

1                                   A bill to be entitled  
2       An act relating to the Uniform Commercial Code; amending  
3       s. 15.16, F.S.; removing provision requiring certain  
4       records to be filed with the Department of State; amending  
5       s. 285.20, F.S.; requiring the governing body of the  
6       Seminole Tribe of Florida or the Miccosukee Tribe of  
7       Indians to file certain records with the central filing  
8       office; amending s. 671.101, F.S.; providing scope of  
9       chapter and a short title; amending s. 671.102, F.S.;  
10      authorizing certain timeframes to be fixed by agreement;  
11      amending s. 671.106, F.S.; making editorial changes;  
12      amending s. 671.107, F.S.; providing for the discharge of  
13      a claim or right under certain circumstances; amending s.  
14      671.201, F.S.; providing, revising, and deleting  
15      definitions; amending ss. 671.202 and 671.203, F.S.;  
16      making editorial changes; amending s. 671.204, F.S.;  
17      revising criteria determining when an action is taken  
18      within a reasonable time and seasonably; amending s.  
19      671.205, F.S.; defining "course of performance"; revising  
20      the definition of "course of dealing"; providing that  
21      course of performance and course of dealing may be used  
22      for certain purposes; revising uses for express terms of  
23      an agreement; specifying when course of performance,  
24      course of dealing, or usage of trade prevails; providing  
25      that course of performance is relevant to show a waiver or  
26      modification in certain circumstances; repealing s.  
27      671.206, F.S., relating to statute of frauds for kinds of  
28      personal property not otherwise covered; amending s.

29 | 671.208, F.S.; making editorial changes; creating s.  
30 | 671.209, F.S.; providing definitions; specifying when  
31 | notice, knowledge, or notification becomes effective with  
32 | the exercise of due diligence; creating s. 671.210, F.S.;  
33 | providing that whenever the code creates certain  
34 | presumptions, the trier of fact must find the existence of  
35 | the fact presumed unless and until evidence is introduced  
36 | that supports a finding of its nonexistence; creating s.  
37 | 671.211, F.S.; providing in what instances a person gives  
38 | value for rights; creating s. 671.212, F.S.; providing  
39 | that the code modifies, limits, and supersedes certain  
40 | provisions of the federal Electronic Signatures in Global  
41 | and National Commerce Act; creating s. 671.213, F.S.;  
42 | authorizing the subordination of certain obligations;  
43 | amending s. 671.301, F.S.; revising the effective date of  
44 | the act; amending s. 679.5011, F.S.; providing a  
45 | definition for "Florida Secured Transaction Registry";  
46 | requires certain financial statements to be filed with the  
47 | central filing office; authorizing the registry to certify  
48 | a copy of certain financing statements; amending s.  
49 | 679.525, F.S.; reducing the amount of certain processing  
50 | fees; authorizing the registry to use the fees collected  
51 | to fund its operations; repealing s. 15.091, F.S.,  
52 | relating to processing fees for filing certain statements  
53 | under ch. 679, F.S.; repealing s. 679.521, F.S., relating  
54 | to the uniform form of written financing statements and  
55 | amendments; repealing s. 679.526, F.S., relating to  
56 | filing-office rules; repealing s. 679.527, F.S., relating

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57 to the Florida Secured Transaction Registry; amending ss.  
58 319.27, 559.9232, 563.022, 668.50, 670.106, 670.204,  
59 675.102, 679.1021, 679.5021, 679.512, 679.516, 679.519,  
60 679.520, 679.523, 680.1031, 680.518, 680.519, 680.527, and  
61 680.528, F.S.; conforming cross-references; amending s.  
62 713.901, F.S.; specifying fees under the Florida Uniform  
63 Federal Lien Registration Act previously provided through  
64 cross-reference; reducing a fee and deleting a cross-  
65 reference to conform to changes made by the act; providing  
66 an effective date.

67  
68 Be It Enacted by the Legislature of the State of Florida:

69  
70 Section 1. Subsection (3) of section 15.16, Florida  
71 Statutes, is amended to read:

72 15.16 Reproduction of records; admissibility in evidence;  
73 electronic receipt and transmission of records; certification;  
74 acknowledgment.--

75 (3) The Department of State may cause to be received  
76 electronically any records that are required to be filed with it  
77 pursuant to chapter 55, chapter 606, chapter 607, chapter 608,  
78 chapter 617, chapter 620, chapter 621, ~~chapter 679~~, chapter 713,  
79 or chapter 865, through facsimile or other electronic transfers,  
80 for the purpose of filing such records. The originals of all  
81 such electronically transmitted records must be executed in the  
82 manner provided in paragraph (5) (b). The receipt of such  
83 electronic transfer constitutes delivery to the department as  
84 required by law.

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85 Section 2. Subsection (1) of section 285.20, Florida  
 86 Statutes, is amended to read:

87 285.20 Tribal Secured Transactions Filing Offices.--

88 (1) If the governing body of the Seminole Tribe of Florida  
 89 or the governing body of the Miccosukee Tribe of Indians adopts  
 90 or enacts a law or ordinance governing secured transactions  
 91 arising within or relating to the reservation of such tribe in  
 92 this state, and if such tribal law or ordinance authorizes  
 93 financing statements and other records relating to secured  
 94 transactions to be filed:

95 (a) With the ~~Department of State or such other~~ central  
 96 filing office ~~as may be established from time to time under the~~  
 97 ~~Uniform Commercial Code of this state~~, then the ~~Department of~~  
 98 ~~State or other~~ central filing office, ~~including any private~~  
 99 ~~secured transaction registry that may be designated as such in~~  
 100 ~~this state~~, shall accept and process such filings made under the  
 101 tribal secured transactions law in accordance with this section  
 102 and the provisions of chapter 679; or

103 (b) With the office of the clerk of circuit court in any  
 104 county of this state in which the tribal secured transactions  
 105 law requires a local filing, then such county filing office  
 106 shall accept and process such filings made under such tribal law  
 107 in accordance with this section and the provisions of chapter  
 108 28.

109 Section 3. Section 671.101, Florida Statutes, is amended  
 110 to read:

111 671.101 Short title; scope of chapter.--

112       (1) Chapters 670-680 may be cited as the "Uniform  
113 Commercial Code."

114       (2) This chapter applies to a transaction to the extent  
115 that it is governed by another chapter of this code and may be  
116 cited as the "Uniform Commercial Code--General Provisions."

117       Section 4. Section 671.102, Florida Statutes, is amended  
118 to read:

119       671.102 Purposes; rules of construction; variation by  
120 agreement.--

121       (1) This code shall be liberally construed and applied to  
122 promote its underlying purposes and policies, which-

123       ~~(2) Underlying purposes and policies of this code are:~~

124       (a) To simplify, clarify, and modernize the law governing  
125 commercial transactions.‡

126       (b) To permit the continued expansion of commercial  
127 practices through custom, usage, and agreement of the parties.‡

128       (c) To make uniform the law among the various  
129 jurisdictions.

130       (2) (a) (3) Except as otherwise provided in this code, the  
131 effect of provisions of this code may be varied by agreement.‡  
132 ~~except as otherwise provided in this code and except that~~

133       (b) The obligations of good faith, diligence,  
134 reasonableness, and care prescribed by this code may not be  
135 disclaimed by agreement, but the parties may by agreement  
136 determine the standards by which the performance of such  
137 obligations is to be measured if such standards are not  
138 manifestly unreasonable. Whenever this code requires an action

139 to be taken within a reasonable time, a time that is not  
 140 manifestly unreasonable may be fixed by agreement.

141 (c)(4) The presence in certain provisions of this code of  
 142 the words "unless otherwise agreed" or words of similar import  
 143 does not imply that the effect of other provisions may not be  
 144 varied by agreement under this subsection ~~(3)~~.

145 (3)(5) In this code, unless the context otherwise  
 146 requires:

147 (a) Words in the singular ~~number~~ include the plural, and  
 148 words in the plural include the singular.~~†~~

149 ~~(b) Gender-specific language includes the other gender and~~  
 150 ~~neuter, and when the sense so indicates~~ Words of either the  
 151 ~~neuter~~ gender also may refer to any other any gender.

