A limited partnership that has been administratively
 3953 dissolved under s. 620.1809 may apply to the Department of State
 3954 for reinstatement at any time after the effective date of
 3955 dissolution. The limited partnership must submit a form of
 3956 reinstatement prescribed and furnished by the Department of
 3957 State together with all fees then owed by the limited
 3958 partnership, computed at a rate provided by law at the time the
 3959 limited partnership applies for reinstatement.

3960 (2) As an alternative to submitting the form of
 3961 reinstatement referred to in subsection (1), the limited
 3962 partnership may submit a current annual report, signed by its
 3963 registered agent and a general partner, which contains the same
 3964 information described in subsection (1).

3965 (3) If the Department of State determines that the
 3966 application for reinstatement, or current annual report
 3967 described in subsection (2), contains the information required
 3968 by subsection (1) and that the information is correct, the
 3969 Department of State shall reinstate the limited partnership.

3970 (4) When the reinstatement becomes effective, the
 3971 reinstatement relates back to and takes effect as of the
 3972 effective date of the administrative dissolution, and the
 3973 limited partnership may resume its activities as if the
 3974 administrative dissolution had never occurred.

3975 620.1811 Appeal from denial of reinstatement.--

3976 (1) If the Department of State denies a limited
 3977 partnership's request for reinstatement following administrative

3978 dissolution, the Department of State shall prepare, sign, and
 3979 file a notice that explains the reason or reasons for denial and
 3980 serve the limited partnership with a copy of the notice.

3981 (2) Within 30 days after service of the notice of denial,
 3982 the limited partnership may appeal from the denial of
 3983 reinstatement by petitioning the circuit court to set aside the
 3984 dissolution. The petition must be served on the Department of
 3985 State and contain a copy of the Department of State's
 3986 declaration of dissolution, the limited partnership's
 3987 application for reinstatement, and the Department of State's
 3988 notice of denial.

3989 (3) The court may summarily order the Department of State
 3990 to reinstate the dissolved limited partnership or may take other
 3991 action the court considers appropriate.

3992 620.1812 Revocation of dissolution.--

3993 (1) A limited partnership that has dissolved as the result
 3994 of an event described in ss. 620.1801(1)(a)-(d) and filed a
 3995 certificate of dissolution with the Department of State may
 3996 revoke its dissolution at any time prior to the expiration of
 3997 120 days following the effective date of its certificate of
 3998 dissolution.

3999 (2) Revocation of dissolution shall be authorized in the
 4000 same manner as the dissolution was authorized.

4001 (3) After revocation of dissolution is authorized, the
 4002 limited partnership shall deliver a certificate of revocation of
 4003 dissolution to the Department of State for filing, together with
 4004 a copy of its certificate of dissolution, that sets forth:

4005 (a) The name of the limited partnership.

4006 (b) The effective date of the dissolution that was
4007 revoked.

4008 (c) The date that the revocation of dissolution was
4009 authorized.

4010 (4) If there has been substantial compliance with
4011 subsection (3), subject to s. 620.1206(3) the revocation of
4012 dissolution is effective when the Department of State files the
4013 certificate of revocation of dissolution.

4014 (5) When the revocation of dissolution is effective, the
4015 revocation of dissolution relates back to and takes effect as of
4016 the effective date of the dissolution, and the limited
4017 partnership resumes carrying on its business as if dissolution
4018 had never occurred.

4019 620.1813 Disposition of assets; when contributions
4020 required.--

4021 (1) In winding up a limited partnership's activities, the
4022 assets of the limited partnership, including the contributions
4023 required by this section, must be applied to satisfy the limited
4024 partnership's obligations to creditors, including, to the extent
4025 permitted by law, partners that are creditors.

4026 (2) Any surplus remaining after the limited partnership
4027 complies with subsection (1) must be paid in cash as a
4028 distribution.

4029 (3) If a limited partnership's assets are insufficient to
4030 satisfy all of its obligations under subsection (1), with
4031 respect to each unsatisfied obligation incurred when the limited
4032 partnership was not a limited liability limited partnership,
4033 subject to s. 620.1808 the following rules apply:

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4034 (a) Each person that was a general partner when the
4035 obligation was incurred and that has not been released from the
4036 obligation under s. 620.1607 shall contribute to the limited
4037 partnership for the purpose of enabling the limited partnership
4038 to satisfy the obligation. The contribution due from each of
4039 those persons is in proportion to the right to receive
4040 distributions in the capacity of general partner in effect for
4041 each of those persons when the obligation was incurred.

4042 (b) If a person does not contribute the full amount
4043 required under paragraph (a) with respect to an unsatisfied
4044 obligation of the limited partnership, the other persons
4045 required to contribute by paragraph (a) on account of the
4046 obligation shall contribute the additional amount necessary to
4047 discharge the obligation. The additional contribution due from
4048 each of those other persons is in proportion to the right to
4049 receive distributions in the capacity of general partner in
4050 effect for each of those other persons when the obligation was
4051 incurred.

4052 (c) If a person does not make the additional contribution
4053 required by paragraph (b), further additional contributions are
4054 determined and due in the same manner as provided in that
4055 paragraph.

4056 (4) A person that makes an additional contribution under
4057 paragraph (3)(b) or paragraph (3)(c) may recover from any person
4058 whose failure to contribute under paragraph (3)(a) or paragraph
4059 (3)(b) necessitated the additional contribution. A person may
4060 not recover under this subsection more than the amount
4061 additionally contributed. A person's liability under this

4062 subsection may not exceed the amount the person failed to
 4063 contribute.

4064 (5) The estate of a deceased individual is liable for the
 4065 person's obligations under this section.

4066 (6) An assignee for the benefit of creditors of a limited
 4067 partnership or a partner, or a person appointed by a court to
 4068 represent creditors of a limited partnership or a partner, may
 4069 enforce a person's obligation to contribute under subsection
 4070 (3).

4071 620.1901 Governing law regarding foreign limited
 4072 partnerships.--

4073 (1) The laws of the state or other jurisdiction under
 4074 which a foreign limited partnership is organized govern
 4075 relations among the partners of the foreign limited partnership
 4076 and between the partners and the foreign limited partnership and
 4077 the liability of partners as partners for an obligation of the
 4078 foreign limited partnership.

4079 (2) A foreign limited partnership may not be denied a
 4080 certificate of authority by reason of any difference between the
 4081 laws of the jurisdiction under which the foreign limited
 4082 partnership is organized and the laws of this state.

4083 (3) A certificate of authority does not authorize a
 4084 foreign limited partnership to engage in any business or
 4085 exercise any power that a limited partnership may not engage in
 4086 or exercise in this state.

4087 620.1902 Application for certificate of authority.--

4088 (1) A foreign limited partnership shall apply for a
 4089 certificate of authority to transact business in this state by

4090 delivering a signed application to the Department of State for
 4091 filing. The application must state:

4092 (a) The name of the foreign limited partnership and, if
 4093 the name does not comply with s. 620.1108, an alternate name
 4094 adopted pursuant to s. 620.1905(1).

4095 (b) The state or other jurisdiction under whose law the
 4096 foreign limited partnership is organized and the date of its
 4097 formation.

4098 (c) The principal office and mailing address of the
 4099 foreign limited partnership.

4100 (d) The name, street address in this state, and written
 4101 acceptance of the foreign limited partnership's initial
 4102 registered agent in this state.

4103 (e) The name and principal office and mailing address of
 4104 each of the foreign limited partnership's general partners. Each
 4105 general partner that is not an individual must be organized or
 4106 otherwise registered with the Department of State as required by
 4107 law, must maintain an active status, and may not be dissolved,
 4108 revoked, or withdrawn.

4109 (f) Whether the foreign limited partnership is a foreign
 4110 limited liability limited partnership.

4111 (2) A foreign limited partnership shall deliver with the
 4112 completed application a certificate of existence or a record of
 4113 similar import signed by the Department of State or other
 4114 official having custody of the foreign limited partnership's
 4115 publicly filed records in the state or other jurisdiction under
 4116 whose law the foreign limited partnership is organized, dated

4117 not more than 90 days prior to the delivery of the application
 4118 to the Secretary of State.

4119 620.1903 Activities not constituting transacting
 4120 business.--

4121 (1) Activities of a foreign limited partnership which do
 4122 not constitute transacting business in this state within the
 4123 meaning of s. 620.1902 include:

4124 (a) Maintaining, defending, and settling an action or
 4125 proceeding.

4126 (b) Holding meetings of its partners or carrying on any
 4127 other activity concerning its internal affairs.

4128 (c) Maintaining accounts in financial institutions.

4129 (d) Maintaining offices or agencies for the transfer,
 4130 exchange, and registration of the foreign limited partnership's
 4131 own securities or maintaining trustees or depositories with
 4132 respect to those securities.

4133 (e) Selling through independent contractors.

4134 (f) Soliciting or obtaining orders, whether by mail or
 4135 electronic means or through employees, agents, or otherwise, if
 4136 the orders require acceptance outside this state before they
 4137 become contracts.

4138 (g) Creating or acquiring indebtedness, mortgages, or
 4139 security interests in real or personal property.

4140 (h) Securing or collecting debts or enforcing mortgages or
 4141 other security interests in property securing the debts, and
 4142 holding, protecting, and maintaining property so acquired.

4143 (i) Conducting an isolated transaction that is completed
 4144 within 30 days and is not one in the course of similar
 4145 transactions of a like manner.

4146 (j) Transacting business in interstate commerce.

4147 (k) Owning and controlling a subsidiary corporation
 4148 incorporated in or transacting business within this state or
 4149 voting the stock of any corporation which it has lawfully
 4150 acquired.

4151 (l) Owning a limited partnership interest in a limited
 4152 partnership that is doing business within this state, unless
 4153 such limited partner manages or controls the partnership or
 4154 exercises the powers and duties of a general partner.

4155 (m) Owning, without more, real or personal property.

4156 (2) The list of activities in subsection (1) is not
 4157 exhaustive.

4158 (3) For purposes of s. 620.1902, the ownership in this
 4159 state of income-producing real property or tangible personal
 4160 property, other than property excluded under subsection (1),
 4161 constitutes transacting business in this state.

4162 (4) This section does not apply in determining the
 4163 contacts or activities that may subject a foreign limited
 4164 partnership to service of process, taxation, or regulation under
 4165 any other law of this state.

4166 620.1904 Filing of certificate of authority.--Unless the
 4167 Department of State determines that an application for a
 4168 certificate of authority does not comply with the filing
 4169 requirements of this act, the Department of State, upon payment

4170 of all filing fees, shall authorize the foreign limited
 4171 partnership to transact business in this state.

4172 620.1905 Noncomplying name of foreign limited
 4173 partnership.--

4174 (1) A foreign limited partnership whose name does not
 4175 comply with s. 620.1108 may not obtain a certificate of
 4176 authority until it adopts, for the purpose of transacting
 4177 business in this state, an alternate name that complies with s.
 4178 620.1108. A foreign limited partnership that adopts an alternate
 4179 name under this subsection and then obtains a certificate of
 4180 authority with the name need not comply with s. 865.09. After
 4181 obtaining a certificate of authority with an alternate name, a
 4182 foreign limited partnership shall transact business in this
 4183 state under the name unless the foreign limited partnership is
 4184 authorized under s. 865.09 to transact business in this state
 4185 under another name.

4186 (2) If a foreign limited partnership authorized to
 4187 transact business in this state changes its name to one that
 4188 does not comply with s. 620.1108, it may not thereafter transact
 4189 business in this state until it complies with subsection (1) and
 4190 obtains an amended certificate of authority.

4191 620.1906 Revocation of certificate of authority.--

4192 (1) A certificate of authority of a foreign limited
 4193 partnership to transact business in this state may be revoked by
 4194 the Department of State in the manner provided in subsections
 4195 (2) and (3) if the foreign limited partnership does not:

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4196 (a) Pay, within 60 days after the due date, any fee or
 4197 penalty due to the Department of State under this act or other
 4198 law;

4199 (b) Deliver, within 60 days after the due date, its annual
 4200 report required under s. 620.1210;

4201 (c) Appoint and maintain an agent for service of process
 4202 as required by s. 620.1114(2); or

4203 (d) Deliver for filing a statement of a change under s.
 4204 620.1115 within 30 days after a change has occurred in the name
 4205 or address of the agent.

4206 (2) In order to revoke a certificate of authority, the
 4207 Department of State must prepare, sign, and file a notice of
 4208 revocation and send a copy to the foreign limited partnership.
 4209 The notice must state:

4210 (a) The effective date of the revocation, which must be
 4211 at least 60 days after the date the Department of State sends
 4212 the copy.

4213 (b) The foreign limited partnership's failures to comply
 4214 with subsection (1) which are the reason for the revocation.

