



358348

LEGISLATIVE ACTION

Senate	.	House
Comm: RCS	.	
04/08/2013	.	
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The Committee on Commerce and Tourism (Hays) recommended the following:

**Senate Amendment**

Delete lines 5958 - 6469  
and insert:

Section 5. Subsection (3) of section 607.1109, Florida Statutes, is amended to read:

607.1109 Articles of merger.—

(3) A domestic corporation is not required to file articles of merger pursuant to subsection (1) if the domestic corporation is named as a party or constituent organization in articles of merger or a certificate of merger filed for the same merger in accordance with s. 605.1025, s. 608.4382(1), s. 617.1108, s.



358348

13 620.2108(3), or s. 620.8918(1) and (2), and if the articles of  
14 merger or certificate of merger substantially complies with the  
15 requirements of this section. In such a case, the other articles  
16 of merger or certificate of merger may also be used for purposes  
17 of subsection (2).

18 Section 6. Effective January 1, 2015, subsection (3) of  
19 section 607.1109, Florida Statutes, is amended to read:

20 607.1109 Articles of merger.—

21 (3) A domestic corporation is not required to file articles  
22 of merger pursuant to subsection (1) if the domestic corporation  
23 is named as a party or constituent organization in articles of  
24 merger or a certificate of merger filed for the same merger in  
25 accordance with s. 605.1025, ~~s. 608.4382(1)~~, s. 617.1108, s.  
26 620.2108(3), or s. 620.8918(1) and (2), and if the articles of  
27 merger or certificate of merger substantially complies with the  
28 requirements of this section. In such a case, the other articles  
29 of merger or certificate of merger may also be used for purposes  
30 of subsection (2).

31 Section 7. Subsection (3) of section 607.1113, Florida  
32 Statutes, is amended to read:

33 607.1113 Certificate of conversion.—

34 (3) A converting domestic corporation is not required to  
35 file a certificate of conversion pursuant to subsection (1) if  
36 the converting domestic corporation files articles of conversion  
37 or a certificate of conversion that substantially complies with  
38 the requirements of this section pursuant to s. 605.1045, s.  
39 608.439, s. 620.2104(1)(b), or s. 620.8914(1)(b) and contains  
40 the signatures required by this chapter. In such a case, the  
41 other certificate of conversion may also be used for purposes of



358348

42 subsection (2).

43 Section 8. Effective January 1, 2015, subsection (3) of  
44 section 607.1113, Florida Statutes, is amended to read:

45 607.1113 Certificate of conversion.—

46 (3) A converting domestic corporation is not required to  
47 file a certificate of conversion pursuant to subsection (1) if  
48 the converting domestic corporation files articles of conversion  
49 or a certificate of conversion that substantially complies with  
50 the requirements of this section pursuant to s. 605.1045, ~~s.~~  
51 ~~608.439~~, s. 620.2104(1)(b), or s. 620.8914(1)(b) and contains  
52 the signatures required by this chapter. In such a case, the  
53 other certificate of conversion may also be used for purposes of  
54 subsection (2).

55 Section 9. Subsections (1) and (2) of section 607.193,  
56 Florida Statutes, are amended to read:

57 607.193 Supplemental corporate fee.—

58 (1) In addition to any other taxes imposed by law, an  
59 annual supplemental corporate fee of \$88.75 is imposed on each  
60 business entity that is authorized to transact business in this  
61 state and is required to file an annual report with the  
62 Department of State under s. 605.0212, s. 607.1622, s. 608.4511,  
63 or s. 620.1210.

64 (2) (a) The business entity shall remit the supplemental  
65 corporate fee to the Department of State at the time it files  
66 the annual report required by s. 605.0212, s. 607.1622, s.  
67 608.4511, or s. 620.1210.

68 (b) In addition to the fees levied under ss. 607.0122~~7~~  
69 ~~608.452~~, and 620.1109, s. 605.0213 or s. 608.452, and the  
70 supplemental corporate fee, a late charge of \$400 shall be



358348

71 imposed if the supplemental corporate fee is remitted after May  
72 1 except in circumstances in which a business entity was  
73 administratively dissolved or its certificate of authority was  
74 revoked due to its failure to file an annual report and the  
75 entity subsequently applied for reinstatement and paid the  
76 applicable reinstatement fee.