152 Section 5. Subsection (1) of section 671.106, Florida  
 153 Statutes, is amended to read:

154 671.106 Remedies to be liberally administered.--

155 (1) The remedies provided by this code must ~~shall~~ be  
 156 liberally administered to the end that the aggrieved party may  
 157 be put in as good a position as if the other party had fully  
 158 performed, but neither consequential or special nor penal  
 159 damages may be had except as specifically provided in this code  
 160 or by other rule of law.

161 Section 6. Section 671.107, Florida Statutes, is amended  
 162 to read:

163 671.107 Waiver or renunciation of claim or right after  
 164 breach.--A Any claim or right arising out of an alleged breach  
 165 can be discharged in whole or in part without consideration by

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166 agreement of a written waiver or renunciation signed and  
 167 delivered by the aggrieved party in an authenticated record.

168 Section 7. Section 671.201, Florida Statutes, is amended  
 169 to read:

170 671.201 General definitions.--Unless the context otherwise  
 171 requires, words or phrases defined in this section, or in the  
 172 additional definitions contained in other chapters of this code  
 173 that apply to particular chapters or parts thereof, have the  
 174 meanings stated. Subject to ~~additional~~ definitions contained in  
 175 other the subsequent chapters of this code that apply which are  
 176 applicable to particular specific chapters or parts thereof, ~~and~~  
 177 ~~unless the context otherwise requires, in this code:~~

178 (1) "Action," in the sense of a judicial proceeding,  
 179 includes recoupment, counterclaim, setoff, suit in equity, and  
 180 any other proceedings in which rights are determined.

181 (2) "Aggrieved party" means a party entitled to pursue  
 182 ~~resort to~~ a remedy.

183 (3) "Agreement," as distinguished from "contract," means  
 184 the bargain of the parties in fact, as found in their language  
 185 or inferred by implication from other circumstances, including  
 186 course of dealing, ~~or~~ usage of trade, or course of performance  
 187 as provided in ~~this code~~ (ss. 671.205 and 672.208). ~~Whether an~~  
 188 ~~agreement has legal consequences is determined by the provisions~~  
 189 ~~of this code, if applicable, otherwise by the law of contracts~~  
 190 ~~(s. 671.103). (Compare "contract.")~~

191 (4) "Bank" means a any person engaged in the business of  
 192 banking and includes a savings bank, a savings and loan  
 193 association, a credit union, and a trust company.

194 (5) "Bearer" means a ~~the~~ person in possession of a  
 195 negotiable ~~an~~ instrument, document of title, or certificated  
 196 security that is payable to bearer or indorsed in blank.

197 (6) "Bill of lading" means a document evidencing the  
 198 receipt of goods for shipment issued by a person engaged in the  
 199 business of transporting or forwarding goods, ~~and includes an~~  
 200 ~~airbill. "Airbill" means a document serving for air~~  
 201 ~~transportation as a bill of lading does for marine or rail~~  
 202 ~~transportation, and includes an air consignment note or air~~  
 203 ~~waybill.~~

204 (7) "Branch" includes a separately incorporated foreign  
 205 branch of a bank.

206 (8) "Burden of establishing" a fact means the burden of  
 207 persuading the triers of fact that the existence of the fact is  
 208 more probable than its nonexistence.

209 (9) "Buyer in ordinary course of business" means a person  
 210 who, in ordinary course, buys goods in good faith, without  
 211 knowledge that the sale violates the rights of another person in  
 212 the goods, ~~and in the ordinary course~~ from a person, other than  
 213 a pawnbroker, in the business of selling goods of that kind. A  
 214 person buys goods in ~~the~~ ordinary course if the sale to the  
 215 person comports with the usual or customary practices in the  
 216 kind of business in which the seller is engaged or with the  
 217 seller's own usual or customary practices. A person who sells  
 218 oil, gas, or other minerals at the wellhead or minehead is a  
 219 person in the business of selling goods of that kind. A buyer in  
 220 ~~the~~ ordinary course of business may buy for cash, by exchange of  
 221 other property, or on secured or unsecured credit and may



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222 acquire goods or documents of title under a preexisting contract  
223 for sale. Only a buyer who takes possession of the goods or has  
224 a right to recover the goods from the seller under chapter 672  
225 may be a buyer in ~~the~~ ordinary course of business. "Buyer in  
226 ordinary course of business" does not include a person who  
227 acquires goods in a transfer in bulk or as security for or in  
228 total or partial satisfaction of a money debt ~~is not a buyer in~~  
229 ~~the ordinary course of business.~~

230 (10) ~~A term or clause is~~ "Conspicuous," with reference to  
231 a term, means ~~when it is~~ so written, displayed, or presented  
232 that a reasonable person against whom it is to operate ought to  
233 have noticed it. Whether a term is "conspicuous" is a decision  
234 for the court. Conspicuous terms include the following:

235 (a) ~~A printed~~ heading in capitals in a size equal to or  
236 larger than that of the surrounding text or in a ~~(as+~~  
237 ~~NONNEGOTIABLE BILL OF LADING)~~ is conspicuous. Language in the  
238 body of a form is conspicuous if it is in larger or other  
239 contrasting type, font, or color in contrast to the surrounding  
240 text of the same or lesser size.

241 (b) Language in the body of a record or display in type  
242 larger than that of the surrounding text; in a type, font, or  
243 color in contrast to the surrounding text of the same size; or  
244 set off from surrounding text of the same size by symbols or  
245 other marks that call attention to the language. ~~But in a~~  
246 telegram any stated term is conspicuous. ~~Whether a term or~~  
247 clause is conspicuous or not is for decision by the court.

248           (11) "Consumer" means an individual who enters into a  
 249 transaction primarily for personal, family, or household  
 250 purposes.

251           (12)~~(11)~~ "Contract," as distinguished from "agreement,"  
 252 means the total legal obligation that ~~which~~ results from the  
 253 parties' agreement as determined ~~affected~~ by this code and as  
 254 supplemented by any other applicable laws ~~rules of law.~~ ~~(Compare~~  
 255 ~~"agreement.")~~

256           (13)~~(12)~~ "Creditor" includes a general creditor, a secured  
 257 creditor, a lien creditor, and any representative of creditors,  
 258 including an assignee for the benefit of creditors, a trustee in  
 259 bankruptcy, a receiver in equity, and an executor or  
 260 administrator of an insolvent debtor's or assignor's estate.

261           (14)~~(13)~~ "Defendant" includes a person in the position of  
 262 defendant in a ~~cross-action or~~ counterclaim, cross-claim, or  
 263 third-party claim.

264           (15)~~(14)~~ "Delivery," with respect to an instrument  
 265 ~~instruments, document documents~~ of title, or chattel paper, ~~or~~  
 266 ~~eertificated securities~~ means voluntary transfer of possession.

267           (16)~~(15)~~ "Document of title" includes bill of lading, dock  
 268 warrant, dock receipt, warehouse receipt or order for the  
 269 delivery of goods, and ~~also~~ any other document that ~~which~~ in the  
 270 regular course of business or financing is treated as adequately  
 271 evidencing that the person in possession of it is entitled to  
 272 receive, hold, and dispose of the document and the goods it  
 273 covers. To be a document of title, a document must purport to be  
 274 issued by or addressed to a bailee and purport to cover goods in

275 the bailee's possession that ~~which~~ are either identified or are  
 276 fungible portions of an identified mass.

277 (17)~~(16)~~ "Fault" means a default, breach, or wrongful act  
 278 or, omission ~~or breach~~.

279 (18)~~(17)~~ "Fungible goods" ~~with respect to goods or~~  
 280 ~~securities~~ means:

281 (a) Goods ~~or securities~~ of which any unit ~~is~~, by nature or  
 282 usage of trade, is the equivalent of any other like unit; ~~or~~

283 (b) Goods ~~which are not fungible shall be deemed fungible~~  
 284 ~~for the purposes of this code to the extent that~~, by under a  
 285 ~~particular agreement, or document unlike units~~ are treated as  
 286 equivalents.

287 (19)~~(18)~~ "Genuine" means free of forgery or  
 288 counterfeiting.