4215 (3) The authority of the foreign limited partnership to
 4216 transact business in this state ceases on the effective date of
 4217 the notice of revocation unless before that date the foreign
 4218 limited partnership cures each failure to comply with subsection
 4219 (1) stated in the notice. If the foreign limited partnership
 4220 cures the failures, the Department of State shall so indicate on
 4221 the filed notice.

4222 620.1907 Cancellation of certificate of authority; effect
 4223 of failure to have certificate.--

4224 (1) In order to cancel its certificate of authority to
 4225 transact business in this state, a foreign limited partnership
 4226 must deliver to the Department of State for filing a notice of
 4227 cancellation. The certificate is canceled when the notice
 4228 becomes effective under s. 620.1206. The notice of cancellation
 4229 shall be signed by at least one general partner and set forth
 4230 the following:

4231 (a) The name of the foreign limited partnership as it
 4232 appears on the records of the Department of State.

4233 (b) The jurisdiction of its formation.

4234 (c) The date the foreign limited partnership was
 4235 authorized to transact business in this state.

4236 (d) A statement that the foreign limited partnership is
 4237 canceling its certificate of authority in this state.

4238 (2) A foreign limited partnership transacting business in
 4239 this state may not maintain an action or proceeding in this
 4240 state until the foreign limited partnership has a certificate of
 4241 authority to transact business in this state.

4242 (3) The failure of a foreign limited partnership to have a
 4243 certificate of authority to transact business in this state does
 4244 not impair the validity of a contract or act of the foreign
 4245 limited partnership or prevent the foreign limited partnership
 4246 from defending an action or proceeding in this state.

4247 (4) A partner of a foreign limited partnership is not
 4248 liable for the obligations of the foreign limited partnership
 4249 solely by reason of the foreign limited partnership's having
 4250 transacted business in this state without a certificate of
 4251 authority.

4252 (5) If a foreign limited partnership transacts business in
 4253 this state without a certificate of authority or cancels its
 4254 certificate of authority, the foreign limited partnership shall
 4255 appoint the Department of State as its agent for service of
 4256 process for rights of action arising out of the transaction of
 4257 business in this state.

4258 620.1908 Action by Attorney General.--The Attorney General
 4259 may maintain an action to restrain a foreign limited partnership
 4260 from transacting business in this state in violation of this
 4261 act.

4262 620.1909 Reinstatement following administrative
 4263 revocation.--

4264 (1) A foreign limited partnership whose certificate of
 4265 authority was administratively revoked under s. 620.1906 may
 4266 apply to the Department of State for reinstatement at any time
 4267 after the effective date of revocation of the certificate of
 4268 authority. The foreign limited partnership must submit a form of
 4269 reinstatement prescribed and furnished by the Department of
 4270 State together with all fees then owed by the foreign limited
 4271 partnership, computed at a rate provided by law at the time the
 4272 foreign limited partnership applies for reinstatement.

4273 (2) As an alternative to submitting the form of
 4274 reinstatement referred to in subsection (1), the foreign limited
 4275 partnership may submit a current annual report, signed by its
 4276 registered agent and a general partner, which contains the same
 4277 information described in subsection (1).

4278 (3) If the Department of State determines that the
 4279 application for reinstatement or the current annual report

4280 described in subsection (2) contains the information required by
 4281 subsection (1) and that the information is correct, it shall
 4282 reinstate the foreign limited partnership's certificate of
 4283 authority.

4284 (4) When the reinstatement becomes effective, the
 4285 reinstatement relates back to and takes effect as of the
 4286 effective date of the administrative revocation, and the foreign
 4287 limited partnership may resume its activities as if the
 4288 administrative revocation had never occurred.

4289 620.1910 Amending certificate of authority.--

4290 (1) A foreign limited partnership authorized to transact
 4291 business in this state shall make application to the Department
 4292 of State to obtain an amended certificate of authority to:

4293 (a) Change its name on the records of the Department of
 4294 State;

4295 (b) Amend its jurisdiction;

4296 (c) Change its general partners;

4297 (d) Add or delete its status as a limited liability
 4298 limited partnership; or

4299 (e) Amend any false statement contained in its application
 4300 for certificate of authority.

4301 (2) Such application shall be made within 30 days after
 4302 the occurrence of any change mentioned in subsection (1), must
 4303 be signed by at least one general partner, and shall set forth:

4304 (a) The name of the foreign limited partnership as it
 4305 appears on the records of the Department of State.

4306 (b) The jurisdiction of its formation.

4307 (c) The date the foreign limited partnership was
 4308 authorized to transact business in this state.

4309 (d) If the name of the foreign limited partnership has
 4310 been changed, the name relinquished and its new name.

4311 (e) If the amendment changes the jurisdiction of the
 4312 foreign limited partnership, a statement of such change.

4313 (f) If the amendment changes the general partners, the
 4314 name and address of each new general partner. Each general
 4315 partner that is not an individual must be registered with the
 4316 Department of State as required by law, must maintain an active
 4317 status, and must not be dissolved, revoked, or withdrawn.

4318 (g) If the foreign limited partnership corrects a false
 4319 statement, the statement it is correcting and a statement
 4320 containing the corrected information.

4321 (3) The requirements of s. 620.1902(2) for obtaining an
 4322 original certificate of authority apply to obtaining an amended
 4323 certificate under this section.

4324 620.2001 Direct action by partner.--

4325 (1) Subject to subsection (2), a partner may maintain a
 4326 direct action against the limited partnership or another partner
 4327 for legal or equitable relief, with or without an accounting as
 4328 to the partnership's activities, to enforce the rights and
 4329 otherwise protect the interests of the partner, including rights
 4330 and interests under the partnership agreement or this act or
 4331 arising independently of the partnership relationship.

4332 (2) A partner commencing a direct action under this
 4333 section is required to plead and prove an actual or threatened

4334 injury that is not solely the result of an injury suffered or
 4335 threatened to be suffered by the limited partnership.

4336 (3) The accrual of, and any time limitation on, a right of
 4337 action for a remedy under this section is governed by other law.
 4338 A right to an accounting upon a dissolution and winding up does
 4339 not revive a claim barred by law.

4340 620.2002 Derivative action.--A partner may maintain a
 4341 derivative action to enforce a right of a limited partnership
 4342 if:

4343 (1) The partner first makes a demand on the general
 4344 partners requesting that they cause the limited partnership to
 4345 bring an action to enforce the right and the general partners do
 4346 not bring the action within a reasonable time; or

4347 (2) A demand would be futile.

4348 620.2003 Proper plaintiff.--A derivative action may be
 4349 maintained only by a person that is a partner at the time the
 4350 action is commenced and:

4351 (1) Was a partner when the conduct giving rise to the
 4352 action occurred; or

4353 (2) Whose status as a partner devolved upon the person by
 4354 operation of law or pursuant to the terms of the partnership
 4355 agreement from a person that was a partner at the time of the
 4356 conduct.

4357 620.2004 Pleading.--In a derivative action, the complaint
 4358 must state with particularity:

4359 (1) The date and content of plaintiff's demand and the
 4360 general partners' response to the demand; or

4361 (2) Why demand should be excused as futile.

4362 620.2005 Proceeds and expenses.--
 4363 (1) Except as otherwise provided in subsection (2):
 4364 (a) Any proceeds or other benefits of a derivative action,
 4365 whether by judgment, compromise, or settlement, belong to the
 4366 limited partnership and not to the derivative plaintiff.
 4367 (b) If the derivative plaintiff receives any proceeds, the
 4368 derivative plaintiff shall immediately remit such proceeds to
 4369 the limited partnership.
 4370 (2) If a derivative action is successful in whole or in
 4371 part, the court may award the plaintiff reasonable expenses,
 4372 including reasonable attorney's fees, from the limited
 4373 partnership.
 4374 620.2101 Definitions.--As used in this section and ss.
 4375 620.2102-620.2124:
 4376 (1) "Constituent limited partnership" means a constituent
 4377 organization that is a limited partnership.
 4378 (2) "Constituent organization" means an organization that
 4379 is party to a merger.
 4380 (3) "Converted organization" means the organization into
 4381 which a converting organization converts pursuant to ss.
 4382 620.2102-620.2105.
 4383 (4) "Converting limited partnership" means a converting
 4384 organization that is a limited partnership.
 4385 (5) "Converting organization" means an organization that
 4386 converts into another organization pursuant to s. 620.2102.
 4387 (6) "General partner" means a general partner of a limited
 4388 partnership.

4389 (7) "Governing law" of an organization means the law that
 4390 governs the organization's internal affairs.

4391 (8) "Organization" means a corporation; general
 4392 partnership, including a limited liability partnership; limited
 4393 partnership, including a limited liability limited partnership;
 4394 limited liability company; common law or business trust or
 4395 association; real estate investment trust; or any other person
 4396 organized under a governing statute or other applicable law,
 4397 provided such term does not include an organization that is not
 4398 organized for profit unless the not-for-profit organization is
 4399 the converted organization or the surviving organization in a
 4400 conversion or a merger governed by this act. The term includes
 4401 domestic and foreign organizations.

4402 (9) "Organizational documents" means:

4403 (a) For a domestic or foreign general partnership, its
 4404 partnership agreement.

4405 (b) For a limited partnership or foreign limited
 4406 partnership, its certificate of limited partnership and
 4407 partnership agreement.

4408 (c) For a domestic or foreign limited liability company,
 4409 its articles of organization and operating agreement, or
 4410 comparable records as provided in its governing law.

4411 (d) For a business trust, its agreement of trust and
 4412 declaration of trust.

4413 (e) For a domestic or foreign corporation for profit, its
 4414 articles of incorporation, bylaws, and other agreements among
 4415 its shareholders which are authorized by its governing law, or
 4416 comparable records as provided in its governing law.

4417 (f) For any other organization, the basic records that
4418 create the organization and determine its internal governance
4419 and the relations among the persons that own such organization,
4420 have an interest in the organization, or are members of the
4421 organization.

4422 (10) "Personal liability" means personal liability for a
4423 debt, liability, or other obligation of an organization which is
4424 imposed on a person that coowns, has an interest in, or is a
4425 member of the organization:

4426 (a) By the organization's governing law solely by reason
4427 of the person's coowning, having an interest in, or being a
4428 member of the organization; or

4429 (b) By the organization's organizational documents under a
4430 provision of the organization's governing law authorizing those
4431 documents to make one or more specified persons liable for all
4432 or specified debts, liabilities, and other obligations of the
4433 organization solely by reason of the person or persons'
4434 coowning, having an interest in, or being a member of the
4435 organization.

4436 (11) "Surviving organization" means an organization into
4437 which one or more other organizations are merged. A surviving
4438 organization may preexist the merger or be created by the
4439 merger.

4440 620.2102 Conversion.--

4441 (1) An organization other than a limited partnership may
4442 convert to a limited partnership, and a limited partnership may
4443 convert to another organization, other than an organization
4444 which is also a domestic limited partnership governed by this

4445 act, pursuant to this section and ss. 620.2103-620.2105 and a
 4446 plan of conversion, if:

4447 (a) The other organization's governing law authorizes the
 4448 conversion.

4449 (b) The conversion is permitted by the law of the
 4450 jurisdiction that enacted the governing law.

4451 (c) The other organization complies with its governing law
 4452 in effecting the conversion.

4453 (2) A plan of conversion must be in a record and must
 4454 include:

4455 (a) The name and form of the organization before
 4456 conversion.

4457 (b) The name and form of the organization after
 4458 conversion.

4459 (c) The terms and conditions of the conversion, including
 4460 the manner and basis for converting interests in the converting
 4461 organization into any combination of money, interests in the
 4462 converted organization, and other consideration.

4463 (d) The organizational documents of the converted
 4464 organization.

4465 620.2103 Action on plan of conversion by converting
 4466 limited partnership.--

4467 (1) A plan of conversion must be consented to by all of
 4468 the general partners of a converting limited partnership.
 4469 Subject to s. 620.2110, the plan of conversion must also be
 4470 consented to by those limited partners who own a majority of the
 4471 rights to receive distributions as limited partners at the time
 4472 the consent is effective, provided, if there is more than one

4473 class or group of limited partners, the plan of conversion must
 4474 be consented to by those limited partners in each class or group
 4475 which owns a majority of the rights to receive distributions as
 4476 limited partners in that class or group at the time the consent
 4477 is effective. The consents required by this subsection must be
 4478 in, or evidenced by, a record.

4479 (2) Subject to s. 620.2110 and any contractual rights,
 4480 after a conversion is approved, and at any time before a filing
 4481 is made under s. 620.2104, a converting limited partnership may
 4482 amend the plan or abandon the planned conversion:

4483 (a) As provided in the plan.

