

Bill No. SB 2148

Barcode 880690

CHAMBER ACTION

Senate

House

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The Committee on Commerce (Justice) recommended the following amendment:

Senate Amendment (with title amendment)

On page 1, lines 16, through
page 2, line 20, delete those lines

and insert:

Section 1. Section 608.406, Florida Statutes, is amended to read:

608.406 Limited liability company name.--

(1) A limited liability company name:

(a) Must contain the words "limited liability company"

~~or "limited company,"~~ or the abbreviation ~~abbreviations~~
"L.L.C." ~~or "L.C.,"~~ or the designation ~~designations~~ "LLC" ~~or~~
~~"LC"~~ as the last words of its ~~the~~ name; this applies to ~~of~~
every limited liability company formed under the provisions of
this chapter. The word "limited" may be abbreviated as "Ltd.,"
and the word "company" may be abbreviated as "Co." Omission of
the words "limited liability company," ~~or "limited company,"~~
the abbreviation ~~abbreviations~~ "L.L.C." ~~or "L.C.,"~~ or the

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1 designations "LLC" or "LC" in the use of the name of the
 2 limited liability company shall render any person who
 3 knowingly participates in the omission, or knowingly
 4 acquiesces in the omission, liable for any indebtedness,
 5 damage, or liability caused by the omission.

6 (b) May not contain language stating or implying that
 7 the limited liability company is organized for a purpose other
 8 than that permitted in this chapter and its articles of
 9 organization.

10 (c) May not contain language stating or implying that
 11 the limited liability company is connected with a state or
 12 federal government agency or a corporation or other entity
 13 chartered under the laws of the United States.

14 (2) The name of the limited liability company must be
 15 distinguishable on the databases of the Division of
 16 Corporations of the Department of State, except for fictitious
 17 name registrations filed pursuant to s. 865.09 and general
 18 partnership registrations filed pursuant to s. 620.8105.
 19 Except as stated in this subsection, a limited liability
 20 company may register under a name that is not otherwise
 21 distinguishable on the records of the Division of Corporations
 22 with written consent of the owner entity if the consent is
 23 filed with the Division of Corporations at the time of
 24 registration of such name.

25 ~~(3)(2)~~ The name of the limited liability company shall
 26 be filed with the Department of State for public notice only
 27 and shall not alone create any presumption of ownership beyond
 28 that which is created under the common law. ~~The Department of~~
 29 ~~State shall record the name without regard to any other name~~
 30 ~~recorded.~~

31 (4) In the case of any limited liability company in

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1 existence prior to July 1, 2007, and registered with the
 2 Division of Corporations, the requirement in this section that
 3 the name of the entity be distinguishable from the names of
 4 other entities and filings does not apply except if the
 5 limited liability company files documents on or after July 1,
 6 2007, which would otherwise have affected its name.

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9 ===== T I T L E A M E N D M E N T =====

10 And the title is amended as follows:

11 On page 1, line 3, after the semicolon,

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13 insert:

14 eliminating the words "limited company," or the
 15 abbreviation "L.C.," or the designation "L.C";

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