289 (20)~~(19)~~ "Good faith," except as otherwise provided in  
 290 this code, means honesty in fact and in the observance of  
 291 reasonable commercial standards of fair dealing ~~conduct or~~  
 292 ~~transaction concerned~~.

293 (21)~~(20)~~ "Holder," ~~with respect to a negotiable~~  
 294 ~~instrument,~~ means:

295 (a) The person in possession of a negotiable ~~if the~~  
 296 instrument that is payable either to bearer or, ~~in the case of~~  
 297 ~~an instrument payable~~ to an identified person that is, ~~if the~~  
 298 ~~identified person is~~ in possession; ~~or~~. "Holder," ~~with respect~~  
 299 ~~to a document of title,~~ means

300 (b) The person in possession of a document of title if the  
 301 goods are deliverable either to bearer or to the order of the  
 302 person in possession.

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303       ~~(21) To "honor" is to pay or to accept and pay, or where a~~  
304 ~~credit so engages to purchase or discount a draft complying with~~  
305 ~~the terms of the credit.~~

306       (22) "Insolvency proceeding ~~proceedings~~" includes an any  
307 assignment for the benefit of creditors or other proceeding  
308 ~~proceedings~~ intended to liquidate or rehabilitate the estate of  
309 the person involved.

310       (23) ~~A person is~~ "Insolvent" means:

311       (a) Having ~~who either has~~ ceased to pay his or her debts  
312 in the ordinary course of business other than as a result of a  
313 bona fide dispute;

314       (b) Being unable to ~~or cannot~~ pay his or her debts as they  
315 become due; or

316       (c) Being ~~is~~ insolvent within the meaning of the Federal  
317 Bankruptcy Law.

318       (24) "Money" means a medium of exchange currently  
319 authorized or adopted by a domestic or foreign government. The  
320 term ~~and~~ includes a monetary unit of account established by an  
321 intergovernmental organization or by agreement between two or  
322 more countries ~~nations~~.

323       ~~(25) A person has "notice" of a fact when~~

324       ~~(a) He or she has actual knowledge of it; or~~

325       ~~(b) He or she has received a notice or notification of it;~~

326 ~~or~~

327       ~~(c) From all the facts and circumstances known to the~~  
328 ~~person at the time in question he or she has reason to know that~~  
329 ~~it exists.~~

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331 ~~A person "knows" or has "knowledge" of a fact when he or she has~~  
332 ~~actual knowledge of it. "Discover" or "learn" or a word or~~  
333 ~~phrase of similar import refers to knowledge rather than to~~  
334 ~~reason to know. The time and circumstances under which a notice~~  
335 ~~or notification may cease to be effective are not determined by~~  
336 ~~this code.~~

337 ~~(26) A person "notifies" or "gives" a notice or~~  
338 ~~notification to another by taking such steps as may be~~  
339 ~~reasonably required to inform the other in ordinary course~~  
340 ~~whether or not such other actually comes to know of it. A person~~  
341 ~~"receives" a notice or notification when~~

342 ~~(a) It comes to his or her attention; or~~

343 ~~(b) It is duly delivered at the place of business through~~  
344 ~~which the contract was made or at any other place held out by~~  
345 ~~the person as the place for receipt of such communications.~~

346 ~~(27) Notice, knowledge or a notice or notification~~  
347 ~~received by an organization is effective for a particular~~  
348 ~~transaction from the time when it is brought to the attention of~~  
349 ~~the individual conducting that transaction, and in any event~~  
350 ~~from the time when it would have been brought to his or her~~  
351 ~~attention if the organization had exercised due diligence. An~~  
352 ~~organization exercises due diligence if it maintains reasonable~~  
353 ~~routines for communicating significant information to the person~~  
354 ~~conducting the transaction and there is reasonable compliance~~  
355 ~~with the routines. Due diligence does not require an individual~~  
356 ~~acting for the organization to communicate information unless~~  
357 ~~such communication is part of his or her regular duties or~~  
358 ~~unless the individual has reason to know of the transaction and~~

359 ~~that the transaction would be materially affected by the~~  
 360 ~~information.~~

361 (25)~~(28)~~ "Organization" means a person other than an  
 362 individual includes a corporation, government or governmental  
 363 subdivision or agency, business trust, estate, trust,  
 364 partnership or association, two or more persons having a joint  
 365 or common interest, or any other legal or commercial entity.

366 (26)~~(29)~~ "Party," as distinguished ~~distinct~~ from "third  
 367 party," means a person who has engaged in a transaction or made  
 368 an agreement subject to ~~within~~ this code.

369 (27)~~(30)~~ "Person" means ~~includes~~ an individual,  
 370 corporation, business trust, estate, trust, partnership, limited  
 371 liability company, association, joint venture, government,  
 372 governmental subdivision, agency, or instrumentality, public  
 373 corporation, or any other legal or commercial entity ~~or an~~  
 374 ~~organization (see s. 671.102).~~

375 (28) "Present value" means the amount as of a date certain  
 376 of one or more sums payable in the future, discounted to the  
 377 date certain by use of either an interest rate specified by the  
 378 parties if that rate is not manifestly unreasonable at the time  
 379 the transaction is entered into or, if an interest rate is not  
 380 so specified, a commercially reasonable rate that takes into  
 381 account the facts and circumstances at the time the transaction  
 382 is entered into.

383 ~~(31)~~ "Presumption" or "presumed" ~~means that the trier of~~  
 384 ~~fact must find the existence of the fact presumed unless and~~  
 385 ~~until evidence is introduced which would support a finding of~~  
 386 ~~its nonexistence.~~

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387        ~~(29)(32)~~ "Purchase" means ~~includes~~ taking by sale, lease,  
388 discount, negotiation, mortgage, pledge, lien, security  
389 interest, issue or reissue, gift, or any other voluntary  
390 transaction creating an interest in property.

391        ~~(30)(33)~~ "Purchaser" means a person who takes by purchase.

392        ~~(31)~~ "Record" means information that is inscribed on a  
393 tangible medium or that is stored in an electronic or other  
394 medium and is retrievable in perceivable form.

395        ~~(32)(34)~~ "Remedy" means any remedial right to which an  
396 aggrieved party is entitled with or without resort to a  
397 tribunal.

398        ~~(33)(35)~~ "Representative" means a person empowered to act  
399 for another, including ~~includes~~ an agent, an officer of a  
400 corporation or association, and a trustee, executor, or  
401 administrator of an estate, ~~or any other person empowered to act~~  
402 ~~for another.~~

403        ~~(34)(36)~~ "Right Rights" includes remedy remedies.

404        ~~(35)(37)~~ "Security interest" means an interest in personal  
405 property or fixtures which secures payment or performance of an  
406 obligation. "Security interest" ~~The term also~~ includes any  
407 interest of a consignor and a buyer of accounts, chattel paper,  
408 a payment intangible, or a promissory note in a transaction that  
409 ~~which~~ is subject to chapter 679. "Security interest" does not  
410 include the special property interest of a buyer of goods on  
411 identification of those goods to a contract for sale under s.  
412 672.401 ~~is not a security interest,~~ but a buyer may also acquire  
413 a security interest by complying with chapter 679. Except as  
414 otherwise provided in s. 672.505, the right of a seller or

415 | lessor of goods under chapter 672 or chapter 680 to retain or  
 416 | acquire possession of the goods is not a security interest, but  
 417 | a seller or lessor may also acquire a security interest by  
 418 | complying with chapter 679. The retention or reservation of  
 419 | title by a seller of goods, notwithstanding shipment or delivery  
 420 | to the buyer under ~~(s. 672.401)~~, is limited in effect to a  
 421 | reservation of a security interest. Whether a transaction in the  
 422 | form of a lease creates a ~~lease or~~ security interest is  
 423 | determined by the facts of each case; however:

424 |       (a) A transaction in the form of a lease creates a  
 425 | security interest if the consideration that the lessee is to pay  
 426 | the lessor for the right to possession and use of the goods is  
 427 | an obligation for the term of the lease not subject to  
 428 | termination by the lessee, ~~and:~~

429 |           1. The original term of the lease is equal to or greater  
 430 | than the remaining economic life of the goods;

431 |           2. The lessee is bound to renew the lease for the  
 432 | remaining economic life of the goods or is bound to become the  
 433 | owner of the goods;

434 |           3. The lessee has an option to renew the lease for the  
 435 | remaining economic life of the goods for no additional  
 436 | consideration or nominal additional consideration upon  
 437 | compliance with the lease agreement; or

438 |           4. The lessee has an option to become the owner of the  
 439 | goods for no additional consideration or nominal additional  
 440 | consideration upon compliance with the lease agreement.