4484 (b) Except as prohibited by the plan, by the same consent
 4485 as was required to approve the plan.

4486 620.2104 Filings required for conversion; effective
 4487 date.--

4488 (1) After a plan of conversion is approved:

4489 (a) A converting limited partnership shall deliver to the
 4490 Department of State for filing a certificate of conversion,
 4491 signed by each general partner listed in the certificate of
 4492 limited partnership, and must include:

4493 1. A statement that the limited partnership has been
 4494 converted into another organization.

4495 2. The name and form of the organization and the
 4496 jurisdiction of its governing law.

4497 3. The date the conversion is effective under the
 4498 governing law of the converted organization.

4499 4. A statement that the conversion was approved as
 4500 required by this act.

4501 5. A statement that the conversion was approved as
 4502 required by the governing law of the converted organization.

4503 6. If the converted organization is a foreign organization
 4504 not authorized to transact business in this state, the street
 4505 and mailing address of an office which the Department of State
 4506 may use for the purposes of s. 620.2105(3).

4507 (b) If the converting organization is not a converting
 4508 limited partnership, the converting organization shall deliver
 4509 to the Department of State for filing:

4510 1. A certificate of limited partnership containing the
 4511 information required by s. 620.1201, signed by each general
 4512 partner as required by s. 620.1204(1)(a).

4513 2. A certificate of conversion, which certificate of
 4514 conversion must include:

4515 a. A statement that the limited partnership was converted
 4516 from another organization.

4517 b. The name and form of the converting organization and
 4518 the jurisdiction of its governing law.

4519 c. A statement that the conversion was approved as
 4520 required by this act.

4521 d. A statement that the conversion was approved in a
 4522 manner that complied with the converting organization's
 4523 governing law.

4524 (2) A conversion becomes effective:

4525 (a) If the converted organization is a limited
 4526 partnership, when the certificate of limited partnership takes
 4527 effect.

4528 (b) If the converted organization is not a limited
 4529 partnership, as provided by the governing law of the converted
 4530 organization.

4531 620.2105 Effect of conversion.--

4532 (1) An organization that has been converted pursuant to
 4533 this act is for all purposes the same entity that existed before
 4534 the conversion.

4535 (2) When a conversion takes effect:

4536 (a) Title to all real and other property, or any interest
 4537 in such property, owned by the converting organization at the
 4538 time of its conversion remains vested in the converted
 4539 organization without reversion or impairment under this act.

4540 (b) All debts, liabilities, and other obligations of the
 4541 converting organization continue as obligations of the converted
 4542 organization.

4543 (c) An action or proceeding pending by or against the
 4544 converting organization may be continued as if the conversion
 4545 had not occurred.

4546 (d) Except as prohibited by other law, all of the rights,
 4547 privileges, immunities, powers, and purposes of the converting
 4548 organization remain vested in the converted organization.

4549 (e) Except as otherwise provided in the plan of
 4550 conversion, the terms and conditions of the plan of conversion
 4551 take effect.

4552 (f) Except as otherwise agreed, the conversion does not
 4553 dissolve a converting limited partnership for the purposes of
 4554 ss. 620.1801-620.1813.

4555 (3) A converted organization that is a foreign
 4556 organization consents to the jurisdiction of the courts of this
 4557 state to enforce any obligation owed by the converting limited
 4558 partnership, if before the conversion the converting limited
 4559 partnership was subject to suit in this state on the obligation.
 4560 A converted organization that is a foreign organization and not
 4561 authorized to transact business in this state appoints the
 4562 Department of State as its agent for service of process for
 4563 purposes of enforcing an obligation under this subsection and
 4564 any appraisal rights of limited partners under ss. 620.2113-
 4565 620.2124 to the extent applicable to the conversion. Service on
 4566 the Department of State under this subsection is made in the
 4567 same manner and with the same consequences as in s. 620.1117(3)
 4568 and (4).

4569 (4) A copy of the statement of conversion, certified by
 4570 the Department of State, may be filed in any county of this
 4571 state in which the converting organization holds an interest in
 4572 real property.

4573 620.2106 Merger.--

4574 (1) A limited partnership may merge with one or more other
 4575 constituent organizations pursuant to this section and ss.
 4576 620.2107-620.2109 and a plan of merger, if:

4577 (a) The governing law of each of the other organizations
 4578 authorizes the merger.

4579 (b) The merger is permitted by the law of a jurisdiction
 4580 that enacted each of those governing law.

4581 (c) Each of the other organizations complies with its
 4582 governing law in effecting the merger.

4583 | (2) A plan of merger must be in a record and must include:

4584 | (a) The name and form of each constituent organization.

4585 | (b) The name and form of the surviving organization.

4586 | (c) The terms and conditions of the merger, including the
 4587 | manner and basis for converting the interests in each
 4588 | constituent organization into any combination of money,
 4589 | interests in the surviving organization, and other
 4590 | consideration.

4591 | (d) Any amendments to be made by the merger to the
 4592 | surviving organization's organizational documents.

4593 | 620.2107 Action on plan of merger by constituent limited
 4594 | partnership.--

4595 | (1) A plan of merger must be consented to by all of the
 4596 | general partners of a constituent limited partnership. Subject
 4597 | to s. 620.2110, the plan of merger must also be consented to by
 4598 | those limited partners who own a majority of the rights to
 4599 | receive distributions as limited partners at the time the
 4600 | consent is effective, provided, if there is more than one class
 4601 | or group of limited partners, the plan of merger must be
 4602 | consented to by those limited partners who own a majority of the
 4603 | rights to receive distributions as limited partners in that
 4604 | class or group at the time the consent is effective. The
 4605 | consents required by this subsection must be in, or evidenced
 4606 | by, a record.

4607 | (2) Subject to s. 620.2110 and any contractual rights,
 4608 | after a merger is approved, and at any time before a filing is
 4609 | made under s. 620.2108, a constituent limited partnership may
 4610 | amend the plan or abandon the planned merger:

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- 4611 (a) As provided in the plan; and
4612 (b) Except as prohibited by the plan,
4613
4614 with the same consent as was required to approve the plan.
4615 620.2108 Filings required for merger; effective date.--
4616 (1) After each constituent organization has approved a
4617 merger, a certificate of merger must be signed on behalf of:
4618 (a) Each preexisting constituent limited partnership, by
4619 each general partner listed in the certificate of limited
4620 partnership.
4621 (b) Each other preexisting constituent organization, by an
4622 authorized representative.
4623 (2) The certificate of merger must include:
4624 (a) The name and form of each constituent organization and
4625 the jurisdiction of its governing law.
4626 (b) The name and form of the surviving organization, the
4627 jurisdiction of its governing law, and, if the surviving
4628 organization is created by the merger, a statement to that
4629 effect.
4630 (c) The date the merger is effective under the governing
4631 law of the surviving organization.
4632 (d) Any amendments provided for in the plan of merger for
4633 the organizational document that created the organization.
4634 (e) A statement as to each constituent organization that
4635 the merger was approved as required by the organization's
4636 governing law.
4637 (f) If the surviving organization is a foreign
4638 organization not authorized to transact business in this state,

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CODING: Words ~~stricken~~ are deletions; words underlined are additions.

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4639 the street and mailing address of an office which the Department
 4640 of State may use for the purposes of s. 620.2109(2).

4641 (g) Any additional information required by the governing
 4642 law of any constituent organization.

4643 (3) Each constituent limited partnership shall deliver the
 4644 certificate of merger for filing in the Department of State.

4645 (4) A merger becomes effective under this act:

4646 (a) If the surviving organization is a limited
 4647 partnership, upon the later of:

4648 1. Compliance with subsection (3); or

4649 2. Subject to s. 620.1206(3), as specified in the
 4650 certificate of merger; or

4651 (b) If the surviving organization is not a limited
 4652 partnership, as provided by the governing law of the surviving
 4653 organization.

4654 (5) A certificate of merger shall act as a statement of
 4655 termination for purposes of s. 620.1203 for a limited
 4656 partnership that is a party to the merger that is not the
 4657 surviving organization, which shall be deemed filed upon the
 4658 effective date of the merger.

4659 620.2109 Effect of merger.--

4660 (1) When a merger becomes effective:

4661 (a) The surviving organization continues.

4662 (b) Each constituent organization that merges into the
 4663 surviving organization ceases to exist as a separate entity.

4664 (c) All property owned by each constituent organization
 4665 that ceases to exist vests in the surviving organization.

4666 (d) All debts, liabilities, and other obligations of each
 4667 constituent organization that ceases to exist continue as
 4668 obligations of the surviving organization.

4669 (e) An action or proceeding pending by or against any
 4670 constituent organization that ceases to exist may be continued
 4671 as if the merger had not occurred.

4672 (f) Except as prohibited by other law, all of the rights,
 4673 privileges, immunities, powers, and purposes of each constituent
 4674 organization that ceases to exist vest in the surviving
 4675 organization.

4676 (g) Except as otherwise provided in the plan of merger,
 4677 the terms and conditions of the plan of merger take effect.

4678 (h) Except as otherwise agreed, if a constituent limited
 4679 partnership ceases to exist, the merger does not dissolve the
 4680 limited partnership for the purposes of ss. 620.1801-620.1813.

4681 (i) Any amendments provided for in the certificate of
 4682 merger for the organizational document that created the
 4683 organization become effective.

4684 (2) A surviving organization that is a foreign
 4685 organization consents to the jurisdiction of the courts of this
 4686 state to enforce any obligation owed by a constituent
 4687 organization, if before the merger the constituent organization
 4688 was subject to suit in this state on the obligation. A surviving
 4689 organization that is a foreign organization and not authorized
 4690 to transact business in this state shall appoint the Department
 4691 of State as its agent for service of process for the purposes of
 4692 enforcing an obligation under this subsection and any appraisal
 4693 rights of limited partners under ss. 620.2113-620.2124 to the

4694 extent applicable to the merger. Service on the Department of
 4695 State under this subsection is made in the same manner and with
 4696 the same consequences as in s. 620.1117(3) and (4).

4697 (3) A copy of the certificate of merger, certified by the
 4698 Department of State, may be filed in any county of this state in
 4699 which a constituent organization holds an interest in real
 4700 property.

4701 620.2110 Restrictions on approval of conversions and
 4702 mergers and on relinquishing limited liability limited
 4703 partnership status.--

4704 (1) If a partner of a converting or constituent limited
 4705 partnership will have personal liability with respect to a
 4706 converted or surviving organization, approval and amendment of a
 4707 plan of conversion or merger are ineffective without the consent
 4708 of the partner, unless:

4709 (a) The limited partnership's partnership agreement
 4710 provides for the approval of the conversion or merger with the
 4711 consent of fewer than all the partners.

4712 (b) The partner has consented to the provision of the
 4713 partnership agreement.

4714 (2) An amendment to a certificate of limited partnership
 4715 which deletes a statement that the limited partnership is a
 4716 limited liability limited partnership is ineffective without the
 4717 consent of each general partner unless:

4718 (a) The limited partnership's partnership agreement
 4719 provides for the amendment with the consent of less than all the
 4720 general partners.

4721 (b) Each general partner that does not consent to the
 4722 amendment has consented to the provision of the partnership
 4723 agreement.

4724 (3) A partner does not give the consent required by
 4725 subsection (1) or subsection (2) merely by consenting to a
 4726 provision of the partnership agreement which permits the
 4727 partnership agreement to be amended with the consent of fewer
 4728 than all the partners.

4729 620.2111 Liability of general partner after conversion or
 4730 merger.--

4731 (1) A conversion or merger under this act does not
 4732 discharge any liability under ss. 620.1404 and 620.1607 of a
 4733 person that was a general partner in or dissociated as a general
 4734 partner from a converting or constituent limited partnership,
 4735 but:

4736 (a) The provisions of this act pertaining to the
 4737 collection or discharge of the liability continue to apply to
 4738 the liability.

4739 (b) For the purposes of applying those provisions, the
 4740 converted or surviving organization is deemed to be the
 4741 converting or constituent limited partnership.

4742 (c) If a person is required to pay any amount under this
 4743 subsection:

4744 1. The person has a right of contribution from each other
 4745 person that was liable as a general partner under s. 620.1404
 4746 when the obligation was incurred and has not been released from
 4747 the obligation under s. 620.1607.

4748 2. The contribution due from each of those persons is in
 4749 proportion to the right to receive distributions in the capacity
 4750 of general partner in effect for each of those persons when the
 4751 obligation was incurred.

4752 (2) In addition to any other liability provided by law:

4753 (a) A person that immediately before a conversion or
 4754 merger became effective was a general partner in a converting or
 4755 constituent limited partnership that was not a limited liability
 4756 limited partnership is personally liable on a transaction
 4757 entered into by the converted or surviving organization with a
 4758 third party after the conversion or merger becomes effective,
 4759 if, at the time the third party enters into the transaction, the
 4760 third party:

4761 1. Does not have notice of the conversion or merger.

