

Amendment No.

CHAMBER ACTION

Senate

House

1 Representative McKeel offered the following:

2
3 **Amendment (with title amendment)**

4 On page 3, between lines 2 and 3, insert:

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

7 608.406 Limited liability company name.--

8 (1) A limited liability company name:

9 (a) Must contain the words "limited liability company" ~~or~~
10 ~~"limited company," or the abbreviation abbreviations "L.L.C." or~~
11 ~~"L.C.," or the designation designations "LLC" or "LC"~~ as the
12 last words of the name of every limited liability company formed
13 under the provisions of this chapter. The word "limited" may be
14 abbreviated as "Ltd.," and the word "company" may be abbreviated
15 as "Co." Omission of the words "limited liability company" ~~or~~
16 ~~"limited company," the abbreviation abbreviations "L.L.C." or~~
316923

5/2/2007 5:02:38 PM

Amendment No.

17 ~~"L.C.,"~~ or the designation ~~designations~~ "LLC" ~~or "LC"~~ in the use
18 of the name of the limited liability company shall render any
19 person who knowingly participates in the omission, or knowingly
20 acquiesces in the omission, liable for any indebtedness, damage,
21 or liability caused by the omission.

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

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

29 (2) The name of the limited liability company must be
30 distinguishable on the records of the Division of Corporations
31 of the Department of State, except for fictitious name
32 registrations filed pursuant to s. 865.09 and general
33 partnership registrations filed pursuant to s. 620.8105;
34 however, a limited liability company may register under a name
35 that is not otherwise distinguishable on the records of the
36 Division of Corporations with written consent of the owner
37 entity provided the consent is filed with the Division of
38 Corporations at the time of registration of such name.

39 (3)~~(2)~~ The name of the limited liability company shall be
40 filed with the Department of State for public notice only and
41 shall not alone create any presumption of ownership beyond that
42 which is created under the common law. ~~The Department of State~~
43 ~~shall record the name without regard to any other name recorded.~~

316923

5/2/2007 5:02:38 PM

Amendment No.

44 (4) In the case of any limited liability company in
 45 existence prior to July 1, 2007, and registered with the
 46 Division of Corporations, the requirement in this section that
 47 the name of the entity be distinguishable from the names of
 48 other entities and filings shall not apply except when the
 49 limited liability company files documents on or after July 1,
 50 2007, that would otherwise have affected its name.

51 Section 2. Paragraph (a) of subsection (1) of section
 52 608.407, Florida Statutes, is amended to read:

53 608.407 Articles of organization.--

54 (1) In order to form a limited liability company, articles
 55 of organization of a limited liability company shall be filed
 56 with the Department of State by one or more members or
 57 authorized representatives of the limited liability company. The
 58 articles of organization shall set forth:

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

61
 62 ===== T I T L E A M E N D M E N T =====

63 On page 1, line 2,
 64 remove: all of said line

65
 66 and insert:
 67 An act relating to business filings; amending s. 608.406, F.S.;
 68 deleting certain authorized words or abbreviations in limited
 69 liability company names; requiring a company name to be
 70 distinguishable on records maintained by the Division of
 71 Corporations of the Department of State; providing exceptions;
 316923

5/2/2007 5:02:38 PM

(LATE FILED)

HOUSE AMENDMENT

Bill No. CS/CS/SB 252

Amendment No.

72 deleting a name-recording requirement for the department;
73 providing for nonapplication of certain requirements relating to
74 distinguishability of company names in certain records under
75 certain circumstances; amending s. 608.407, F.S.; requiring the
76 name of a limited liability company in the company's articles of
77 organization to satisfy certain requirements;

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5/2/2007 5:02:38 PM