441 |       (b) A transaction does not create a security interest  
 442 | merely because ~~it provides that:~~



443 1. The present value of the consideration the lessee is  
 444 obligated to pay the lessor for the right to possession and use  
 445 of the goods is substantially equal to or is greater than the  
 446 fair market value of the goods at the time the lease is entered  
 447 into;

448 2. The lessee assumes the risk of loss of the goods ~~or~~  
 449 ~~agrees to pay taxes; insurance; filing, recording, or~~  
 450 ~~registration fees; or service or maintenance costs with respect~~  
 451 ~~to the goods;~~

452 3. The lessee agrees to pay, with respect to the goods,  
 453 taxes; insurance; filing, recording, or registration fees; or  
 454 service or maintenance costs;

455 ~~4.3.~~ The lessee has an option to renew the lease or to  
 456 become the owner of the goods;

457 ~~5.4.~~ The lessee has an option to renew the lease for a  
 458 fixed rent that is equal to or greater than the reasonably  
 459 predictable fair market rent for the use of the goods for the  
 460 term of the renewal at the time the option is to be performed;  
 461 or

462 ~~6.5.~~ The lessee has an option to become the owner of the  
 463 goods for a fixed price that is equal to or greater than the  
 464 reasonably predictable fair market value of the goods at the  
 465 time the option is to be performed.

466 (c) ~~For purposes of this subsection:~~

467 ~~1.~~ Additional consideration is ~~not~~ nominal if it is less  
 468 than the lessee's reasonably predictable cost of performing  
 469 under the lease agreement if the option is not exercised.

470 Additional consideration is not nominal if:

471           1. When the option to renew the lease is granted to the  
 472 lessee, the rent is stated to be the fair market rent for the  
 473 use of the goods for the term of the renewal determined at the  
 474 time the option is to be performed; or if,

475           2. When the option to become the owner of the goods is  
 476 granted to the lessee, the price is stated to be the fair market  
 477 value of the goods determined at the time the option is to be  
 478 performed. ~~Additional consideration is nominal if it is less~~  
 479 ~~than the lessee's reasonably predictable cost of performing~~  
 480 ~~under the lease agreement if the option is not exercised.~~

481           (d)2. ~~The "Reasonably predictable" and "remaining economic~~  
 482 ~~life of the goods" and "reasonably predictable" fair market~~  
 483 ~~rent, fair market value, or cost of performing under the lease~~  
 484 ~~agreement must~~ are to be determined with reference to the facts  
 485 and circumstances at the time the transaction is entered into.

486           ~~3. "Present value" means the amount as of a date certain~~  
 487 ~~of one or more sums payable in the future, discounted to the~~  
 488 ~~date certain. The discount is determined by the interest rate~~  
 489 ~~specified by the parties if the rate is not manifestly~~  
 490 ~~unreasonable at the time the transaction is entered into;~~  
 491 ~~otherwise, the discount is determined by a commercially~~  
 492 ~~reasonable rate that takes into account the facts and~~  
 493 ~~circumstances of each case at the time the transaction was~~  
 494 ~~entered into.~~

495           (36)(38) "Send," in connection with a any writing, record,  
 496 or notice, means:

497           (a) To deposit in the mail or deliver for transmission by  
 498 any other usual means of communication with postage or cost of

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499 transmission provided for and properly addressed and, in the  
 500 case of an instrument, to an address specified thereon or  
 501 otherwise agreed, or, if there be none, to any address  
 502 reasonable under the circumstances; or-

503 (b) In any other way to cause to be received ~~The receipt~~  
 504 ~~of any record writing~~ or notice within the time ~~at which~~ it  
 505 would have arrived if properly sent ~~has the effect of a proper~~  
 506 ~~sending.~~

507 ~~(37)(39)~~ "Signed" means bearing ~~includes~~ any symbol  
 508 executed or adopted by a party with present intention to adopt  
 509 or accept ~~authenticate~~ a writing.

510 (38) "State" means a state of the United States, the  
 511 District of Columbia, Puerto Rico, the United States Virgin  
 512 Islands, or any territory or insular possession subject to the  
 513 jurisdiction of the United States.

514 ~~(39)(40)~~ "Surety" includes a guarantor or other secondary  
 515 obligor.

516 ~~(41)~~ ~~"Telegram" includes a message transmitted by radio,~~  
 517 ~~teletype, cable, any mechanical method of transmission, or the~~  
 518 ~~like.~~

519 ~~(40)(42)~~ "Term" means a ~~that~~ portion of an agreement that  
 520 ~~which~~ relates to a particular matter.

521 ~~(41)(43)~~ "Unauthorized" signature" means a signature ~~one~~  
 522 made without actual, implied, or apparent authority. The term  
 523 ~~and~~ includes a forgery.

524 ~~(44)~~ ~~"Value." Except as otherwise provided with respect to~~  
 525 ~~negotiable instruments and bank collections (ss. 673.3031,~~

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526 ~~674.2101, and 674.2111), a person gives value for rights if he~~  
527 ~~or she acquires them:~~

528 ~~(a) In return for a binding commitment to extend credit or~~  
529 ~~for the extension of immediately available credit whether or not~~  
530 ~~drawn upon and whether or not a charge back is provided for in~~  
531 ~~the event of difficulties in collection;~~

532 ~~(b) As security for or in total or partial satisfaction of~~  
533 ~~a preexisting claim;~~

534 ~~(c) By accepting delivery pursuant to a preexisting~~  
535 ~~contract for purchase; or~~

536 ~~(d) Generally, in return for any consideration sufficient~~  
537 ~~to support a simple contract.~~

538 ~~(42)(45)~~ (42) "Warehouse receipt" means a ~~written~~ receipt ~~or an~~  
539 ~~electronic notification of receipt~~ issued by a person engaged in  
540 the business of storing goods for hire.

541 ~~(43)(46)~~ (43) "Written" or "Writing" includes printing,  
542 typewriting, or any other intentional reduction to tangible  
543 form. "Written" has a corresponding meaning.

544 Section 8. Section 671.202, Florida Statutes, is amended  
545 to read:

546 671.202 Prima facie evidence by third-party documents.--A  
547 document in due form purporting to be a bill of lading, policy  
548 or certificate of insurance, official weigher's or inspector's  
549 certificate, consular invoice, or any other document authorized  
550 or required by the contract to be issued by a third party is  
551 ~~shall be~~ prima facie evidence of its own authenticity and  
552 genuineness and of the facts stated in the document by the third  
553 party.

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554 Section 9. Section 671.203, Florida Statutes, is amended  
555 to read:

556 671.203 Obligation of good faith.--Every contract or duty  
557 within this code imposes an obligation of good faith in its  
558 performance and ~~or~~ enforcement.

559 Section 10. Section 671.204, Florida Statutes, is amended  
560 to read:

561 671.204 Actions taken within Time, reasonable time;  
562 "seasonably."--

563 (1) Whether a time for taking an action required by  
564 ~~Whenever this code is requires any action to be taken within a~~  
565 ~~reasonable time, any time which is not manifestly unreasonable~~  
566 ~~may be fixed by agreement.~~

567 ~~(2) What is a reasonable time for taking any action~~  
568 ~~depends on the nature, purpose, and circumstances of the such~~  
569 ~~action.~~

570 ~~(2)(3)~~ An action is taken "seasonably" if when it is taken  
571 at or within the time agreed or, if no time is agreed, at or  
572 within a reasonable time.