4762 2. Reasonably believes that:

4763 a. The converted or surviving business is the converting
 4764 or constituent limited partnership.

4765 b. The converting or constituent limited partnership is
 4766 not a limited liability limited partnership.

4767 c. The person is a general partner in the converting or
 4768 constituent limited partnership.

4769 (b) A person that was dissociated as a general partner
 4770 from a converting or constituent limited partnership before the
 4771 conversion or merger became effective is personally liable on a
 4772 transaction entered into by the converted or surviving
 4773 organization with a third party after the conversion or merger
 4774 becomes effective, if:

4775 | 1. Immediately before the conversion or merger became
 4776 | effective the converting or surviving limited partnership was
 4777 | not a limited liability limited partnership.

4778 | 2. At the time the third party enters into the transaction
 4779 | less than 2 years have passed since the person dissociated as a
 4780 | general partner and the third party:

4781 | a. Does not have notice of the dissociation.

4782 | b. Does not have notice of the conversion or merger.

4783 | c. Reasonably believes that the converted or surviving
 4784 | organization is the converting or constituent limited
 4785 | partnership, the converting or constituent limited partnership
 4786 | is not a limited liability limited partnership, and the person
 4787 | is a general partner in the converting or constituent limited
 4788 | partnership.

4789 | 620.2112 Power of general partners and persons dissociated
 4790 | as general partners to bind organization after conversion or
 4791 | merger.--

4792 | (1) An act of a person that immediately before a
 4793 | conversion or merger became effective was a general partner in a
 4794 | converting or constituent limited partnership binds the
 4795 | converted or surviving organization after the conversion or
 4796 | merger becomes effective, if:

4797 | (a) Before the conversion or merger became effective, the
 4798 | act would have bound the converting or constituent limited
 4799 | partnership under s. 620.1402.

4800 | (b) At the time the third party enters into the
 4801 | transaction, the third party:

4802 | 1. Does not have notice of the conversion or merger.

4803 2. Reasonably believes that the converted or surviving
 4804 business is the converting or constituent limited partnership
 4805 and that the person is a general partner in the converting or
 4806 constituent limited partnership.

4807 (2) An act of a person that before a conversion or merger
 4808 became effective was dissociated as a general partner from a
 4809 converting or constituent limited partnership binds the
 4810 converted or surviving organization after the conversion or
 4811 merger becomes effective, if:

4812 (a) Before the conversion or merger became effective, the
 4813 act would have bound the converting or constituent limited
 4814 partnership under s. 620.1402 if the person had been a general
 4815 partner.

4816 (b) At the time the third party enters into the
 4817 transaction, less than 2 years have passed since the person
 4818 dissociated as a general partner and the third party:

- 4819 1. Does not have notice of the dissociation.
- 4820 2. Does not have notice of the conversion or merger.
- 4821 3. Reasonably believes that the converted or surviving
 4822 organization is the converting or constituent limited
 4823 partnership and that the person is a general partner in the
 4824 converting or constituent limited partnership.

4825 (3) If a person having knowledge of the conversion or
 4826 merger causes a converted or surviving organization to incur an
 4827 obligation under subsection (1) or subsection (2), the person is
 4828 liable:

4829 (a) To the converted or surviving organization for any
 4830 damage caused to the organization arising from the obligation.

4831 (b) If another person is liable for the obligation, to
 4832 that other person for any damage caused to that other person
 4833 arising from the liability.

4834 620.2113 Appraisal rights; definitions.--The following
 4835 definitions apply to this section and ss. 620.2114-620.2124:

4836 (1) "Affiliate" means a person that directly or indirectly
 4837 through one or more intermediaries controls, is controlled by,
 4838 or is under common control with another person. For purposes of
 4839 s. 620.2114(2)(d), a person is deemed to be an affiliate of its
 4840 senior executives.

4841 (2) "Appraisal event" means an event described in s.
 4842 620.2114(1).

4843 (3) "Beneficial limited partner" means a person who is the
 4844 beneficial owner of a limited partner interest held in a voting
 4845 trust or by a nominee on the beneficial owner's behalf.

4846 (4) "Fair value" means the value of the limited partner's
 4847 partnership interests determined:

4848 (a) Immediately before the effectuation of the appraisal
 4849 event to which the partner objects.

4850 (b) Using customary and current valuation concepts and
 4851 techniques generally employed for similar businesses in the
 4852 context of the transaction requiring appraisal, excluding any
 4853 appreciation or depreciation in anticipation of the transaction
 4854 to which the partner objects unless exclusion would be
 4855 inequitable to the limited partnership and its remaining
 4856 partners.

4857 (5) "Interest" means interest from the effective date of
 4858 the appraisal event to which the limited partner objects until

4859 the date of payment, at the rate of interest described in s.
 4860 620.107(2), determined as of the effective date of the appraisal
 4861 event.

4862 (6) "Limited partnership" means the limited partnership
 4863 governed by this act that issued the limited partner interest
 4864 held by a limited partner demanding appraisal and, for matters
 4865 covered in ss. 620.2114-620.2124, includes the converted
 4866 organization in a conversion or the surviving organization in a
 4867 merger.

4868 (7) "Record limited partner" means each person who is
 4869 identified as a limited partner in the current list of partners
 4870 maintained in accordance with s. 620.1111 by the limited
 4871 partnership or, to the extent the limited partnership has failed
 4872 to maintain a current list, each person that is the rightful
 4873 owner of a limited partner interest in the limited partnership.
 4874 A transferee of a limited partner interest is not a record
 4875 limited partner.

4876 (8) "Senior executive" means a general partner or the
 4877 chief executive officer, chief operating officer, chief
 4878 financial officer, manager, or anyone in charge of a principal
 4879 business unit or function of a limited partnership or of a
 4880 general partner of the limited partnership.

4881 (9) "Limited partner" means a record limited partner or a
 4882 beneficial limited partner.

4883 (10) "Limited partner interest" means all rights and other
 4884 interests held by a person in the limited partnership in that
 4885 person's capacity as a limited partner under this act and the
 4886 limited partnership's partnership agreement, including the

4887 limited partner's transferable interest and management and
 4888 voting rights, if any, and subject to any obligations that such
 4889 person has in that capacity of limited partner. If the appraisal
 4890 rights of the limited partner under s. 620.2114 pertain to only
 4891 a certain class or series of a limited partner interest, the
 4892 term "limited partner interest" means only the limited partner
 4893 interest pertaining to such class or series.

4894 620.2114 Right of limited partners to appraisal.--

4895 (1) A limited partner of a limited partnership governed by
 4896 this act is entitled to appraisal rights, and to obtain payment
 4897 of the fair value of that limited partner's limited partner
 4898 interest, in the following events:

4899 (a) Consummation of a merger of such limited partnership
 4900 pursuant to this act and the limited partner possessed the right
 4901 to vote upon the merger; or

4902 (b) Consummation of a conversion of such limited
 4903 partnership pursuant to this act and the limited partner
 4904 possessed the right to vote upon the conversion.

4905 (2) Notwithstanding subsection (1), the availability of
 4906 appraisal rights shall be limited in accordance with the
 4907 following provisions:

4908 (a) Appraisal rights shall not be available for limited
 4909 partner interests which are:

4910 1. Listed on the New York Stock Exchange or the American
 4911 Stock Exchange or designated as a national market system
 4912 security on an interdealer quotation system by the National
 4913 Association of Securities Dealers, Inc.; or

4914 2. Not so listed or designated, but are issued by a
 4915 limited partnership that has at least 500 partners and the
 4916 interests of all partners in the partnership, including
 4917 transferable interests, have a market value of at least \$10
 4918 million, exclusive of the value of any such interests held by
 4919 its general partners and other senior executives owning more
 4920 than 10 percent of the rights to receive distributions from the
 4921 limited partnership.

4922 (b) The applicability of paragraph (a) shall be determined
 4923 as of the date fixed to determine the limited partners entitled
 4924 to receive notice of, and to vote upon, the appraisal event.

4925 (c) Paragraph (a) shall not apply and appraisal rights
 4926 shall be available pursuant to subsection (1) for any limited
 4927 partners who are required by the appraisal event to accept for
 4928 their limited partner interests anything other than cash or a
 4929 proprietary interest of an entity that satisfies the standards
 4930 set forth in paragraph (a) at the time the appraisal event
 4931 becomes effective.

4932 (d) Paragraph (a) shall not apply and appraisal rights
 4933 shall be available pursuant to subsection (1) for the holders of
 4934 a limited partner interest if:

4935 1. Any of the partners' interests in the limited
 4936 partnership or the limited partnership's assets are being
 4937 acquired or converted, whether by merger, conversion, or
 4938 otherwise, pursuant to the appraisal event by a person, or by an
 4939 affiliate of a person, who:

4940 a. Is, or at any time in the 1-year period immediately
 4941 preceding approval of the appraisal event was, the beneficial

4942 owner of 20 percent or more of those interests in the limited
 4943 partnership entitled to vote on the appraisal event, excluding
 4944 any such interests acquired pursuant to an offer for all
 4945 interests having such voting rights if such offer was made
 4946 within 1 year prior to the appraisal event for consideration of
 4947 the same kind and of a value equal to or less than that paid in
 4948 connection with the appraisal event. For purposes of this
 4949 subparagraph, the term "beneficial owner" means any person who,
 4950 directly or indirectly, through any contract, arrangement, or
 4951 understanding, other than a revocable proxy, has or shares the
 4952 right to vote, or to direct the voting of, an interest in a
 4953 limited partnership with respect to approval of the appraisal
 4954 event, provided that a member of a national securities exchange
 4955 shall not be deemed to be a beneficial owner of an interest in a
 4956 limited partnership held directly or indirectly by it on behalf
 4957 of another person solely because such member is the record
 4958 holder of interests in the limited partnership if the member is
 4959 precluded by the rules of such exchange from voting without
 4960 instruction on contested matters or matters that may affect
 4961 substantially the rights or privileges of the holders of the
 4962 interests in the limited partnership to be voted. When two or
 4963 more persons agree to act together for the purpose of voting
 4964 such interests, each member of the group formed thereby shall be
 4965 deemed to have acquired beneficial ownership, as of the date of
 4966 such agreement, of all voting interests in the limited
 4967 partnership beneficially owned by any member of the group; or
 4968 b. Directly or indirectly has, or at any time in the 1-
 4969 year period immediately preceding approval of the appraisal

4970 event had, the power, contractually or otherwise, to cause the
 4971 appointment or election of any senior executives; or

4972 2. Any of the partners' interests in the limited
 4973 partnership or the limited partnership's assets are being
 4974 acquired or converted, whether by merger, conversion, or
 4975 otherwise, pursuant to the appraisal event by a person, or by an
 4976 affiliate of a person, who is, or at any time in the 1-year
 4977 period immediately preceding approval of the appraisal event
 4978 was, a senior executive of the limited partnership or a senior
 4979 executive of any affiliate of the limited partnership, and that
 4980 senior executive will receive, as a result of the limited
 4981 partnership action, a financial benefit not generally available
 4982 to limited partners, other than:

4983 a. Employment, consulting, retirement, or similar benefits
 4984 established separately and not as part of or in contemplation of
 4985 the appraisal event;

4986 b. Employment, consulting, retirement, or similar benefits
 4987 established in contemplation of, or as part of, the appraisal
 4988 event that are not more favorable than those existing before the
 4989 appraisal event or, if more favorable, that have been approved
 4990 by the limited partnership; or

4991 c. In the case of a general partner of the limited
 4992 partnership who will, during or as the result of the appraisal
 4993 event, become a general partner, manager, or director of the
 4994 surviving or converted organization or one of its affiliates,
 4995 those rights and benefits as a general partner, manager, or
 4996 director that are provided on the same basis as those afforded
 4997 by the surviving or converted organization generally to other

4998 general partners, managers, or directors of the surviving or
 4999 converted organization or its affiliate.

5000 (3) A limited partner entitled to appraisal rights under
 5001 ss. 620.2113-620.2124 may not challenge a completed appraisal
 5002 event unless the appraisal event:

5003 (a) Was not effectuated in accordance with the applicable
 5004 provisions of ss. 620.2113-620.2124, the limited partnership's
 5005 certificate of limited partnership, or the partnership
 5006 agreement; or

5007 (b) Was procured as a result of fraud or material
 5008 misrepresentation.

5009 (4) A limited partnership may modify, restrict, or
 5010 eliminate the appraisal rights provided in ss. 620.2113-620.2124
 5011 in its partnership agreement.