77 Section 10. Effective January 1, 2015, subsections (1) and  
78 (2) of section 607.193, Florida Statutes, are amended to read:

79 607.193 Supplemental corporate fee.—

80 (1) In addition to any other taxes imposed by law, an  
81 annual supplemental corporate fee of \$88.75 is imposed on each  
82 business entity that is authorized to transact business in this  
83 state and is required to file an annual report with the  
84 Department of State under s. 605.0212, s. 607.1622, ~~s. 608.4511,~~  
85 or s. 620.1210.

86 (2) (a) The business entity shall remit the supplemental  
87 corporate fee to the Department of State at the time it files  
88 the annual report required by s. 605.0212, s. 607.1622, ~~s.~~  
89 ~~608.4511,~~ or s. 620.1210.

90 (b) In addition to the fees levied under ss. 605.0213,  
91 607.0122, and 620.1109, ~~s. 605.0213 or s. 608.452,~~ and the  
92 supplemental corporate fee, a late charge of \$400 shall be  
93 imposed if the supplemental corporate fee is remitted after May  
94 1 except in circumstances in which a business entity was  
95 administratively dissolved or its certificate of authority was  
96 revoked due to its failure to file an annual report and the  
97 entity subsequently applied for reinstatement and paid the  
98 applicable reinstatement fee.

99 Section 11. Subsection (2) of section 617.1108, Florida



358348

100 Statutes, is amended to read:

101       617.1108 Merger of domestic corporation and other business  
102 entities.—

103       (2) A domestic corporation not for profit organized under  
104 this chapter is not required to file articles of merger pursuant  
105 to this section if the corporation not for profit is named as a  
106 party or constituent organization in articles of merger or a  
107 certificate of merger filed for the same merger in accordance  
108 with s. 605.1025, s. 607.1109, s. 608.4382(1), s. 620.2108(3),  
109 or s. 620.8918(1) and (2). In such a case, the other articles of  
110 merger or certificate of merger may also be used for purposes of  
111 subsection (3).

112       Section 12. Effective January 1, 2015, subsection (2) of  
113 section 617.1108, Florida Statutes, is amended to read:

114       617.1108 Merger of domestic corporation and other business  
115 entities.—

116       (2) A domestic corporation not for profit organized under  
117 this chapter is not required to file articles of merger pursuant  
118 to this section if the corporation not for profit is named as a  
119 party or constituent organization in articles of merger or a  
120 certificate of merger filed for the same merger in accordance  
121 with s. 605.1025, s. 607.1109, ~~s. 608.4382(1)~~, s. 620.2108(3),  
122 or s. 620.8918(1) and (2). In such a case, the other articles of  
123 merger or certificate of merger may also be used for purposes of  
124 subsection (3).

125       Section 13. Paragraph (c) of subsection (1) of section  
126 620.2104, Florida Statutes, is amended to read:

127       620.2104 Filings required for conversion; effective date.—

128       (1) After a plan of conversion is approved:



358348

129 (c) A converting limited partnership is not required to  
130 file a certificate of conversion pursuant to paragraph (a) if  
131 the converting limited partnership files articles of conversion  
132 or a certificate of conversion that substantially complies with  
133 the requirements of this section pursuant to s. 605.1045, s.  
134 607.1115, s. 608.439, or s. 620.8914(1)(b) and contains the  
135 signatures required by this chapter. In such a case, the other  
136 certificate of conversion may also be used for purposes of s.  
137 620.2105(4).

138 Section 14. Effective January 1, 2015, paragraph (c) of  
139 subsection (1) of section 620.2104, Florida Statutes, is amended  
140 to read:

141 620.2104 Filings required for conversion; effective date.—

142 (1) After a plan of conversion is approved:

143 (c) A converting limited partnership is not required to  
144 file a certificate of conversion pursuant to paragraph (a) if  
145 the converting limited partnership files articles of conversion  
146 or a certificate of conversion that substantially complies with  
147 the requirements of this section pursuant to s. 605.1045, s.  
148 607.1115, ~~s. 608.439~~, or s. 620.8914(1)(b) and contains the  
149 signatures required by this chapter. In such a case, the other  
150 certificate of conversion may also be used for purposes of s.  
151 620.2105(4).

