

1 A bill to be entitled
 2 An act relating to limited liability companies; amending
 3 s. 608.406, F.S.; deleting certain authorized words or
 4 abbreviations in limited liability company names;
 5 requiring a company name to be distinguishable on records
 6 maintained by the Division of Corporations of the
 7 Department of State; providing exceptions; deleting a
 8 name-recording requirement for the department; providing
 9 for nonapplication of certain requirements relating to
 10 distinguishability of company names in certain records
 11 under certain circumstances; amending s. 608.407, F.S.;
 12 requiring the name of a limited liability company in the
 13 company's articles of organization to satisfy certain
 14 requirements; providing an effective date.

15
 16 Be It Enacted by the Legislature of the State of Florida:

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

20 608.406 Limited liability company name.--

21 (1) A limited liability company name:

22 (a) Must contain the words "limited liability company" ~~or~~
 23 ~~"limited company,"~~ or the abbreviation ~~abbreviations~~ "L.L.C." ~~or~~
 24 ~~"L.C.,"~~ or the designation ~~designations~~ "LLC" ~~or "LC"~~ as the
 25 last words of the name of every limited liability company formed
 26 under the provisions of this chapter. The word "limited" may be
 27 abbreviated as "Ltd.," and the word "company" may be abbreviated
 28 as "Co." Omission of the words "limited liability company" ~~or~~

29 ~~"limited company,"~~ the abbreviation ~~abbreviations~~ "L.L.C." ~~or~~
 30 ~~"L.C.,"~~ or the designation ~~designations~~ "LLC" ~~or "LC"~~ in the use
 31 of the name of the limited liability company shall render any
 32 person who knowingly participates in the omission, or knowingly
 33 acquiesces in the omission, liable for any indebtedness, damage,
 34 or liability caused by the omission.

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

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

42 (2) The name of the limited liability company must be
 43 distinguishable on the records of the Division of Corporations
 44 of the Department of State, except for fictitious name
 45 registrations filed pursuant to s. 865.09 and general
 46 partnership registrations filed pursuant to s. 620.8105;
 47 however, a limited liability company may register under a name
 48 that is not otherwise distinguishable on the records of the
 49 Division of Corporations with written consent of the owner
 50 entity provided the consent is filed with the Division of
 51 Corporations at the time of registration of such name.

52 (3) ~~(2)~~ The name of the limited liability company shall be
 53 filed with the Department of State for public notice only and
 54 shall not alone create any presumption of ownership beyond that
 55 which is created under the common law. ~~The Department of State~~
 56 ~~shall record the name without regard to any other name recorded.~~

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57 (4) In the case of any limited liability company in
58 existence prior to July 1, 2007, and registered with the
59 Division of Corporations, the requirement in this section that
60 the name of the entity be distinguishable from the names of
61 other entities and filings shall not apply except when the
62 limited liability company files documents on or after July 1,
63 2007, that would otherwise have affected its name.

64 Section 2. Paragraph (a) of subsection (1) of section
65 608.407, Florida Statutes, is amended to read:

66 608.407 Articles of organization.--

67 (1) In order to form a limited liability company, articles
68 of organization of a limited liability company shall be filed
69 with the Department of State by one or more members or
70 authorized representatives of the limited liability company. The
71 articles of organization shall set forth:

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

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