5012 620.2115 Assertion of rights by nominees and beneficial
 5013 owners.--

5014 (1) A record limited partner may assert appraisal rights
 5015 as to fewer than all the limited partner interests registered in
 5016 the record limited partner's name that are owned by a beneficial
 5017 limited partner only if the record limited partner objects with
 5018 respect to all limited partner interests of the class or series
 5019 owned by that beneficial limited partner and notifies the
 5020 limited partnership in writing of the name and address of each
 5021 beneficial limited partner on whose behalf appraisal rights are
 5022 being asserted. The rights of a record limited partner who
 5023 asserts appraisal rights for only part of the limited partner
 5024 interests of the class or series held of record in the record
 5025 limited partner's name under this subsection shall be determined

5026 as if the limited partner interests as to which the record
 5027 limited partner objects and the record limited partner's other
 5028 limited partner interests were registered in the names of
 5029 different record limited partners.

5030 (2) A beneficial limited partner may assert appraisal
 5031 rights as to a limited partner interest held on behalf of the
 5032 partner only if such beneficial limited partner:

5033 (a) Submits to the limited partnership the record limited
 5034 partner's written consent to the assertion of such rights no
 5035 later than the date referred to in s. 620.2118(2)(b)2.

5036 (b) Does so with respect to all limited partner interests
 5037 of the class or series that are beneficially owned by the
 5038 beneficial limited partner.

5039 620.2116 Notice of appraisal rights.--

5040 (1) If a proposed appraisal event is to be submitted to a
 5041 vote at a limited partners' meeting, the meeting notice must
 5042 state that the limited partnership has concluded that partners
 5043 are, are not, or may be entitled to assert appraisal rights
 5044 under this act.

5045 (2) If the limited partnership concludes that appraisal
 5046 rights are or may be available, a copy of ss. 620.2113-620.2124
 5047 must accompany the meeting notice sent to those record limited
 5048 partners entitled to exercise appraisal rights.

5049 (3) If the appraisal event is to be approved other than by
 5050 a partners' meeting, the notice referred to in subsection (1)
 5051 must be sent to all limited partners at the time that consents
 5052 are first solicited, whether or not consents are solicited from

5053 all limited partners, and include the materials described in s.
5054 620.2118.

5055 620.2117 Notice of intent to demand payment.--

5056 (1) If a proposed appraisal event is submitted to a vote
5057 at a partners' meeting, or is submitted to a partner pursuant to
5058 a consent vote, a limited partner who is entitled to and who
5059 wishes to assert appraisal rights with respect to any class or
5060 series of limited partner interests:

5061 (a) Must deliver to a general partner of the limited
5062 partnership before the vote is taken, or within 20 days after
5063 receiving the notice pursuant to s. 620.2116(3) if action is to
5064 be taken without a partner meeting, written notice of such
5065 person's intent to demand payment if the proposed appraisal
5066 event is effectuated.

5067 (b) Must not vote, or cause or permit to be voted, any
5068 limited partner interests of such class or series in favor of
5069 the appraisal event.

5070 (2) A person who may otherwise be entitled to appraisal
5071 rights, but who does not satisfy the requirements of subsection
5072 (1), is not entitled to payment under ss. 620.2113-620.2124.

5073 620.2118 Appraisal notice and form.--

5074 (1) If the proposed appraisal event becomes effective,
5075 the limited partnership must deliver a written appraisal notice
5076 and form required by paragraph (2)(a) to all limited partners
5077 who satisfied the requirements of s. 620.2117.

5078 (2) The appraisal notice must be sent no earlier than the
5079 date the appraisal event became effective and no later than 10
5080 days after such date and must:

5081 (a) Supply a form that specifies the date that the
 5082 appraisal event became effective and that provides for the
 5083 limited partner to state:

5084 1. The limited partner's name and address.
 5085 2. The number, classes, and series of limited partner
 5086 interests as to which the limited partner asserts appraisal
 5087 rights.

5088 3. That the limited partner did not vote for the
 5089 transaction.

5090 4. Whether the limited partner accepts the limited
 5091 partnership's offer as stated in subparagraph (b)4.

5092 5. If the offer is not accepted, the limited partner's
 5093 estimated fair value of the limited partner interests and a
 5094 demand for payment of the limited partner's estimated value plus
 5095 interest.

5096 (b) State:

5097 1. Where the form described in paragraph (a) must be sent.
 5098 2. A date by which the limited partnership must receive
 5099 the form, which date may not be fewer than 40 or more than 60
 5100 days after the date the appraisal notice and form described in
 5101 this subsection are sent, and state that the limited partner
 5102 shall have waived the right to demand appraisal with respect to
 5103 the limited partner interests unless the form is received by the
 5104 limited partnership by such specified date.

5105 3. In the case of limited partner interest represented by
 5106 a certificate, the location at which certificates for such
 5107 certificated partnership interests must be deposited, if that
 5108 action is required by the limited partnership, and the date by

5109 which those certificates must be deposited, which date may not
 5110 be earlier than the date for receiving the required form under
 5111 subparagraph 2.

5112 4. The limited partnership's estimate of the fair value of
 5113 the limited partner interests.

5114 5. An offer to each limited partner who is entitled to
 5115 appraisal rights to pay the limited partnership's estimate of
 5116 fair value set forth in subparagraph 4.

5117 6. That, if requested in writing, the limited partnership
 5118 will provide to the limited partner so requesting, within 10
 5119 days after the date specified in subparagraph 2., the number of
 5120 limited partners who return the forms by the specified date and
 5121 the total number of limited partner interests owned by them.

5122 7. The date by which the notice to withdraw under s.
 5123 620.1119 must be received, which date must be within 20 days
 5124 after the date specified in subparagraph 2.

5125 (c) Be accompanied by:

5126 1. Financial statements of the limited partnership that
 5127 issued the limited partner interests to be appraised, consisting
 5128 of a balance sheet as of the end of the fiscal year ending not
 5129 more than 15 months prior to the date of the limited
 5130 partnership's appraisal notice, an income statement for that
 5131 year, a cash flow statement for that year, and the latest
 5132 available interim financial statements, if any.

5133 2. A copy of ss. 620.2213-620.2224.

5134 620.2119 Perfection of rights; right to withdraw.--

5135 (1) A limited partner who wishes to exercise appraisal
 5136 rights must execute and return the form received pursuant to s.

5137 620.2118(1) and, in the case of certificated partnership
 5138 interests and the limited partnership so requires, deposit the
 5139 limited partner's certificates in accordance with the terms of
 5140 the notice by the date referred to in the notice pursuant to s.
 5141 620.2118(2)(b)2. Once a limited partner deposits that limited
 5142 partner's certificates or, in the case of uncertificated
 5143 partnership interests, returns the executed form described in s.
 5144 620.2118(2), the limited partner loses all rights as a limited
 5145 partner, unless the limited partner withdraws pursuant to
 5146 subsection (3). Upon receiving a demand for payment from a
 5147 limited partner who holds an uncertificated partnership
 5148 interest, the limited partnership shall make an appropriate
 5149 notation of the demand for payment in its records.

5150 (2) The limited partnership may restrict the transfer of
 5151 such limited partner interests from the date the limited partner
 5152 delivers the items required by subsection (1).

5153 (3) A limited partner who has complied with subsection (1)
 5154 may nevertheless decline to exercise appraisal rights and
 5155 withdraw from the appraisal process by so notifying the limited
 5156 partnership in writing by the date set forth in the appraisal
 5157 notice pursuant to s. 620.2118(2)(b)7. A limited partner who
 5158 fails to so withdraw from the appraisal process may not
 5159 thereafter withdraw without the limited partnership's written
 5160 consent.

5161 (4) A limited partner who does not execute and return the
 5162 form and, in the case of certificated partnership interests,
 5163 deposit that limited partner's certificates, if so required by
 5164 the limited partnership, each by the date set forth in the

5165 notice described in subsection (2), shall not be entitled to
 5166 payment under this act.

5167 (5) If the limited partner's right to receive fair value
 5168 is terminated other than by the purchase of the limited partner
 5169 interest by the limited partnership, all rights of the limited
 5170 partner, with respect to such limited partner interest, shall be
 5171 reinstated effective as of the date the limited partner
 5172 delivered the items required by subsection (1), including the
 5173 right to receive any intervening payment or other distribution
 5174 with respect to such partnership interests, or, if any such
 5175 rights have expired or any such distribution other than a cash
 5176 payment has been completed, in lieu thereof at the election of
 5177 the limited partnership, the fair value thereof in cash as
 5178 determined by the limited partnership as of the time of such
 5179 expiration or completion, but without prejudice otherwise to any
 5180 action or proceeding of the limited partnership that may have
 5181 been taken by the limited partnership on or after the date the
 5182 limited partner delivered the items required by subsection (1).

5183 620.2120 Limited partner's acceptance of limited
 5184 partnership's offer.--

5185 (1) If the limited partner states on the form provided in
 5186 s. 620.2118(1) that the limited partner accepts the offer of the
 5187 limited partnership to pay the limited partnership's estimated
 5188 fair value for the limited partner interest, the limited
 5189 partnership shall make such payment to the limited partner
 5190 within 90 days after the limited partnership's receipt of the
 5191 items required by s. 620.1119(1).

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5192 (2) Upon payment of the agreed value, the limited partner
 5193 shall cease to have any interest in the partnership interests.
 5194 620.2121 Procedure if limited partner is dissatisfied with
 5195 offer.--
 5196 (1) A limited partner who is dissatisfied with the limited
 5197 partnership's offer as set forth pursuant to s. 620.2118(2)(b)5.
 5198 must notify the limited partnership on the form provided
 5199 pursuant to s. 620.2118(1) of the limited partner's estimate of
 5200 the fair value of the limited partner interest and demand
 5201 payment of that estimate plus interest.
 5202 (2) A limited partner who fails to notify the limited
 5203 partnership in writing of the limited partner's demand to be
 5204 paid the limited partner's estimate of the fair value plus
 5205 interest under subsection (1) within the timeframe set forth in
 5206 s. 620.2118(2)(b)2. waives the right to demand payment under
 5207 this section and shall be entitled only to the payment offered
 5208 by the limited partnership pursuant to s. 620.2118(2)(b)5.
 5209 620.2122 Court action.--
 5210 (1) If a limited partner makes demand for payment under s.
 5211 620.2121 which remains unsettled, the limited partnership shall
 5212 commence a proceeding within 60 days after receiving the payment
 5213 demand and petition the court to determine the fair value of the
 5214 partnership interests and accrued interest. If the limited
 5215 partnership does not commence the proceeding within the 60-day
 5216 period, any limited partner who has made a demand pursuant to s.
 5217 620.2121 may commence the proceeding in the name of the limited
 5218 partnership.

5219 (2) The proceeding shall be commenced in the appropriate
 5220 court of the county in which the limited partnership's principal
 5221 office, or, if none, its registered office, in this state is
 5222 located. If the limited partnership is a foreign limited
 5223 partnership without a registered office in this state, the
 5224 proceeding shall be commenced in the county in this state in
 5225 which the principal office or registered office of the domestic
 5226 limited partnership was located at the time of the transaction.

5227 (3) All limited partners, whether or not residents of this
 5228 state, whose demands remain unsettled shall be made parties to
 5229 the proceeding as in an action against their partnership
 5230 interests. The limited partnership shall serve a copy of the
 5231 initial pleading in such proceeding upon each limited partner
 5232 party who is a resident of this state in the manner provided by
 5233 law for the service of a summons and complaint and upon each
 5234 nonresident limited partner party by registered or certified
 5235 mail or by publication as provided by law.

5236 (4) The jurisdiction of the court in which the proceeding
 5237 is commenced under subsection (2) is plenary and exclusive. If
 5238 the court so elects, the court may appoint one or more persons
 5239 as appraisers to receive evidence and recommend a decision on
 5240 the question of fair value. The appraisers shall have the powers
 5241 described in the order appointing them or in any amendment to
 5242 the order. The limited partners demanding appraisal rights are
 5243 entitled to the same discovery rights as parties in other civil
 5244 proceedings. There shall be no right to a jury trial.

5245 (5) Each partner made a party to the proceeding is
 5246 entitled to judgment for the amount of the fair value of such

5247 limited partner's limited partner partnership interests, plus
 5248 interest, as found by the court.

5249 (6) The limited partnership shall pay each such partner
 5250 the amount found to be due within 10 days after final
 5251 determination of the proceedings. Upon payment of the judgment,
 5252 the limited partner shall cease to have any interest in the
 5253 limited partnership interests.

5254 620.2123 Court costs and counsel fees.--

5255 (1) The court in an appraisal proceeding shall determine
 5256 all costs of the proceeding, including the reasonable
 5257 compensation and expenses of appraisers appointed by the court.
 5258 The court shall assess the costs against the limited
 5259 partnership, except that the court may assess costs against all
 5260 or some of the limited partners demanding appraisal, in amounts
 5261 the court finds equitable, to the extent the court finds such
 5262 partners acted arbitrarily, vexatiously, or not in good faith
 5263 with respect to the rights provided by this act.