152 Section 15. Subsection (3) of section 620.2108, Florida  
153 Statutes, is amended to read:

154 620.2108 Filings required for merger; effective date.—

155 (3) Each constituent limited partnership shall deliver the  
156 certificate of merger for filing in the Department of State  
157 unless the constituent limited partnership is named as a party



358348

158 or constituent organization in articles of merger or a  
159 certificate of merger filed for the same merger in accordance  
160 with s. 605.1025, s. 607.1109(1), s. 608.4382(1), s. 617.1108,  
161 or s. 620.8918(1) and (2) and such articles of merger or  
162 certificate of merger substantially complies with the  
163 requirements of this section. In such a case, the other articles  
164 of merger or certificate of merger may also be used for purposes  
165 of s. 620.2109(3).

166 Section 16. Effective January 1, 2015, subsection (3) of  
167 section 620.2108, Florida Statutes, is amended to read:

168 620.2108 Filings required for merger; effective date.-

169 (3) Each constituent limited partnership shall deliver the  
170 certificate of merger for filing in the Department of State  
171 unless the constituent limited partnership is named as a party  
172 or constituent organization in articles of merger or a  
173 certificate of merger filed for the same merger in accordance  
174 with s. 605.1025, s. 607.1109(1), ~~s. 608.4382(1)~~, s. 617.1108,  
175 or s. 620.8918(1) and (2) and such articles of merger or  
176 certificate of merger substantially complies with the  
177 requirements of this section. In such a case, the other articles  
178 of merger or certificate of merger may also be used for purposes  
179 of s. 620.2109(3).

180 Section 17. Subsection (1) of section 620.8914, Florida  
181 Statutes, is amended to read:

182 620.8914 Filings required for conversion; effective date.-

183 (1) After a plan of conversion is approved:

184 (a) A converting partnership shall deliver to the  
185 Department of State for filing a registration statement in  
186 accordance with s. 620.8105, if such statement was not



358348

187 previously filed, and a certificate of conversion, in accordance  
188 with s. 620.8105, which must include:

189       1. A statement that the partnership has been converted into  
190 another organization.

191       2. The name and form of the organization and the  
192 jurisdiction of its governing law.

193       3. The date the conversion is effective under the governing  
194 law of the converted organization.

195       4. A statement that the conversion was approved as required  
196 by this act.

197       5. A statement that the conversion was approved as required  
198 by the governing law of the converted organization.

199       6. If the converted organization is a foreign organization  
200 not authorized to transact business in this state, the street  
201 and mailing address of an office which the Department of State  
202 may use for the purposes of s. 620.8915(3).

203       (b) In the case of a converting organization converting  
204 into a partnership to be governed by this act, the converting  
205 organization shall deliver to the Department of State for  
206 filing:

207           1. A registration statement in accordance with s. 620.8105.

208           2. A certificate of conversion, in accordance with s.  
209 620.8105, signed by a general partner of the partnership in  
210 accordance with s. 620.8105(6) and by the converting  
211 organization as required by applicable law, which certificate of  
212 conversion must include:

213               a. A statement that the partnership was converted from  
214 another organization.

215               b. The name and form of the converting organization and the





358348

216 jurisdiction of its governing law.

217 c. A statement that the conversion was approved as required  
218 by this act.

219 d. A statement that the conversion was approved in a manner  
220 that complied with the converting organization's governing law.

221 e. The effective time of the conversion, if other than the  
222 time of the filing of the certificate of conversion.

223

224 A converting domestic partnership is not required to file a  
225 certificate of conversion pursuant to paragraph (a) if the  
226 converting domestic partnership files articles of conversion or  
227 a certificate of conversion that substantially complies with the  
228 requirements of this section pursuant to s. 605.1045, s.  
229 607.1115, s. 608.439, or s. 620.2104(1)(b) and contains the  
230 signatures required by this chapter. In such a case, the other  
231 certificate of conversion may also be used for purposes of s.  
232 620.8915(4).

