

A bill to be entitled

An act relating to limited liability companies; amending s. 608.406, F.S.; prohibiting the use of immoral, scandalous, or deceptive matter in the name of a limited liability company; requiring a limited liability company name to be distinguishable on databases maintained by the Division of Corporations of the Department of State; providing an exception; deleting a name-recording requirement for the department; amending s. 608.407, F.S.; requiring the name of a limited liability company in the company's articles of organization to satisfy certain requirements; providing an effective date.

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

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 abbreviations "L.L.C." or "L.C.," or the designations "LLC" or "LC" as the last words of the name 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 abbreviations "L.L.C." or "L.C.," or the designations "LLC" or "LC" in the use of the name of the limited liability company

29 shall render any person who knowingly participates in the
 30 omission, or knowingly acquiesces in the omission, liable for
 31 any indebtedness, damage, or liability caused by the omission.

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

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

39 (d) May not be comprised of, contain, or include immoral,
 40 deceptive, or scandalous matter.

41 (2) The name of the limited liability company must be
 42 distinguishable on the databases of the Division of Corporations
 43 of the Department of State, except for fictitious name
 44 registrations filed pursuant to s. 865.09.

45 (3)-(2) The name of the limited liability company shall be
 46 filed with the Department of State for public notice only and
 47 shall not alone create any presumption of ownership beyond that
 48 which is created under the common law. ~~The Department of State~~
 49 ~~shall record the name without regard to any other name recorded.~~

50 Section 2. Paragraph (a) of subsection (1) of section
 51 608.407, Florida Statutes, is amended to read:

52 608.407 Articles of organization.--

53 (1) In order to form a limited liability company, articles
 54 of organization of a limited liability company shall be filed
 55 with the Department of State by one or more members or

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56 | authorized representatives of the limited liability company. The
57 | articles of organization shall set forth:

58 | (a) The name of the limited liability company, which must
59 | satisfy the requirements of s. 608.406.

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