573 Section 11. Section 671.205, Florida Statutes, is amended  
574 to read:

575 671.205 Course of performance; course of dealing; and  
576 usage of trade.--

577 (1) A "course of performance" is a sequence of conduct  
578 between the parties to a particular transaction that exists if:

579 (a) The agreement of the parties with respect to the  
580 transaction involves repeated occasions for performance by a  
581 party; and

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582        (b) The other party, with knowledge of the nature of the  
583 performance and opportunity for objection to it, accepts the  
584 performance or acquiesces in it without objection.

585        (2)~~(1)~~ A "course of dealing" is a sequence of ~~previous~~  
586 conduct concerning previous transactions between the parties to  
587 a particular transaction that ~~which~~ is fairly to be regarded as  
588 establishing a common basis of understanding for interpreting  
589 their expressions and other conduct.

590        (3)~~(2)~~ A "usage of trade" is any practice or method of  
591 dealing having such regularity of observance in a place,  
592 vocation, or trade as to justify an expectation that it will be  
593 observed with respect to the transaction in question. The  
594 existence and scope of such a usage are to be proved as facts.  
595 If it is established that such a usage is embodied in a written  
596 trade code or similar record, ~~writing~~ the interpretation of the  
597 record ~~writing~~ is a question of law ~~for the court~~.

598        (4)~~(3)~~ A course of performance or a course of dealing  
599 between the parties or ~~and any~~ usage of trade in the vocation or  
600 trade in which they are engaged or of which they are or should  
601 be aware is relevant in ascertaining the ~~give particular~~ meaning  
602 of the parties' to and supplement or qualify terms of an  
603 agreement, may give particular meaning to specific terms of the  
604 agreement, and may supplement or qualify the terms of the  
605 agreement. A usage of trade applicable in the place in which  
606 part of the performance under the agreement is to occur may be  
607 so utilized as to that part of the performance.

608        (5)~~(4)~~ Except as otherwise provided in subsection (6), the  
609 express terms of an agreement and any ~~an~~ applicable course of

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610 performance, course of dealing, or usage of trade ~~must shall~~ be  
 611 construed whenever ~~wherever~~ reasonable as consistent with each  
 612 other. ~~If, but when~~ such a construction is unreasonable:

613 (a) Express terms prevail over ~~control both~~ course of  
 614 performance, course of dealing, and usage of trade;

615 (b) Course of performance prevails over course of dealing  
 616 and usage of trade; and

617 (c) Course of dealing prevails over ~~controls~~ usage of  
 618 trade.

619 (6) A course of performance is relevant to show a waiver  
 620 or modification of any term inconsistent with the course of  
 621 performance.

622 ~~(5) An applicable usage of trade in the place where any~~  
 623 ~~part of performance is to occur shall be used in interpreting~~  
 624 ~~the agreement as to that part of the performance.~~

625 (7)-(6) Evidence of a relevant usage of trade offered by  
 626 one party is not admissible unless that party ~~and until he or~~  
 627 ~~she~~ has given the other party ~~such~~ notice that ~~as~~ the court  
 628 finds sufficient to prevent unfair surprise to the other party  
 629 ~~latter.~~

630 Section 12. Section 671.206, Florida Statutes, is  
 631 repealed.

632 Section 13. Section 671.208, Florida Statutes, is amended  
 633 to read:

634 671.208 Option to accelerate at will.--A term providing  
 635 that one party or the party's successor in interest may  
 636 accelerate payment or performance or require collateral or  
 637 additional collateral "at will" or "when she or he deems herself

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638 or himself insecure" or in words of similar import must ~~shall~~ be  
 639 construed to mean that she or he has ~~shall~~ have power to do so  
 640 only if she or he in good faith believes that the prospect of  
 641 payment or performance is impaired. The burden of establishing  
 642 lack of good faith is on the party against whom the power has  
 643 been exercised.

644 Section 14. Section 671.209, Florida Statutes, is created  
 645 to read:

646 671.209 Notice; knowledge.--

647 (1) Subject to subsection (6), a person has "notice" of a  
 648 fact if the person:

649 (a) Has actual knowledge of it;

650 (b) Has received a notice or notification of it; or

651 (c) From all the facts and circumstances known to the  
 652 person at the time in question, has reason to know that it  
 653 exists.

654 (2) "Knowledge" means actual knowledge. "Knows" has a  
 655 corresponding meaning.

656 (3) "Discover," "learn," or words of similar import refer  
 657 to knowledge rather than to reason to know.

658 (4) A person "notifies" or "gives a notice or notification  
 659 to" another person by taking such steps as may be reasonably  
 660 required to inform the other person in ordinary course,  
 661 regardless of whether the other person actually comes to know of  
 662 it.

663 (5) Subject to subsection (6), a person "receives" a  
 664 notice or notification when:

665 (a) It comes to that person's attention; or



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666       (b) It is duly delivered in a form reasonable under the  
667 circumstances at the place of business through which the  
668 contract was made or at another location held out by that person  
669 as the place for receipt of such communications.

670       (6) Notice, knowledge, or a notice or notification  
671 received by an organization is effective for a particular  
672 transaction from the time it is brought to the attention of the  
673 person conducting that transaction and, in any event, from the  
674 time it would have been brought to the person's attention if the  
675 organization had exercised due diligence. An organization  
676 exercises due diligence if it maintains reasonable routines for  
677 communicating significant information to the person conducting  
678 the transaction and there is reasonable compliance with the  
679 routines. Due diligence does not require an individual acting  
680 for the organization to communicate information unless the  
681 communication is part of the individual's regular duties or the  
682 individual has reason to know of the transaction and that the  
683 transaction would be materially affected by the information.

684       Section 15. Section 671.210, Florida Statutes, is created  
685 to read:

686       671.210 Presumptions.--Whenever this code creates a  
687 "presumption" with respect to a fact or provides that a fact is  
688 "presumed," the trier of fact must find the existence of the  
689 fact presumed unless and until evidence is introduced that  
690 supports a finding of its nonexistence.

691       Section 16. Section 671.211, Florida Statutes, is created  
692 to read:

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693           671.211 Value.--Except as otherwise provided with respect  
694 to negotiable instruments and bank collections as provided in  
695 ss. 673.3031, 674.2101, and 674.2111, a person gives value for  
696 rights if the person acquires them:

697           (1) In return for a binding commitment to extend credit or  
698 for the extension of immediately available credit whether or not  
699 drawn upon and whether or not a charge-back is provided for in  
700 the event of difficulties in collection;

701           (2) As security for, or in total or partial satisfaction  
702 of, a preexisting claim;

703           (3) By accepting delivery under a preexisting contract for  
704 purchase; or

705           (4) In return for any consideration sufficient to support  
706 a simple contract.

707           Section 17. Section 671.212, Florida Statutes, is created  
708 to read:

709           671.212 Relation to Electronic Signatures in Global and  
710 National Commerce Act.--This code modifies, limits, and  
711 supersedes the federal Electronic Signatures in Global and  
712 National Commerce Act, 15 U.S.C. ss. 7001 et seq., except that  
713 nothing in this code modifies, limits, or supersedes s. 7001(c)  
714 of that act or authorizes electronic delivery of any of the  
715 notices described in s. 7003(b) of that act.

716           Section 18. Section 671.213, Florida Statutes, is created  
717 to read:

718           671.213 Subordinated obligations.--An obligation may be  
719 issued as subordinated to performance of another obligation of  
720 the person obligated, or a creditor may subordinate its right to

721 performance of an obligation by agreement with either the person  
 722 obligated or another creditor of the person obligated.

723 Subordination does not create a security interest as against  
 724 either the common debtor or a subordinated creditor.

725 Section 19. Subsection (1) of section 671.301, Florida  
 726 Statutes, is amended to read:

727 671.301 Effective date; provision for transition;  
 728 preservation of old transition provision.--

729 (1) This act shall take effect at 12:01 a.m. on January 1,  
 730 2007 ~~1980~~.

731 Section 20. Section 679.5011, Florida Statutes, is amended  
 732 to read:

733 679.5011 Filing office.--

734 (1) As used in this section, the term "Florida Secured  
 735 Transaction Registry" or "registry" means the centralized  
 736 database in which all initial financing statements, amendments,  
 737 assignments, and other statements of change authorized to be  
 738 filed under this chapter are filed, maintained, and retrieved.  
 739 The term does not apply to documents that are filed under this  
 740 chapter with the clerk of a circuit court.