233 Section 18. Effective January 1, 2015, subsection (1) of  
234 section 620.8914, Florida Statutes, is amended to read:

235 620.8914 Filings required for conversion; effective date.—

236 (1) After a plan of conversion is approved:

237 (a) A converting partnership shall deliver to the  
238 Department of State for filing a registration statement in  
239 accordance with s. 620.8105, if such statement was not  
240 previously filed, and a certificate of conversion, in accordance  
241 with s. 620.8105, which must include:

242 1. A statement that the partnership has been converted into  
243 another organization.

244 2. The name and form of the organization and the



358348

245 jurisdiction of its governing law.

246 3. The date the conversion is effective under the governing  
247 law of the converted organization.

248 4. A statement that the conversion was approved as required  
249 by this act.

250 5. A statement that the conversion was approved as required  
251 by the governing law of the converted organization.

252 6. If the converted organization is a foreign organization  
253 not authorized to transact business in this state, the street  
254 and mailing address of an office which the Department of State  
255 may use for the purposes of s. 620.8915(3).

256 (b) In the case of a converting organization converting  
257 into a partnership to be governed by this act, the converting  
258 organization shall deliver to the Department of State for  
259 filing:

260 1. A registration statement in accordance with s. 620.8105.

261 2. A certificate of conversion, in accordance with s.  
262 620.8105, signed by a general partner of the partnership in  
263 accordance with s. 620.8105(6) and by the converting  
264 organization as required by applicable law, which certificate of  
265 conversion must include:

266 a. A statement that the partnership was converted from  
267 another organization.

268 b. The name and form of the converting organization and the  
269 jurisdiction of its governing law.

270 c. A statement that the conversion was approved as required  
271 by this act.

272 d. A statement that the conversion was approved in a manner  
273 that complied with the converting organization's governing law.



358348

274 e. The effective time of the conversion, if other than the  
275 time of the filing of the certificate of conversion.

276  
277 A converting domestic partnership is not required to file a  
278 certificate of conversion pursuant to paragraph (a) if the  
279 converting domestic partnership files articles of conversion or  
280 a certificate of conversion that substantially complies with the  
281 requirements of this section pursuant to s. 605.1045, s.  
282 607.1115, ~~s. 608.439~~, or s. 620.2104(1)(b) and contains the  
283 signatures required by this chapter. In such a case, the other  
284 certificate of conversion may also be used for purposes of s.  
285 620.8915(4).

286 Section 19. Subsection (3) of section 620.8918, Florida  
287 Statutes, is amended to read:

288 620.8918 Filings required for merger; effective date.—

289 (3) Each domestic constituent partnership shall deliver the  
290 certificate of merger for filing with the Department of State,  
291 unless the domestic constituent partnership is named as a party  
292 or constituent organization in articles of merger or a  
293 certificate of merger filed for the same merger in accordance  
294 with s. 605.1025, s. 607.1109(1), s. 608.4382(1), s. 617.1108,  
295 or s. 620.2108(3). The articles of merger or certificate of  
296 merger must substantially comply with the requirements of this  
297 section. In such a case, the other articles of merger or  
298 certificate of merger may also be used for purposes of s.  
299 620.8919(3). Each domestic constituent partnership in the merger  
300 shall also file a registration statement in accordance with s.  
301 620.8105(1) if it does not have a currently effective  
302 registration statement filed with the Department of State.



358348

303           Section 20. Effective January 1, 2015, subsection (3) of  
304 section 620.8918, Florida Statutes, is amended to read:

305           620.8918 Filings required for merger; effective date.—

306           (3) Each domestic constituent partnership shall deliver the  
307 certificate of merger for filing with the Department of State,  
308 unless the domestic constituent partnership is named as a party  
309 or constituent organization in articles of merger or a  
310 certificate of merger filed for the same merger in accordance  
311 with s. 605.1025, s. 607.1109(1), ~~s. 608.4382(1)~~, s. 617.1108,  
312 or s. 620.2108(3). The articles of merger or certificate of  
313 merger must substantially comply with the requirements of this  
314 section. In such a case, the other articles of merger or  
315 certificate of merger may also be used for purposes of s.  
316 620.8919(3). Each domestic constituent partnership in the merger  
317 shall also file a registration statement in accordance with s.  
318 620.8105(1) if it does not have a currently effective  
319 registration statement filed with the Department of State.

