



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

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

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

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

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

1           (4) In the case of any limited liability company in  
2 existence prior to July 1, 2007, and registered with the  
3 Division of Corporations, the requirement in this section that  
4 the name of the entity be distinguishable from the names of  
5 other entities and filings does not apply except if the  
6 limited liability company files documents on or after July 1,  
7 2007, which would otherwise have affected its name.

8           Section 2. Paragraph (a) of subsection (1) of section  
9 608.407, Florida Statutes, is amended to read:

10           608.407 Articles of organization.--

11           (1) In order to form a limited liability company,  
12 articles of organization of a limited liability company shall  
13 be filed with the Department of State by one or more members  
14 or authorized representatives of the limited liability  
15 company. The articles of organization shall set forth:

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

18           Section 3. This act shall take effect July 1, 2007.  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31

STATEMENT OF SUBSTANTIAL CHANGES CONTAINED IN  
COMMITTEE SUBSTITUTE FOR  
Senate Bill 2148

The bill as filed required limited liability companies registered with the Department of State (DOS) to be distinguishable on the databases maintained by the Division of Corporations within DOS. The CS includes this requirement and:

- Removes the option for a "limited company" (an obsolete designation) to be registered with the state;
- Exempts general partnership names registered under s. 620.8105, F.S., from the requirement that the name be distinguishable from DOS databases;
- Provides that a non-distinguishable name may be registered with the written consent of the owner entity and if this consent is filed with the application for registration; and
- Applies distinguishable name requirements of the bill prospectively.