5264 (2) The court in an appraisal proceeding may also assess
 5265 the fees and expenses of counsel and experts for the respective
 5266 parties, in amounts the court finds equitable:

5267 (a) Against the limited partnership and in favor of any or
 5268 all limited partners demanding appraisal if the court finds the
 5269 limited partnership did not substantially comply with ss.
 5270 620.2116 and 620.2118; or

5271 (b) Against either the limited partnership or a limited
 5272 partner demanding appraisal, in favor of any other party, if the
 5273 court finds that the party against whom the fees and expenses

5274 are assessed acted arbitrarily, vexatiously, or not in good
 5275 faith with respect to the rights provided by this act.

5276 (3) If the court in an appraisal proceeding finds that the
 5277 services of counsel for any limited partner were of substantial
 5278 benefit to other limited partners similarly situated, and that
 5279 the fees for those services should not be assessed against the
 5280 limited partnership, the court may award to such counsel
 5281 reasonable fees to be paid out of the amounts awarded the
 5282 limited partners who were benefited.

5283 (4) To the extent the limited partnership fails to make a
 5284 required payment pursuant to s. 620.2120, the limited partner
 5285 may sue directly for the amount owed and, to the extent
 5286 successful, shall be entitled to recover from the limited
 5287 partnership all costs and expenses of the suit, including
 5288 counsel fees.

5289 620.2124 Limitation on limited partnership payment.--

5290 (1) No payment shall be made to a limited partner seeking
 5291 appraisal rights if, at the time of payment, the limited
 5292 partnership is unable to meet the distribution standards of s.
 5293 620.1508. In such event, the limited partner shall, at the
 5294 limited partner's option:

5295 (a) Withdraw the notice of intent to assert appraisal
 5296 rights, which shall in such event be deemed withdrawn with the
 5297 consent of the limited partnership; or

5298 (b) Retain the status as a claimant against the limited
 5299 partnership and, if the limited partnership is liquidated, be
 5300 subordinated to the rights of creditors of the limited
 5301 partnership, but have rights superior to the limited partners

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5302 not asserting appraisal rights, and, if it is not liquidated,
 5303 retain the right to be paid for the limited partner interests,
 5304 which right the limited partnership shall be obliged to satisfy
 5305 when the restrictions of this section do not apply.

5306 (2) The limited partner shall exercise the option under
 5307 paragraph (1)(a) or paragraph (1)(b) by written notice filed
 5308 with the limited partnership within 30 days after the limited
 5309 partnership has given written notice that the payment for the
 5310 limited partner interests cannot be made because of the
 5311 restrictions of this section. If the limited partner fails to
 5312 exercise the option, the limited partner shall be deemed to have
 5313 withdrawn the notice of intent to assert appraisal rights.

5314 620.2125 Application of other laws to provisions governing
 5315 conversions and mergers.--

5316 (1) The provisions of ss. 620.2101-2124 do not preclude an
 5317 entity from being converted or merged under other law.

5318 (2) The provisions of ss. 620.2101-620.2124 do not
 5319 authorize any act prohibited by other applicable law or change
 5320 the requirements of any law or rule regulating a specific
 5321 organization or industry, such as a not-for-profit organization,
 5322 insurance, banking or investment establishment, or other
 5323 regulated business or activity.

5324 620.2201 Uniformity of application and construction.--In
 5325 applying and construing this act, consideration must be given to
 5326 the need to promote uniformity of the law with respect to its
 5327 subject matter among states that enact it.

5328 620.2202 Severability clause.--If any provision of this
 5329 act or its application to any person or circumstance is held

5330 | invalid, the invalidity does not affect other provisions or
 5331 | applications of this act which can be given effect without the
 5332 | invalid provision or application, and to this end the provisions
 5333 | of this act are severable.

5334 | 620.2203 Relation to electronic signatures in Global and
 5335 | National Commerce Act.--This act modifies, limits, or supersedes
 5336 | the federal Electronic Signatures in Global and National
 5337 | Commerce Act, 15 U.S.C. ss. 7001 et seq., but this act does not
 5338 | modify, limit, or supersede s. 101(c) of that act, 15 U.S.C. s.
 5339 | 7001(c), or authorize electronic delivery of any of the notices
 5340 | described in s. 103(b) of that act, 15 U.S.C. s. 7001(b), except
 5341 | to the extent permitted pursuant to ss. 15.16, 116.34, and
 5342 | 668.50 of such act.

5343 | 620.2204 Application to existing relationships.--

5344 | (1) Before January 1, 2007, this act governs only:

5345 | (a) A limited partnership formed on or after January 1,
 5346 | 2006.

5347 | (b) Except as otherwise provided in subsections (3) and
 5348 | (4), a limited partnership formed before January 1, 2006, which
 5349 | elects, in the manner provided in its partnership agreement or
 5350 | by law for amending the partnership agreement, to be subject to
 5351 | this act.

5352 | (2) Except as otherwise provided in subsection (3), on and
 5353 | after January 1, 2007, this act governs all limited
 5354 | partnerships.

5355 | (3) With respect to a limited partnership formed before
 5356 | January 1, 2006, the following rules apply except as the
 5357 | partners otherwise elect in the manner provided in the

5358 partnership agreement or by law for amending the partnership
5359 agreement:

5360 (a) The provisions of s. 620.1104(3) do not apply and the
5361 limited partnership has whatever duration such limited
5362 partnership had under the law applicable immediately before
5363 January 1, 2006.

5364 (b) The limited partnership is not required to amend its
5365 certificate of limited partnership to comply with s.
5366 620.1201(1)(d).

5367 (c) The provisions of ss. 620.1601 and 620.1602 do not
5368 apply and a limited partner has the same right and power to
5369 dissociate from the limited partnership, with the same
5370 consequences, as existed immediately before July 1, 2005.

5371 (d) The provisions of s. 620.603(4) do not apply.

5372 (e) The provisions of s. 620.1603(5) do not apply and a
5373 court has the same power to expel a general partner as the court
5374 had immediately before January 1, 2006.

5375 (f) The provisions of s. 620.1801(3) do not apply and the
5376 connection between a person's dissociation as a general partner
5377 and the dissolution of the limited partnership is the same as
5378 existed immediately before January 1, 2006.

5379 (4) With respect to a limited partnership that elects
5380 pursuant to paragraph (1)(b) to be subject to this act, after
5381 the election takes effect the provisions of this act relating to
5382 the liability of the limited partnership's general partners to
5383 third parties apply:

5384 (a) Before January 1, 2007, to:

5385 1. A third party that had not done business with the
5386 limited partnership in the year before the election took effect.

5387 2. A third party that had done business with the limited
5388 partnership in the year before the election took effect only if
5389 the third party knows or has received a notification of the
5390 election.

5391 (b) On and after January 1, 2007, to all third parties,
5392 but those provisions remain inapplicable to any obligation
5393 incurred while those provisions were inapplicable under
5394 subparagraph (a)2.

5395 620.2205 Savings clause.--This act does not affect an
5396 action commenced, proceeding brought, or right accrued before
5397 this act takes effect.

5398 Section 17. Paragraphs (j) and (k) of subsection (2) of
5399 section 620.8103, Florida Statutes, are amended to read:

5400 620.8103 Effect of partnership agreement; nonwaivable
5401 provisions.--

5402 (2) The partnership agreement may not:

5403 ~~(j) Change the notice provisions contained in s.~~
5404 ~~620.8902(6) or s. 620.8905(6); or~~

5405 (j)(k) Restrict rights of third parties under this act.

5406 Section 18. Subsections (5), (6), (7), and (8) of section
5407 620.8105, Florida Statutes, are amended to read:

5408 620.8105 Execution, filing, and recording of partnership
5409 registration and other statements.--

5410 (5) A partnership registration statement or other
5411 statement or a certificate of merger or certificate of
5412 conversion ~~must be~~ delivered to the Department of State for

5413 filing, which may be accomplished by electronic filing pursuant
 5414 to s. 15.16, ~~and~~ must be typewritten or legibly printed in the
 5415 English language. A registration statement or other statement,
 5416 or a certificate of merger or certificate of conversion, may
 5417 specify a delayed effective time and, if so specified, such
 5418 filing shall become effective at the delayed time and date
 5419 specified. If a delayed effective date, but no time, is
 5420 specified, the filing shall become effective at the close of
 5421 business on the delayed effective date. Unless otherwise
 5422 permitted by this chapter, a delayed effective date for a
 5423 document to be filed may not be later than the 90th day after
 5424 the date on which the document is filed.

5425 (6) A registration statement filed by a partnership must
 5426 be executed by at least two partners. Other statements must be
 5427 executed by a partner or other person authorized by this act.
 5428 The execution of a statement by an individual as, or on behalf
 5429 of, a partner or other person named as a partner in a filing
 5430 constitutes an affirmation under the penalties of perjury that
 5431 the facts stated therein are true.

5432 (7) A partnership may amend or cancel its registration
 5433 statement, and a person authorized by this act to file a
 5434 statement of partnership authority, a statement of denial, a
 5435 statement of dissociation, a statement of dissolution, a
 5436 certificate ~~statement~~ of merger, a certificate of conversion, a
 5437 statement of qualification, or a statement of foreign
 5438 qualification may amend or cancel such document ~~statement~~, by
 5439 filing an amendment or cancellation that:

5440 (a) Identifies the partnership and the statement or
 5441 certificate being amended or canceled. ~~;~~ ~~and~~
 5442 (b) States the substance of what is being amended or
 5443 canceled.
 5444 (8) A certified copy of a statement or certificate that
 5445 has been filed with the Department of State and recorded in the
 5446 office for recording transfers of real property has the effect
 5447 provided for recorded statements in this act. A recorded
 5448 statement that is not a certified copy of a statement or
 5449 certificate filed with the Department of State does not have the
 5450 effect provided for recorded statements in this act.

5451 Section 19. Paragraph (n) of subsection (1) of section
 5452 620.81055, Florida Statutes, is redesignated as paragraph (o),
 5453 and a new paragraph (n) is added to said subsection, to read:

5454 620.81055 Fees for filing documents and issuing
 5455 certificates; powers of the Department of State.--

5456 (1) The Department of State shall collect the following
 5457 fees when documents authorized by this act are delivered to the
 5458 Department of State for filing:

5459 (n) Certificate of conversion: \$25.

5460 (o)~~(n)~~ Any other document required or permitted to be
 5461 filed by this act: \$25.

5462 Section 20. Subsection (2) of section 620.8404, Florida
 5463 Statutes, is amended to read:

5464 620.8404 General standards of partner's conduct.--

5465 (2) A partner's duty of loyalty to the partnership and the
 5466 other partners is limited to ~~includes, without limitation,~~ the
 5467 following:

5468 (a) To account to the partnership and hold as trustee for
 5469 the partnership any property, profit, or benefit derived by the
 5470 partner in the conduct and winding up of the partnership
 5471 business or derived from a use by the partner of partnership
 5472 property, including the appropriation of a partnership
 5473 opportunity;

5474 (b) To refrain from dealing with the partnership in the
 5475 conduct or winding up of the partnership business as or on
 5476 behalf of a party having an interest adverse to the partnership;
 5477 and

5478 (c) To refrain from competing with the partnership in the
 5479 conduct of the partnership business before the dissolution of
 5480 the partnership.

5481 Section 21. Sections 620.8911, 620.8912, 620.8913,
 5482 620.8914, 620.8915, 620.8916, 620.8917, 620.8918, 620.8919,
 5483 620.8920, 620.8921, 620.8922, and 620.8923, Florida Statutes,
 5484 are created to read:

5485 620.8911 Definitions.--As used in this section and ss.
 5486 620.8912-620.8923:

5487 (1) "Constituent partnership" means a constituent
 5488 organization that is a partnership governed by this act.

5489 (2) "Constituent organization" means an organization that
 5490 is party to a merger.

5491 (3) "Converted organization" means the organization into
 5492 which a converting organization converts pursuant to ss.
 5493 620.8902-620.8905.

5494 (4) "Converting partnership" means a converting
 5495 organization that is a partnership governed by this act.

5496 (5) "Converting organization" means an organization that
 5497 converts into another organization pursuant to s. 620.8912.

5498 (6) "Governing law" of an organization means the law that
 5499 governs the organization's internal affairs.