320           Section 21. Section 621.051, Florida Statutes, is amended  
321 to read:

322           621.051 Limited liability company organization.—A group of  
323 professional service corporations, professional limited  
324 liability companies, or individuals, in any combination, duly  
325 licensed or otherwise legally authorized to render the same  
326 professional services may organize and become members of a  
327 professional limited liability company for pecuniary profit  
328 under the provisions of chapter 605 or chapter 608 for the sole  
329 and specific purpose of rendering the same and specific  
330 professional service.

331           Section 22. Effective January 1, 2015, section 621.051,



358348

332 Florida Statutes, is amended to read:

333       621.051 Limited liability company organization.—A group of  
334 professional service corporations, professional limited  
335 liability companies, or individuals, in any combination, duly  
336 licensed or otherwise legally authorized to render the same  
337 professional services may organize and become members of a  
338 professional limited liability company for pecuniary profit  
339 under the provisions of chapter 605 ~~or chapter 608~~ for the sole  
340 and specific purpose of rendering the same and specific  
341 professional service.

342       Section 23. Section 621.07, Florida Statutes, is amended to  
343 read:

344       621.07 Liability of officers, agents, employees,  
345 shareholders, members, and corporation or limited liability  
346 company.—Nothing contained in this act shall be interpreted to  
347 abolish, repeal, modify, restrict, or limit the law now in  
348 effect in this state applicable to the professional relationship  
349 and liabilities between the person furnishing the professional  
350 services and the person receiving such professional service and  
351 to the standards for professional conduct; provided, however,  
352 that any officer, agent, member, manager, or employee of a  
353 corporation or limited liability company organized under this  
354 act shall be personally liable and accountable only for  
355 negligent or wrongful acts or misconduct committed by that  
356 person, or by any person under that person's direct supervision  
357 and control, while rendering professional service on behalf of  
358 the corporation or limited liability company to the person for  
359 whom such professional services were being rendered; and  
360 provided further that the personal liability of shareholders of



358348

361 a corporation, or members of a limited liability company,  
362 organized under this act, in their capacity as shareholders or  
363 members of such corporation or limited liability company, shall  
364 be no greater in any aspect than that of a shareholder-employee  
365 of a corporation organized under chapter 607 or a member-  
366 employee of a limited liability company organized under chapter  
367 605 or chapter 608. The corporation or limited liability company  
368 shall be liable up to the full value of its property for any  
369 negligent or wrongful acts or misconduct committed by any of its  
370 officers, agents, members, managers, or employees while they are  
371 engaged on behalf of the corporation or limited liability  
372 company in the rendering of professional services.

373 Section 24. Effective January 1, 2015, section 621.07,  
374 Florida Statutes, is amended to read:

375 621.07 Liability of officers, agents, employees,  
376 shareholders, members, and corporation or limited liability  
377 company.—Nothing contained in this act shall be interpreted to  
378 abolish, repeal, modify, restrict, or limit the law now in  
379 effect in this state applicable to the professional relationship  
380 and liabilities between the person furnishing the professional  
381 services and the person receiving such professional service and  
382 to the standards for professional conduct; provided, however,  
383 that any officer, agent, member, manager, or employee of a  
384 corporation or limited liability company organized under this  
385 act shall be personally liable and accountable only for  
386 negligent or wrongful acts or misconduct committed by that  
387 person, or by any person under that person's direct supervision  
388 and control, while rendering professional service on behalf of  
389 the corporation or limited liability company to the person for



358348

390 whom such professional services were being rendered; and  
391 provided further that the personal liability of shareholders of  
392 a corporation, or members of a limited liability company,  
393 organized under this act, in their capacity as shareholders or  
394 members of such corporation or limited liability company, shall  
395 be no greater in any aspect than that of a shareholder-employee  
396 of a corporation organized under chapter 607 or a member-  
397 employee of a limited liability company organized under chapter  
398 605 ~~or chapter 608~~. The corporation or limited liability company  
399 shall be liable up to the full value of its property for any  
400 negligent or wrongful acts or misconduct committed by any of its  
401 officers, agents, members, managers, or employees while they are  
402 engaged on behalf of the corporation or limited liability  
403 company in the rendering of professional services.