741 (2) ~~(1)~~ Except as otherwise provided in subsection (3) ~~(2)~~,  
 742 the office in which to file a financing statement to perfect a  
 743 security interest or agricultural lien is:

744 (a) The office of the clerk of the circuit court, if:

745 1. The collateral is as-extracted collateral or timber to  
 746 be cut; or

747 2. The collateral is goods that are or are to become  
 748 fixtures and the financing statement is filed as a fixture

749 filing.

750 (b) The Florida Secured Transaction Registry, in  
 751 accordance with ss. 679.3011-679.3071, in all other cases,  
 752 including cases in which the collateral is goods that are or are  
 753 to become fixtures and the financing statement is not filed as a  
 754 fixture filing.

755 (3)~~(2)~~ The office in which to file a financing statement  
 756 to perfect a security interest in collateral, including  
 757 fixtures, of a transmitting utility is ~~the Office of the~~  
 758 ~~Secretary of State, or the~~ central filing office ~~authorized by~~  
 759 ~~s. 679.527 to accept filings for the Florida Secured Transaction~~  
 760 ~~Registry.~~ The financing statement also constitutes a fixture  
 761 filing as to the collateral indicated in the financing statement  
 762 which is or is to become fixtures.

763 (4) The Florida Secured Transaction Registry may certify a  
 764 copy of a financing statement, or an amendment thereto, which  
 765 shall be admissible in a state or federal court or in a  
 766 proceeding before any other tribunal.

767 Section 21. Section 679.525, Florida Statutes, is amended  
 768 to read:

769 679.525 Processing fees.--

770 (1) Except as otherwise provided in subsection (3), the  
 771 nonrefundable processing fee for filing and indexing a record  
 772 under this part, other than an initial financing statement of  
 773 the kind described in s. 679.5021(3), is:

774 (a) For filing an initial financing statement, \$13 ~~\$25~~ for  
 775 the first page, which shall include the cost of filing a  
 776 termination statement for the financing statement;

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- 777 (b) For filing an amendment, \$6 ~~\$12~~ for the first page;
- 778 (c) For indexing by additional debtor, secured party, or  
779 assignee, \$2 ~~\$3~~ per additional name indexed;
- 780 (d) For use of a nonapproved form, \$3 ~~\$5~~;
- 781 (e) For each additional page attached to a record, \$2 ~~\$3~~;
- 782 (f) For filing a financing statement communicated by an  
783 electronic filing process authorized by the filing office, \$8  
784 ~~\$15~~ with no additional fees for multiple names or attached  
785 pages;
- 786 (g) For filing an amendment communicated by an electronic  
787 filing process authorized by the filing office, \$3 ~~\$5~~ with no  
788 additional fees for multiple names or attached pages;
- 789 (h) For a certified copy of a financing statement and any  
790 and all associated amendments, \$15 ~~\$30~~; and
- 791 (i) For a photocopy of a filed record, \$1 per page.
- 792 (2) Except as otherwise provided in subsection (3), the  
793 fee for filing and indexing an initial financing statement of  
794 the kind described in s. 679.5021(3) is the amount specified in  
795 chapter 28.
- 796 (3) This section does not require a fee with respect to a  
797 mortgage that is effective as a financing statement filed as a  
798 fixture filing or as a financing statement covering as-extracted  
799 collateral or timber to be cut under s. 679.5021(3). However,  
800 the recording and satisfaction fees that otherwise would be  
801 applicable to the mortgage apply.
- 802 (4) The Florida Secured Transaction Registry shall use the  
803 fees collected to fund its operations.
- 804 Section 22. Sections 15.091, 679.521, 679.526, and

805 679.527, Florida Statutes, are repealed.

806 Section 23. Subsection (2) and paragraph (b) of subsection  
807 (3) of section 319.27, Florida Statutes, are amended to read:

808 319.27 Notice of lien on motor vehicles or mobile homes;  
809 notation on certificate; recording of lien.--

810 (2) No lien for purchase money or as security for a debt  
811 in the form of a security agreement, retain title contract,  
812 conditional bill of sale, chattel mortgage, or other similar  
813 instrument or any other nonpossessory lien, including a lien for  
814 child support, upon a motor vehicle or mobile home upon which a  
815 Florida certificate of title has been issued shall be  
816 enforceable in any of the courts of this state against creditors  
817 or subsequent purchasers for a valuable consideration and  
818 without notice, unless a sworn notice of such lien has been  
819 filed in the department and such lien has been noted upon the  
820 certificate of title of the motor vehicle or mobile home. Such  
821 notice shall be effective as constructive notice when filed. The  
822 interest of a statutory nonpossessory lienor; the interest of a  
823 nonpossessory execution, attachment, or equitable lienor; or the  
824 interest of a lien creditor as defined in s.

825 679.1021(1) (yy) ~~(zz)~~, if nonpossessory, shall not be enforceable  
826 against creditors or subsequent purchasers for a valuable  
827 consideration unless such interest becomes a possessory lien or  
828 is noted upon the certificate of title for the subject motor  
829 vehicle or mobile home prior to the occurrence of the subsequent  
830 transaction. Provided the provisions of this subsection relating  
831 to a nonpossessory statutory lienor; a nonpossessory execution,  
832 attachment, or equitable lienor; or the interest of a lien

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833 creditor as defined in s. 679.1021(1) (yy) ~~(zz)~~ shall not apply to  
 834 liens validly perfected prior to October 1, 1988. The notice of  
 835 lien shall provide the following information:

836 (a) The date of the lien if a security agreement, retain  
 837 title contract, conditional bill of sale, chattel mortgage, or  
 838 other similar instrument was executed prior to the filing of the  
 839 notice of lien;

840 (b) The name and address of the registered owner;

841 (c) A description of the motor vehicle or mobile home,  
 842 showing the make, type, and vehicle identification number; and

843 (d) The name and address of the lienholder.

844 (3)

845 (b) As applied to a determination of the respective rights  
 846 of a secured party under this chapter and a lien creditor as  
 847 defined by s. 679.1021(1) (yy) ~~(zz)~~, or a nonpossessory statutory  
 848 lienor, a security interest under this chapter shall be  
 849 perfected upon the filing of the notice of lien with the  
 850 department, the county tax collector, or their agents. Provided,  
 851 however, the date of perfection of a security interest of such  
 852 secured party shall be the same date as the execution of the  
 853 security agreement or other similar instrument if the notice of  
 854 lien is filed in accordance with this subsection within 15 days  
 855 after the debtor receives possession of the motor vehicle or  
 856 mobile home and executes such security agreement or other  
 857 similar instrument. The date of filing of the notice of lien  
 858 shall be the date of its receipt by the department central  
 859 office in Tallahassee, if first filed there, or otherwise by the  
 860 office of the county tax collector, or their agents.

861 Section 24. Paragraph (f) of subsection (2) of section  
862 559.9232, Florida Statutes, is amended to read:

863 559.9232 Definitions; exclusion of rental-purchase  
864 agreements from certain regulations.--

865 (2) A rental-purchase agreement that complies with this  
866 act shall not be construed to be, nor be governed by, any of the  
867 following:

868 (f) A security interest as defined in s. 671.201(35)~~(37)~~.

869 Section 25. Paragraph (g) of subsection (2) of section  
870 563.022, Florida Statutes, is amended to read:

871 563.022 Relations between beer distributors and  
872 manufacturers.--

873 (2) DEFINITIONS.--In construing this section, unless the  
874 context otherwise requires, the word, phrase, or term:

875 (g) "Good faith" means honesty in fact in the conduct or  
876 transaction concerned as defined and interpreted under s.  
877 671.201(20)~~(19)~~.

878 Section 26. Paragraph (b) of subsection (3) and paragraph  
879 (d) of subsection (16) of section 668.50, Florida Statutes, are  
880 amended to read:

881 668.50 Uniform Electronic Transaction Act.--

882 (3) SCOPE.--

883 (b) This section does not apply to a transaction to the  
884 extent the transaction is governed by:

885 1. A provision of law governing the creation and execution  
886 of wills, codicils, or testamentary trusts;

887 2. The Uniform Commercial Code other than s. 671.107  
888 ~~and 671.206~~ and chapters 672 and 680;



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889 3. The Uniform Computer Information Transactions Act; or  
 890 4. Rules relating to judicial procedure.