5500 (7) "Organization" means a corporation; general
 5501 partnership, including a limited liability partnership; limited
 5502 partnership, including a limited liability limited partnership;
 5503 limited liability company; common law or business trust or
 5504 association; real estate investment trust; or any other person
 5505 organized under a governing law or other applicable law,
 5506 provided such term shall not include an organization that is not
 5507 organized for profit, unless the not-for-profit organization is
 5508 the converted organization or the surviving organization in a
 5509 conversion or a merger governed by this act. The term includes
 5510 both domestic and foreign organizations.

5511 (8) "Organizational documents" means:

5512 1. For a domestic or foreign general partnership, its
 5513 partnership agreement.

5514 2. For a limited partnership or foreign limited
 5515 partnership, its certificate of limited partnership and
 5516 partnership agreement.

5517 3. For a domestic or foreign limited liability company,
 5518 its articles of organization and operating agreement, or
 5519 comparable records as provided in its governing law.

5520 4. For a business trust, its agreement of trust and
 5521 declaration of trust.

5522 5. For a domestic or foreign corporation for profit, its
 5523 articles of incorporation, bylaws, and other agreements among

5524 | its shareholders which are authorized by its governing law, or
 5525 | comparable records as provided in its governing law.

5526 | 6. For any other organization, the basic records that
 5527 | create the organization and determine its internal governance
 5528 | and the relations among the persons that own it, have an
 5529 | interest in it, or are members of it.

5530 | (9) "Personal liability" means personal liability for a
 5531 | debt, liability, or other obligation of an organization which is
 5532 | imposed on a person that coowns, has an interest in, or is a
 5533 | member of the organization:

5534 | 1. By the organization's governing law solely by reason of
 5535 | the person's coowning, having an interest in, or being a member
 5536 | of the organization; or

5537 | 2. By the organization's organizational documents under a
 5538 | provision of the organization's governing law authorizing those
 5539 | documents to make one or more specified persons liable for all
 5540 | or specified debts, liabilities, and other obligations of the
 5541 | organization solely by reason of the person or persons'
 5542 | coowning, having an interest in, or being a member of the
 5543 | organization.

5544 | (10) "Record" means information that is inscribed on a
 5545 | tangible medium or that is stored in an electronic or other
 5546 | medium and is retrievable in perceivable form.

5547 | (11) "Surviving organization" means an organization into
 5548 | which one or more other organizations are merged. A surviving
 5549 | organization may preexist the merger or be created by the
 5550 | merger.

5551 | 620.8912 Conversion.--

5552 (1) An organization other than a partnership may convert
 5553 to a partnership, and a partnership may convert to another
 5554 organization pursuant to this section and ss. 620.8913-620.8915
 5555 and a plan of conversion, if:

5556 (a) The other organization's governing law authorizes the
 5557 conversion.

5558 (b) The conversion is permitted by the law of the
 5559 jurisdiction that enacted the governing law.

5560 (c) The other organization complies with its governing law
 5561 in effecting the conversion.

5562 (2) A plan of conversion must be in a record and must
 5563 include:

5564 (a) The name and form of the organization before
 5565 conversion.

5566 (b) The name and form of the organization after
 5567 conversion.

5568 (c) The terms and conditions of the conversion, including
 5569 the manner and basis for converting interests in the converting
 5570 organization into any combination of money, interests in the
 5571 converted organization, and other consideration.

5572 (d) The organizational documents of the converted
 5573 organization.

5574 620.8913 Action on plan of conversion by converting
 5575 partnership.--

5576 (1) A plan of conversion must be consented to by all of
 5577 the partners of a converting partnership. The consents required
 5578 by this subsection must be in, or evidenced by, a record.

5579 (2) Subject to s. 620.8920 and any contractual rights,
 5580 after a conversion is approved, and at any time before a filing
 5581 is made under s. 620.8914, a converting partnership may amend
 5582 the plan or abandon the planned conversion:

5583 (a) As provided in the plan.

5584 (b) Except as prohibited by the plan, by the same consent
 5585 as was required to approve the plan.

5586 620.8914 Filings required for conversion; effective
 5587 date.--

5588 (1) After a plan of conversion is approved:

5589 (a) A converting partnership shall deliver to the
 5590 Department of State for filing a statement of registration in
 5591 accordance with s. 620.8105, if such statement was not
 5592 previously filed, and a certificate of conversion, in accordance
 5593 with s. 620.8105, which must include:

5594 1. A statement that the partnership has been converted
 5595 into another organization.

5596 2. The name and form of the organization and the
 5597 jurisdiction of its governing law.

5598 3. The date the conversion is effective under the
 5599 governing law of the converted organization.

5600 4. A statement that the conversion was approved as
 5601 required by this act.

5602 5. A statement that the conversion was approved as
 5603 required by the governing law of the converted organization.

5604 6. If the converted organization is a foreign organization
 5605 not authorized to transact business in this state, the street

5606 and mailing address of an office which the Department of State
 5607 may use for the purposes of s. 620.8915(3).

5608 (b) In the case of a converting organization converting
 5609 into a partnership to be governed by this act, the converting
 5610 organization shall deliver to the Department of State for
 5611 filing:

5612 1. A certificate of registration in accordance with s.
 5613 620.8105.

5614 2. A certificate of conversion, in accordance with s.
 5615 620.8105, which certificate of conversion must include:

5616 a. A statement that the partnership was converted from
 5617 another organization.

5618 b. The name and form of the converting organization and
 5619 the jurisdiction of its governing law.

5620 c. A statement that the conversion was approved as
 5621 required by this act.

5622 d. A statement that the conversion was approved in a
 5623 manner that complied with the converting organization's
 5624 governing law.

5625 e. The effective time of the conversion, if other than the
 5626 time of the filing of the statement of conversion.

5627 (2) A conversion becomes effective:

5628 (a) If the converted organization is a partnership, at the
 5629 time specified in the plan of conversion or the certificate of
 5630 conversion, which may be as of or after the time of the filing
 5631 of the certificate of conversion, and, if the certificate of
 5632 conversion does not contain such an effective time, the
 5633 effective time shall be upon the filing of the certificate of

5634 conversion with the Department of State, provided, if the
 5635 certificate has a delayed effective date, the certificate may
 5636 not be effective any later than the 90th day after the date it
 5637 was filed and provided further, the effective date shall not be
 5638 any earlier than the effective date of the statement of
 5639 registration filed with the Department of State for the
 5640 partnership in accordance with s. 620.8105.

5641 (b) If the converted organization is not a partnership, as
 5642 provided by the governing law of the converted organization.

5643 620.8915 Effect of conversion.--

5644 (1) An organization that has been converted pursuant to
 5645 this act is for all purposes the same entity that existed before
 5646 the conversion.

5647 (2) When a conversion takes effect:

5648 (a) Title to all real estate and other property, or any
 5649 interest therein, owned by the converting organization at the
 5650 time of its conversion remains vested in the converted
 5651 organization without reversion or impairment under this act.

5652 (b) All debts, liabilities, and other obligations of the
 5653 converting organization continue as obligations of the converted
 5654 organization.

5655 (c) An action or proceeding pending by or against the
 5656 converting organization may be continued as if the conversion
 5657 had not occurred.

5658 (d) Except as prohibited by other law, all of the rights,
 5659 privileges, immunities, powers, and purposes of the converting
 5660 organization remain vested in the converted organization.

5661 (e) Except as otherwise provided in the plan of
 5662 conversion, the terms and conditions of the plan of conversion
 5663 take effect.

5664 (f) Except as otherwise agreed, the conversion does not
 5665 dissolve a converting limited partnership for purposes of this
 5666 act and ss. 620.8801-620.8807 shall not apply.

5667 (3) A converted organization that is a foreign
 5668 organization consents to the jurisdiction of the courts of this
 5669 state to enforce any obligation owed by the converting
 5670 partnership, if before the conversion the converting partnership
 5671 was subject to suit in this state on the obligation. A converted
 5672 organization that is a foreign organization and not authorized
 5673 to transact business in this state shall appoint the Department
 5674 of State as its agent for service of process for purposes of
 5675 enforcing an obligation under this subsection. Service on the
 5676 Department of State under this subsection shall be made in the
 5677 same manner and with the same consequences as provided in s.
 5678 48.181.

5679 (4) A copy of the certificate of conversion, certified by
 5680 the Department of State, may be filed in any county of this
 5681 state in which the converting organization holds an interest in
 5682 real property.

5683 620.8916 Merger.--

5684 (1) A partnership may merge with one or more other
 5685 constituent organizations pursuant to this section and ss.
 5686 620.8917-620.8919 and a plan of merger, if:

5687 (a) The governing law of each of the other organizations
 5688 authorizes the merger.

5689 (b) The merger is permitted by the law of each
5690 jurisdiction that enacted those governing laws.

5691 (c) Each of the other organizations complies with its
5692 governing law in effecting the merger.

5693 (2) A plan of merger must be in a record and must include:

5694 (a) The name and form of each constituent organization.

5695 (b) The name and form of the surviving organization.

5696 (c) The terms and conditions of the merger, including the
5697 manner and basis for converting the interests in each
5698 constituent organization into any combination of money,
5699 interests in the surviving organization, and other
5700 consideration.

5701 (d) Any amendments to be made by the merger to the
5702 surviving organization's organizational documents.

5703 620.8917 Action on plan of merger by constituent
5704 partnership.--

5705 (1) A plan of merger must be consented to by all of the
5706 partners of a constituent partnership. The consents required by
5707 this subsection must be in, or evidenced by, a record.

5708 (2) Subject to s. 620.8920 and any contractual rights,
5709 after a merger is approved, and at any time before a filing is
5710 made under s. 620.8918, a constituent partnership may amend the
5711 plan or abandon the planned merger:

5712 (a) As provided in the plan.

5713 (b) Except as prohibited by the plan, with the same
5714 consent as was required to approve the plan.

5715 620.8918 Filings required for merger; effective date.--

5716 (1) After each constituent organization has approved a
 5717 merger, a certificate of merger must be signed on behalf of:
 5718 (a) Each preexisting constituent partnership, by all of
 5719 the partners of such partnership.
 5720 (b) Each other preexisting constituent organization, by an
 5721 authorized representative.
 5722 (2) The certificate of merger must include:
 5723 (a) The name and form of each constituent organization and
 5724 the jurisdiction of its governing law.
 5725 (b) The name and form of the surviving organization, the
 5726 jurisdiction of its governing law, and, if the surviving
 5727 organization is created by the merger, a statement to that
 5728 effect.
 5729 (c) The date the merger is effective under the governing
 5730 law of the surviving organization.
 5731 (d) Any amendments provided for in the plan of merger for
 5732 the organizational document that created the organization.
 5733 (e) A statement as to each constituent organization that
 5734 the merger was approved as required by the organization's
 5735 governing law.
 5736 (f) If the surviving organization is a foreign
 5737 organization not authorized to transact business in this state,
 5738 the street and mailing address of an office which the Department
 5739 of State may use for the purposes of subsection 620.8919(2).
 5740 (g) Any additional information required by the governing
 5741 law of any constituent organization.
 5742 (3) Each constituent partnership shall deliver to the
 5743 Department of State for filing a statement of registration in

5744 accordance with s. 620.8105, if such statement was not
 5745 previously filed, and a certificate of merger in accordance with
 5746 s. 620.8105.

5747 (4) A merger becomes effective under this act:

5748 (a) If the surviving organization is a partnership, at the
 5749 time specified in the plan of merger or the certificate of
 5750 merger, which may be as of or after the time of the filing of
 5751 the certificate of merger, and, if the certificate of merger
 5752 does not contain such an effective time, the effective time
 5753 shall be upon the filing of the statement of merger with the
 5754 Department of State, provided, if the certificate has a delayed
 5755 effective date, the certificate may not be effective any later
 5756 than the 90th day after the date it was filed, and provided
 5757 further, the effective date shall not be any earlier than the
 5758 effective date of the statement of registration filed with the
 5759 Department of State for the partnership in accordance with s.
 5760 620.8105.

5761 (b) If the surviving organization is not a partnership, as
 5762 provided by the governing law of the surviving organization.

5763 (5) A certificate of merger shall act as a cancellation of
 5764 any statement of registration for purposes of s. 620.8105 for a
 5765 partnership that is a party to the merger that is not the
 5766 surviving organization, which cancellation shall be deemed filed
 5767 upon the effective date of the merger.

5768 620.8919 Effect of merger.--

5769 (1) When a merger becomes effective:

5770 (a) The surviving organization continues.

5771 (b) Each constituent organization that merges into the
 5772 surviving organization ceases to exist as a separate entity.

5773 (c) Title to all real estate and other property owned by
 5774 each constituent organization that ceases to exist vests in the
 5775 surviving organization without reversion or impairment.

5776 (d) All debts, liabilities, and other obligations of each
 5777 constituent organization that ceases to exist continue as
 5778 obligations of the surviving organization.

