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CHAMBER ACTION

<u>Senate</u>	.	<u>House</u>
Comm: RCS	.	
4/1/2008	.	
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1 The Committee on Judiciary (Deutch) recommended the following  
 2 **amendment:**

**Senate Amendment (with title amendment)**

5 Between lines 431 and 432,  
 6 insert:

7 Section 18. Section 621.06, Florida Statutes, is amended to  
 8 read:

9 621.06 Rendition of professional services, limitations.--No  
 10 corporation or limited liability company organized under this act  
 11 may render professional services except through its members,  
 12 officers, employees, and agents who are duly licensed or  
 13 otherwise legally authorized to render such professional services  
 14 ~~within this state;~~ provided, however, this provision shall not be  
 15 interpreted to include in the term "employee," as used herein,  
 16 clerks, secretaries, bookkeepers, technicians, and other  
 17 assistants who are not usually and ordinarily considered by

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18 | custom and practice to be rendering professional services to the  
19 | public for which a license or other legal authorization is  
20 | required; and provided further, that nothing contained in this  
21 | act shall be interpreted to require that the right of an  
22 | individual to be a shareholder of a corporation or a member of a  
23 | limited liability company organized under this act, or to  
24 | organize such a corporation or limited liability company, is  
25 | dependent upon the present or future existence of an employment  
26 | relationship between him or her and such corporation or limited  
27 | liability company, or his or her present or future active  
28 | participation in any capacity in the production of the income of  
29 | such corporation or limited liability company or in the  
30 | performance of the services rendered by such corporation or  
31 | limited liability company.

32 |       Section 19. Section 621.10, Florida Statutes, is amended to  
33 | read:

34 |       621.10 Disqualification of member, shareholder, officer,  
35 | agent, or employee; administrative dissolution.--If any member,  
36 | officer, shareholder, agent, or employee of a corporation or  
37 | limited liability company organized under this chapter who has  
38 | been rendering professional service to the public becomes legally  
39 | disqualified to render such professional services ~~within this~~  
40 | ~~state~~ or accepts employment that, pursuant to existing law,  
41 | places restrictions or limitations upon that person's continued  
42 | rendering of such professional services, that person shall sever  
43 | all employment with, and financial interests in, such corporation  
44 | or limited liability company forthwith. A corporation's or  
45 | limited liability company's failure to require compliance with  
46 | this provision shall constitute a ground for the judicial  
47 | dissolution of the corporation or limited liability company. When



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48 a corporation's or limited liability company's failure to comply  
 49 with this provision is brought to the attention of the Department  
 50 of State, the department forthwith shall certify that fact to the  
 51 Department of Legal Affairs for appropriate action to dissolve  
 52 the corporation or limited liability company.

53 Section 20. Subsections (3) and (4) of section 621.13,  
 54 Florida Statutes, are amended to read:

55 621.13 Applicability of chapters 607 and 608.--

56 ~~(3) A professional corporation or limited liability company~~  
 57 ~~organized under this act shall exchange shares or merge only with~~  
 58 ~~other domestic professional corporations or limited liability~~  
 59 ~~companies organized under this act to render the same specific~~  
 60 ~~professional service, and a merger or consolidation with any~~  
 61 ~~foreign corporation or limited liability company is prohibited.~~

62 (3)(4) A professional corporation or limited liability  
 63 company heretofore or hereafter organized under this act may  
 64 change its business purpose from the rendering of professional  
 65 service to provide for any other lawful purpose by amending its  
 66 certificate of incorporation in the manner required for an  
 67 original incorporation under chapter 607 or by amending its  
 68 certificate of organization in the manner required for an  
 69 original organization under chapter 608. However, such an  
 70 amendment, when filed with and accepted by the Department of  
 71 State, shall remove such corporation or limited liability company  
 72 from the provisions of this chapter including, but not limited  
 73 to, the right to practice a profession. A change of business  
 74 purpose shall not have any effect on the continued existence of  
 75 the corporation or limited liability company.

76  
 77 ===== T I T L E A M E N D M E N T =====



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78 | And the title is amended as follows:

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80 |       Delete line 60

81 | and insert:

82 |

83 |       currently on file; amending ss. 621.06 and 621.10, F.S.;

84 |       revising terms related to qualifications to render

85 |       professional services; amending s. 621.13, F.S.;

86 |       eliminating provisions prohibiting mergers between

87 |       domestic and foreign professional corporations and limited

88 |       liability companies; providing an effective date.