

By Senator Deutch

30-1606A-07

See HB 243

1 A bill to be entitled

2 An act relating to limited liability companies;

3 amending s. 608.406, F.S.; requiring a limited

4 liability company name to be distinguishable on

5 databases maintained by the Division of

6 Corporations of the Department of State;

7 providing an exception; deleting a

8 name-recording requirement for the department;

9 amending s. 608.407, F.S.; requiring the name

10 of a limited liability company in the company's

11 articles of organization to satisfy certain

12 requirements; providing an effective date.

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

16 Section 1. Section 608.406, Florida Statutes, is

17 amended to read:

18 608.406 Limited liability company name.--

19 (1) A limited liability company name:

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

21 or "limited company," or the abbreviations "L.L.C." or "L.C.,"

22 or the designations "LLC" or "LC" as the last words of the

23 name of every limited liability company formed under the

24 provisions of this chapter. The word "limited" may be

25 abbreviated as "Ltd.," and the word "company" may be

26 abbreviated as "Co." Omission of the words "limited liability

27 company" or "limited company," the abbreviations "L.L.C." or

28 "L.C.," or the designations "LLC" or "LC" in the use of the

29 name of the limited liability company shall render any person

30 who knowingly participates in the omission, or knowingly

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1 acquiesces in the omission, liable for any indebtedness,
2 damage, or liability caused by the omission.

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

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

11 (2) The name of the limited liability company must be
12 distinguishable on the databases of the Division of
13 Corporations of the Department of State, except for fictitious
14 name registrations filed pursuant to s. 865.09.

15 ~~(3)(2)~~ The name of the limited liability company shall
16 be filed with the Department of State for public notice only
17 and shall not alone create any presumption of ownership beyond
18 that which is created under the common law. ~~The Department of~~
19 ~~State shall record the name without regard to any other name~~
20 ~~recorded.~~

21 Section 2. Paragraph (a) of subsection (1) of section
22 608.407, Florida Statutes, is amended to read:

23 608.407 Articles of organization.--

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

29 (a) The name of the limited liability company, which
30 must satisfy the requirements of s. 608.406.

31 Section 3. This act shall take effect July 1, 2007.