5779 (e) An action or proceeding pending by or against any
 5780 constituent organization that ceases to exist may be continued
 5781 as if the merger had not occurred.

5782 (f) Except as prohibited by other law, all of the rights,
 5783 privileges, immunities, powers, and purposes of each constituent
 5784 organization that ceases to exist vest in the surviving
 5785 organization.

5786 (g) Except as otherwise provided in the plan of merger,
 5787 the terms and conditions of the plan of merger take effect.

5788 (h) Except as otherwise agreed, if a constituent
 5789 partnership ceases to exist, the merger does not dissolve the
 5790 partnership for purposes of this act, and ss. 620.8801-620.8807
 5791 shall not apply.

5792 (i) Any amendments provided for in the certificate of
 5793 merger for the organizational document that created the
 5794 organization become effective.

5795 (2) A surviving organization that is a foreign
 5796 organization consents to the jurisdiction of the courts of this
 5797 state to enforce any obligation owed by a constituent
 5798 organization, if before the merger the constituent organization

5799 | was subject to suit in this state on the obligation. A surviving
 5800 | organization that is a foreign organization and not authorized
 5801 | to transact business in this state shall appoint the Department
 5802 | of State as its agent for service of process pursuant to the
 5803 | provisions of s. 48.181.

5804 | (3) A copy of the certificate of merger, certified by the
 5805 | Department of State, may be filed in any county of this state in
 5806 | which a constituent organization holds an interest in real
 5807 | property.

5808 | 620.8920 Restrictions on approval of conversions and
 5809 | mergers and on relinquishing limited liability partnership
 5810 | status.--

5811 | (1) If a partner of a converting or constituent
 5812 | partnership will have personal liability with respect to a
 5813 | converted or surviving organization, approval and amendment of a
 5814 | plan of conversion or merger are ineffective without the consent
 5815 | of the partner, unless:

5816 | (a) The partnership's partnership agreement provides for
 5817 | the approval of the conversion or merger with the consent of
 5818 | fewer than all the partners.

5819 | (b) The partner has consented to the provision of the
 5820 | partnership agreement.

5821 | (2) An amendment to a statement of qualification of a
 5822 | limited liability partnership which revokes its status as such
 5823 | is ineffective without the consent of each general partner
 5824 | unless:

5825 (a) The limited liability partnership's partnership
 5826 agreement provides for the amendment with the consent of less
 5827 than all its partners.

5828 (b) Each partner that does not consent to the amendment
 5829 has consented to the provision of the partnership agreement.

5830 (3) A partner does not give the consent required by
 5831 subsection (1) or subsection (2) merely by consenting to a
 5832 provision of the partnership agreement which permits the
 5833 partnership agreement to be amended with the consent of fewer
 5834 than all the partners.

5835 620.8921 Liability of a partner after conversion or
 5836 merger.--

5837 (1) A conversion or merger under this act does not
 5838 discharge any liability under ss. 620.8306 and 620.8703 of a
 5839 person that was a partner in or dissociated as a partner from a
 5840 converting or constituent partnership, but:

5841 (a) The provisions of this act pertaining to the
 5842 collection or discharge of the liability continue to apply to
 5843 the liability.

5844 (b) For the purposes of applying those provisions, the
 5845 converted or surviving organization is deemed to be the
 5846 converting or constituent partnership.

5847 (c) If a person is required to pay any amount under this
 5848 subsection:

5849 1. The person has a right of contribution from each other
 5850 person that was liable as a partner under s. 620.8306 when the
 5851 obligation was incurred and has not been released from the
 5852 obligation under s. 620.8703.

5853 2. Any such rights of contribution and the relative
 5854 amounts of contribution shall be determined and settled in the
 5855 same manner as provided in s. 620.8807(3).

5856 (2) In addition to any other liability provided by law:

5857 (a) A person that immediately before a conversion or
 5858 merger became effective was a partner in a converting or
 5859 constituent partnership that was not a limited liability
 5860 partnership is personally liable on a transaction entered into
 5861 by the converted or surviving organization with a third party
 5862 after the conversion or merger becomes effective, if, at the
 5863 time the third party enters into the transaction, the third
 5864 party:

5865 1. Does not have notice of the conversion or merger.

5866 2. Reasonably believes that:

5867 a. The converted or surviving business is the converting
 5868 or constituent partnership.

5869 b. The converting or constituent partnership is not a
 5870 limited liability limited partnership.

5871 c. The person is a partner in the converting or
 5872 constituent partnership.

5873 (b) A person that was dissociated as a partner from a
 5874 converting or constituent partnership before the conversion or
 5875 merger became effective is personally liable on a transaction
 5876 entered into by the converted or surviving organization with a
 5877 third party after the conversion or merger becomes effective,
 5878 if:

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5879 1. Immediately before the conversion or merger became
5880 effective the converting or surviving partnership was not a
5881 limited liability partnership.

5882 2. At the time the third party enters into the transaction
5883 fewer than 2 years have passed since the person dissociated as a
5884 partner, and the third party:

5885 a. Does not have notice of the dissociation.

5886 b. Does not have notice of the conversion or merger.

5887 c. Reasonably believes that the converted or surviving
5888 organization is the converting or constituent partnership, the
5889 converting or constituent limited partnership is not a limited
5890 liability partnership, and the person is a partner in the
5891 converting or constituent partnership.

5892 620.8922 Power of partners and persons dissociated as
5893 partners to bind organization after conversion or merger.--

5894 (1) An act of a person who immediately before a conversion
5895 or merger became effective was a partner in a converting or
5896 constituent partnership binds the converted or surviving
5897 organization after the conversion or merger becomes effective,
5898 if:

5899 (a) Before the conversion or merger became effective, the
5900 act would have bound the converting or constituent limited
5901 partnership under s. 620.8301.

5902 (b) At the time the third party enters into the
5903 transaction, the third party:

5904 1. Does not have notice of the conversion or merger.

5905 2. Reasonably believes that the converted or surviving
5906 business is the converting or constituent partnership and that

5907 the person is a partner in the converting or constituent
 5908 partnership.

5909 (2) An act of a person that before a conversion or merger
 5910 became effective was dissociated as a partner from a converting
 5911 or constituent partnership binds the converted or surviving
 5912 organization after the conversion or merger becomes effective,
 5913 if:

5914 (a) Before the conversion or merger became effective, the
 5915 act would have bound the converting or constituent partnership
 5916 under s. 620.8301 if the person had been a partner.

5917 (b) At the time the third party enters into the
 5918 transaction, fewer than 2 years have passed since the person
 5919 dissociated as a partner, and the third party:

- 5920 1. Does not have notice of the dissociation.
- 5921 2. Does not have notice of the conversion or merger.
- 5922 3. Reasonably believes that the converted or surviving
 5923 organization is the converting or constituent partnership and
 5924 that the person is a partner in the converting or constituent
 5925 partnership.

5926 (3) If a person having knowledge of the conversion or
 5927 merger causes a converted or surviving organization to incur an
 5928 obligation under subsection (1) or subsection (2), the person is
 5929 liable:

5930 (a) To the converted or surviving organization for any
 5931 damage caused to the organization arising from the obligation.

5932 (b) If another person is liable for the obligation, to
 5933 that other person for any damage caused to that other person
 5934 arising from the liability.

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5935 | 620.8923 Application of other laws to provisions governing
5936 | conversions and mergers.--

5937 | (1) The provisions of ss. 620.8911-620.8922 do not
5938 | preclude an entity from being converted or merged under other
5939 | law.

5940 | (2) The provisions of ss. 620.8911-620.8922 do not
5941 | authorize any act prohibited by any other applicable law or
5942 | change the requirements of any law or rule regulating a specific
5943 | organization or industry, including, but not limited to, a not-
5944 | for-profit organization, insurance, banking or investment
5945 | establishment, or other regulated business or activity.

5946 | Section 22. Subsection (1) of section 620.9104, Florida
5947 | Statutes, is amended to read:

5948 | 620.9104 Activities not constituting transacting
5949 | business.--

5950 | (1) Activities of a foreign limited liability partnership
5951 | which do not constitute transacting business within the meaning
5952 | of ss. 620.9101-620.9105 include, but are not limited to:

5953 | (a) Maintaining, defending, or settling an action or
5954 | proceeding.+

5955 | (b) Holding meetings of its partners or carrying on any
5956 | other activity concerning its internal affairs.+

5957 | (c) Maintaining ~~bank~~ accounts in financial institutions.+

5958 | (d) Maintaining offices or agencies for the transfer,
5959 | exchange, and registration of the partnership's own securities
5960 | or maintaining trustees or depositories with respect to those
5961 | securities.+

5962 | (e) Selling through independent contractors.+

5963 (f) Soliciting or obtaining orders, whether by mail or
5964 through employees or agents or otherwise, if the orders require
5965 acceptance outside this state before they become contracts.~~+~~

5966 (g) Creating or acquiring indebtedness, mortgages, or
5967 security interests in real or personal property.~~+~~

5968 (h) Securing or collecting debts or foreclosing mortgages
5969 or other security interests in property securing the debts, and
5970 holding, protecting, and maintaining property so acquired.~~+~~

5971 (i) Conducting an isolated transaction that is completed
5972 within 30 days and is not one in the course of similar
5973 transactions of like nature.~~+~~~~and~~

5974 (j) Transacting business in interstate commerce.

5975 (k) Owning and controlling a subsidiary corporation
5976 incorporated in or transacting business within this state or
5977 voting the stock of any corporation which it has lawfully
5978 acquired.

5979 (l) Owning a limited partnership interest in a limited
5980 partnership that is doing business within this state, unless
5981 such limited partner manages or controls the partnership or
5982 exercises the powers and duties of a general partner.

5983 (m) Owning, without more, real or personal property.

5984 Section 23. Subsections (2) and (7) of section 607.11101,
5985 Florida Statutes, are amended to read:

5986 607.11101 Effect of merger of domestic corporation and
5987 other business entity.--When a merger becomes effective:

5988 (2) The title to all real estate and other property, or
5989 any interest therein, owned by each domestic corporation and
5990 other business entity that is a party to the merger is vested in

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5991 the surviving entity without reversion or impairment. ~~The~~
 5992 ~~surviving entity shall record a certified copy of the articles~~
 5993 ~~of merger in any county in which a merging entity holds an~~
 5994 ~~interest in real property.~~

5995 (7) The shares, partnership interests, interests,
 5996 obligations, or other securities, and the rights to acquire
 5997 shares, partnership interests, interests, obligations, or other
 5998 securities, of each domestic corporation and other business
 5999 entity that is a party to the merger shall be converted into
 6000 shares, partnership interests, interests, obligations, or other
 6001 securities, or rights to such securities, of the surviving
 6002 entity or any other domestic corporation or other business
 6003 entity or, in whole or in part, into cash or other property as
 6004 provided in the plan of merger, and the former holders of
 6005 shares, partnership interests, interests, obligations, or other
 6006 securities, or rights to such securities, shall be entitled only
 6007 to the rights provided in the plan of merger and to their
 6008 appraisal rights, if any, under ss. 607.1301-607.1333, ss.
 6009 608.4351-608.43595, ss. 620.2114-620.2124 ~~s. 608.4384, s.~~
 6010 ~~620.205~~, or other applicable law.

6011 Section 24. Effective January 1, 2006:

6012 (1) Section 608.4384, Florida Statutes, is repealed.

6013 (2) Sections 620.101, 620.102, 620.103, 620.105, 620.1051,
 6014 620.106, 620.107, 620.108, 620.109, 620.112, 620.113, 620.114,
 6015 620.115, 620.116, 620.117, 620.118, 620.119, 620.122, 620.123,
 6016 620.124, 620.125, 620.126, 620.127, 620.128, 620.129, 620.132,
 6017 620.133, 620.134, 620.135, 620.136, 620.137, 620.138, 620.139,
 6018 620.142, 620.143, 620.144, 620.145, 620.146, 620.147, 620.148,

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6019 620.149, 620.152, 620.153, 620.154, 620.155, 620.156, 620.157,
 6020 620.158, 620.159, 620.162, 620.163, 620.164, 620.165, 620.166,
 6021 620.167, 620.168, 620.169, 620.172, 620.173, 620.174, 620.175,
 6022 620.176, 620.177, 620.178, 620.179, 620.182, 620.1835, 620.184,
 6023 620.185, 620.186, 620.187, 620.192, 620.201, 620.202, 620.203,
 6024 620.204, and 620.205, Florida Statutes, are repealed.

6025 (3) Sections 620.8901, 620.8902, 620.8903, 620.8904,
 6026 620.8905, 620.8906, 620.8907, and 620.8908, Florida Statutes,
 6027 are repealed.

6028 Section 25. Except as otherwise provided herein, this act
 6029 shall take effect January 1, 2006.