891 (16) TRANSFERABLE RECORDS.--

892 (d) Except as otherwise agreed, a person having control of  
 893 a transferable record is the holder, as defined in s.  
 894 671.201(21)~~(20)~~, of the transferable record and has the same  
 895 rights and defenses as a holder of an equivalent record or  
 896 writing under the Uniform Commercial Code, including, if the  
 897 applicable statutory requirements under s. 673.3021, s. 677.501,  
 898 or s. 679.308 are satisfied, the rights and defenses of a holder  
 899 in due course, a holder to which a negotiable document of title  
 900 has been duly negotiated, or a purchaser, respectively.  
 901 Delivery, possession, and indorsement are not required to obtain  
 902 or exercise any of the rights under this paragraph.

903 Section 27. Subsection (1) of section 670.106, Florida  
 904 Statutes, is amended to read:

905 670.106 Time payment order is received.--

906 (1) The time of receipt of a payment order or  
 907 communication canceling or amending a payment order is  
 908 determined by the rules applicable to receipt of a notice stated  
 909 in s. 671.209 ~~671.201(27)~~. A receiving bank may fix a cut-off  
 910 time or times on a funds-transfer business day for the receipt  
 911 and processing of payment orders and communications canceling or  
 912 amending payment orders. Different cut-off times may apply to  
 913 payment orders, cancellations, or amendments or to different  
 914 categories of payment orders, cancellations, or amendments. A  
 915 cut-off time may apply to senders generally, or different cut-  
 916 off times may apply to different senders or categories of

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917 payment orders. If a payment order or communication canceling or  
 918 amending a payment order is received after the close of a funds-  
 919 transfer business day or after the appropriate cut-off time on a  
 920 funds-transfer business day, the receiving bank may treat the  
 921 payment order or communication as received at the opening of the  
 922 next funds-transfer business day.

923 Section 28. Subsection (2) of section 670.204, Florida  
 924 Statutes, is amended to read:

925 670.204 Refund of payment and duty of customer to report  
 926 with respect to unauthorized payment order.--

927 (2) Reasonable time under subsection (1) may be fixed by  
 928 agreement ~~as stated in s. 671.204(1)~~, but the obligation of a  
 929 receiving bank to refund payment as stated in subsection (1) may  
 930 not otherwise be varied by agreement.

931 Section 29. Subsection (3) of section 675.102, Florida  
 932 Statutes, is amended to read:

933 675.102 Scope.--

934 (3) With the exception of this subsection, subsections (1)  
 935 and (4), ss. 675.103(1)(i) and (j), 675.106(4), and 675.114(4),  
 936 and except to the extent prohibited in ss. 671.102(2)~~(3)~~ and  
 937 675.117(4), the effect of this chapter may be varied by  
 938 agreement or by a provision stated or incorporated by reference  
 939 in an undertaking. A term in an agreement or undertaking  
 940 generally excusing liability or generally limiting remedies for  
 941 failure to perform obligations is not sufficient to vary  
 942 obligations prescribed by this chapter.

943 Section 30. Paragraphs (mm) through (aaaa) of subsection  
 944 (1) of section 679.1021, Florida Statutes, are redesignated as

945 paragraphs (ll) through (zzz), respectively, and present  
 946 paragraph (ll) of that subsection is amended to read:

947 679.1021 Definitions and index of definitions.--

948 (1) In this chapter, the term:

949 ~~(ll) "Filing office rule" means a rule adopted pursuant to~~  
 950 ~~s. 679.526.~~

951 Section 31. Subsection (2) of section 679.5021, Florida  
 952 Statutes, is amended to read:

953 679.5021 Contents of financing statement; record of  
 954 mortgage as financing statement; time of filing financing  
 955 statement.--

956 (2) Except as otherwise provided in s. 679.5011(3)~~(2)~~, to  
 957 be sufficient, a financing statement that covers as-extracted  
 958 collateral or timber to be cut, or that is filed as a fixture  
 959 filing and covers goods that are or are to become fixtures, must  
 960 comply with the requirements of subsection (1) and also:

- 961 (a) Indicate that it covers this type of collateral;
- 962 (b) Indicate that it is to be filed in the real property  
 963 records;
- 964 (c) Provide a description of the real property to which  
 965 the collateral is related; and
- 966 (d) If the debtor does not have an interest of record in  
 967 the real property, provide the name of a record owner.

968 Section 32. Paragraph (b) of subsection (1) of section  
 969 679.512, Florida Statutes, is amended to read:

970 679.512 Amendment of financing statement.--

971 (1) Subject to s. 679.509, a person may add or delete  
 972 collateral covered by, continue or terminate the effectiveness

973 of, or, subject to subsection (5), otherwise amend the  
 974 information provided in, a financing statement by filing an  
 975 amendment that:

976 (b) If the amendment relates to an initial financing  
 977 statement filed or recorded in a filing office described in s.  
 978 679.5011(2)~~(1)~~(a), provides the information specified in s.  
 979 679.5021(2), the official records book and page number of the  
 980 initial financing statement to which the amendment relates, and  
 981 the name of the debtor and secured party of record.

982 Section 33. Paragraph (c) of subsection (2) of section  
 983 679.516, Florida Statutes, is amended to read:

984 679.516 What constitutes filing; effectiveness of  
 985 filing.--

986 (2) Filing does not occur with respect to a record that a  
 987 filing office refuses to accept because:

988 (c) The filing office is unable to index the record  
 989 because:

990 1. In the case of an initial financing statement, the  
 991 record does not provide an organization's name or, if an  
 992 individual, the individual's last name and first name;

993 2. In the case of an amendment or correction statement,  
 994 the record:

995 a. Does not correctly identify the initial financing  
 996 statement as required by s. 679.512 or s. 679.518, as  
 997 applicable; or

998 b. Identifies an initial financing statement the  
 999 effectiveness of which has lapsed under s. 679.515;

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1000           3. In the case of an initial financing statement that  
 1001 provides the name of a debtor identified as an individual or an  
 1002 amendment that provides a name of a debtor identified as an  
 1003 individual which was not previously provided in the financing  
 1004 statement to which the record relates, the record does not  
 1005 identify the debtor's last name and first name; or

1006           4. In the case of a record filed or recorded in the filing  
 1007 office described in s. 679.5011(2)~~(1)~~(a), the record does not  
 1008 provide a sufficient description of the real property to which  
 1009 it relates;

1010           Section 34. Subsection (9) of section 679.519, Florida  
 1011 Statutes, is amended to read:

1012           679.519 Numbering, maintaining, and indexing records;  
 1013 communicating information provided in records.--

1014           (9) Subsections (1), (2), and (8) do not apply to a filing  
 1015 office described in s. 679.5011(2)~~(1)~~(a).

1016           Section 35. Subsection (2) of section 679.520, Florida  
 1017 Statutes, is amended to read:

1018           679.520 Acceptance and refusal to accept record.--

1019           (2) If a filing office refuses to accept a record for  
 1020 filing, it shall communicate to the person that presented the  
 1021 record the fact of and reason for the refusal and the date and  
 1022 time the record would have been filed had the filing office  
 1023 accepted it. The communication must be made at the time and in  
 1024 the manner prescribed by any filing-office rule but, in the case  
 1025 of a filing office described in s. 679.5011(2)~~(1)~~(b), in no  
 1026 event more than 3 business days after the filing office receives  
 1027 the record, if practical.

1028 Section 36. Subsections (2), (3), and (4) of section  
 1029 679.523, Florida Statutes, are amended to read:  
 1030 679.523 Information from filing office; sale or license of  
 1031 records.--

1032 (2) If a person files a record other than a written  
 1033 record, the filing office described in s. 679.5011(2)~~(1)~~(b)  
 1034 shall communicate to the person an image that provides:

1035 (a) The information in the record;

1036 (b) The number assigned to the record pursuant to s.  
 1037 679.519(1) (a); and

1038 (c) The date and time of the filing of the record.

1039 (3) In complying with its duty under this chapter, the  
 1040 filing office described in s. 679.5011(2)~~(1)~~(b) may communicate  
 1041 information in any medium. However, if requested, the filing  
 1042 office shall communicate information by issuing its written  
 1043 certificate or a record that can be admitted into evidence in  
 1044 the courts of the state without extrinsic evidence of its  
 1045 authenticity.

1046 (4) The filing office described in s. 679.5011(2)~~(1)~~(b)  
 1047 shall perform the acts required by subsections (1) and (2) at  
 1048 the time and in the manner prescribed by any filing-office rule,  
 1049 but not later than 3 business days after the filing office  
 1050 receives the request, if practical.

1051 Section 37. Paragraphs (h), (j), (l), and (m) of  
 1052 subsection (3) of section 680.1031, Florida Statutes, are  
 1053 amended to read:

1054 680.1031 Definitions and index of definitions.--

1055 (3) The following definitions in other chapters of this

1056 code apply to this chapter:

1057 (h) "General intangible," s. 679.1021(1) (oo) ~~(pp)~~.

1058 (j) "Instrument," s. 679.1021(1) (tt) ~~(uu)~~.

1059 (l) "Mortgage," s. 679.1021(1) (bbb) ~~(eee)~~.

1060 (m) "Pursuant to a commitment," s. 679.1021(1) (nnn) ~~(ooo)~~.

1061 Section 38. Subsection (2) of section 680.518, Florida  
1062 Statutes, is amended to read:

1063 680.518 Cover; substitute goods.--

1064 (2) Except as otherwise provided with respect to damages  
1065 liquidated in the lease agreement (s. 680.504) or otherwise  
1066 determined pursuant to agreement of the parties (ss.  
1067 671.102(2) ~~(3)~~ and 680.503), if a lessee's cover is by lease  
1068 agreement substantially similar to the original lease agreement  
1069 and the new lease agreement is made in good faith and in a  
1070 commercially reasonable manner, the lessee may recover from the  
1071 lessor as damages:

1072 (a) The present value, as of the date of the commencement  
1073 of the term of the new lease agreement, of the rent under the  
1074 new lease agreement and applicable to that period of the new  
1075 lease term which is comparable to the then remaining term of the  
1076 original lease agreement minus the present value as of the same  
1077 date of the total rent for the then remaining lease term of the  
1078 original lease agreement; and

1079 (b) Any incidental or consequential damages, less expenses  
1080 saved in consequence of the lessor's default.

1081 Section 39. Subsection (1) of section 680.519, Florida  
1082 Statutes, is amended to read:

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1083           680.519 Lessee's damages for nondelivery, repudiation,  
 1084 default, or breach of warranty in regard to accepted goods.--  
 1085           (1) Except as otherwise provided with respect to damages  
 1086 liquidated in the lease agreement (s. 680.504) or otherwise  
 1087 determined pursuant to agreement of the parties (ss.  
 1088 671.102(2)~~(3)~~ and 680.503), if a lessee elects not to cover or a  
 1089 lessee elects to cover and the cover is by lease agreement,  
 1090 whether or not the lease agreement qualifies for treatment under  
 1091 s. 680.518(2), or is by purchase or otherwise, the measure of  
 1092 damages for nondelivery or repudiation by the lessor or for  
 1093 rejection or revocation of acceptance by the lessee is the  
 1094 present value, as of the date of the default, of the then market  
 1095 rent minus the present value as of the same date of the original  
 1096 rent, computed for the remaining lease term of the original  
 1097 lease agreement, together with incidental and consequential  
 1098 damages, less expenses saved in consequence of the lessor's  
 1099 default.

1100           Section 40. Subsection (2) of section 680.527, Florida  
 1101 Statutes, is amended to read:

1102           680.527 Lessor's rights to dispose of goods.--  
 1103           (2) Except as otherwise provided with respect to damages  
 1104 liquidated in the lease agreement (s. 680.504) or otherwise  
 1105 determined pursuant to agreement of the parties (ss.  
 1106 671.102(2)~~(3)~~ and 680.503), if the disposition is by lease  
 1107 agreement substantially similar to the original lease agreement  
 1108 and the new lease agreement is made in good faith and in a  
 1109 commercially reasonable manner, the lessor may recover from the  
 1110 lessee as damages:



- 1111 (a) Accrued and unpaid rent as of the date of the
- 1112 commencement of the term of the new lease agreement;
- 1113 (b) The present value, as of the same date, of the
- 1114 commencement of the term of the new lease agreement of the total
- 1115 rent for the then remaining lease term of the original lease
- 1116 agreement minus the present value, as of the same date, of the
- 1117 rent under the new lease agreement applicable to that period of
- 1118 the new lease term which is comparable to the then remaining
- 1119 term of the original lease agreement; and
- 1120 (c) Any incidental damages allowed under s. 680.53, less
- 1121 expenses saved in consequence of the lessee's default.

1122 Section 41. Subsection (1) of section 680.528, Florida  
 1123 Statutes, is amended to read:

1124 680.528 Lessor's damages for nonacceptance or  
 1125 repudiation.--

1126 (1) Except as otherwise provided with respect to damages  
 1127 liquidated in the lease agreement (s. 680.504) or otherwise  
 1128 determined pursuant to agreement of the parties (ss.  
 1129 671.102 (2) ~~(3)~~ and 580.503), if a lessor elects to retain the  
 1130 goods or a lessor elects to dispose of the goods and the  
 1131 disposition is by lease agreement that for any reason does not  
 1132 qualify for treatment under s. 680.527(2), or is by sale or  
 1133 otherwise, the lessor may recover from the lessee as damages a  
 1134 default of the type described in s. 680.523(1) or (3)(a), or if  
 1135 agreed, for other default of the lessee:

- 1136 (a) Accrued and unpaid rent as of the date of default if
- 1137 the lessee has never taken possession of the goods, or, if the
- 1138 lessee has taken possession of the goods, as of the date the

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1139 | lessor repossesses the goods or an earlier date on which the  
 1140 | lessee makes a tender of the goods to the lessor.

1141 |       (b) The present value as of the date determined under  
 1142 | paragraph (a) of the total rent for the then remaining lease  
 1143 | term of the original lease agreement minus the present value as  
 1144 | of the same date of the market rent at the place where the goods  
 1145 | were located on that date computed for the same lease term.

1146 |       (c) Any incidental damages allowed under s. 680.53, less  
 1147 | expenses saved in consequence of the lessee's default.

1148 |       Section 42. Subsection (6) of section 713.901, Florida  
 1149 | Statutes, is amended to read:

1150 |       713.901 Florida Uniform Federal Lien Registration Act.--

1151 |       (6) FEES.--The charges or fees of the Secretary of State,  
 1152 | with respect to a notice or certificate filed under this  
 1153 | section, or for searching records with respect thereto, are:

1154 |       (a) For filing any financing statement, \$25 for the first  
 1155 | page, which fee shall include the cost of filing a termination  
 1156 | statement for the financing statement.

1157 |       (b) For filing a continuation, release, amendment,  
 1158 | assignment, or any other writing permitted by chapter 679, \$12  
 1159 | for the first page.

1160 |       (c) For indexing by multiple debtors or secured parties,  
 1161 | \$3 for each additional debtor or secured party.

1162 |       (d) For each additional facing page attached to a  
 1163 | financing statement, continuation, release, amendment,  
 1164 | assignment, or any other writing, \$3.

1165 |       (e) For certifying any record, \$10 for the first 10 file  
 1166 | numbers certified and \$10 for each subsequent group of 10 file

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1167 numbers.

1168 (f) For use, pursuant to s. 679.525(1)(d), of a  
 1169 nonapproved form, \$3 shall be the same as prescribed in s.  
 1170 15.091.

1171  
 1172 The charges or fees of the clerks of the circuit court with  
 1173 respect to a notice or certificate filed under this section  
 1174 shall be the same as prescribed in s. 28.24, relating to  
 1175 instruments recorded in the official records.

1176 Section 43. This act shall take effect January 1, 2007.