404 Section 25. Subsections (2) and (4) of section 621.12,  
405 Florida Statutes, are amended to read:

406 621.12 Identification with individual shareholders or  
407 individual members.—

408 (2) The name shall also contain:

409 (a) The word "chartered"; or

410 (b)1. In the case of a professional corporation, the words  
411 "professional association" or the abbreviation "P.A."; or

412 2. In the case of a professional limited liability company~~y~~  
413 formed before January 1, 2014, the words "professional limited  
414 company" or "professional limited liability company," ~~or~~ the  
415 abbreviation "P.L." or "P.L.L.C." or the designation "PL" or  
416 "PLLC," in lieu of the words "limited company" or "limited  
417 liability company," or the abbreviation "L.C." or "L.L.C." or  
418 the designation "LC" or "LLC" as otherwise required under s.



358348

419 605.0112 or s. 608.406.

420 3. In the case of a professional limited liability company  
421 formed on or after January 1, 2014, the words "professional  
422 limited liability company," the abbreviation "P.L.L.C." or the  
423 designation "PLLC," in lieu of the words "limited liability  
424 company," or the abbreviation "L.L.C." or the designation "LLC"  
425 as otherwise required under s.605.0112.

426 (4) It shall be permissible, however, for the corporation  
427 or limited liability company to render professional services and  
428 to exercise its authorized powers under a name which is  
429 identical to its name except that the word "chartered," the  
430 words "professional association," ~~or~~ "professional limited  
431 company," or "professional limited liability company," ~~or~~ the  
432 abbreviations "P.A.," ~~or~~ "P.L.," or "P.L.L.C.," or the  
433 designation "PL" or "PLLC" may be omitted, provided that the  
434 corporation or limited liability company has first registered  
435 the name to be so used in the manner required for the  
436 registration of fictitious names.

437 Section 26. Section 621.13, Florida Statutes, is amended to  
438 read:

439 621.13 Applicability of chapters 605, 607, and 608.—

440 (1) Chapter 607 is applicable to a corporation organized  
441 pursuant to this act except to the extent that any of the  
442 provisions of this act are interpreted to be in conflict with  
443 the provisions of chapter 607. In such event, the provisions and  
444 sections of this act shall take precedence with respect to a  
445 corporation organized pursuant to the provisions of this act.

446 (2) (a) Before January 1, 2014, and during any transition  
447 period thereafter, chapter 608 is applicable to a limited





358348

448 liability company organized pursuant to this act before January  
449 1, 2014, except to the extent that any of the provisions of this  
450 act are interpreted to be in conflict with the provisions of  
451 chapter 608. In such event, the provisions and sections of this  
452 act shall take precedence with respect to a limited liability  
453 company organized pursuant to the provisions of this act.

454 (b) On and after January 1, 2014, chapter 605 is applicable  
455 to a limited liability company organized pursuant to this act on  
456 or after January 1, 2014, except to the extent that any of the  
457 provisions of this act are interpreted to be in conflict with  
458 the provisions of chapter 605. In such event, the provisions and  
459 sections of this act shall take precedence with respect to a  
460 limited liability company organized pursuant to the provisions  
461 of this act.

462 (c) After an election is made to be subject to the  
463 provisions of chapter 605, chapter 605 applies to a limited  
464 liability company organized pursuant to this act before January  
465 1, 2014, except to the extent that any of the provisions of this  
466 act are interpreted to be in conflict with the provisions of  
467 chapter 605. In such event, the provisions and sections of this  
468 act shall take precedence with respect to a limited liability  
469 company organized pursuant to the provisions of this act.

470 (3) A professional corporation or limited liability company  
471 heretofore or hereafter organized under this act may change its  
472 business purpose from the rendering of professional service to  
473 provide for any other lawful purpose by amending its certificate  
474 of incorporation in the manner required for an original  
475 incorporation under chapter 607 or by amending its certificate  
476 of organization in the manner required for an original



358348

477 organization under chapter 608, or for a limited liability  
478 company subject to chapter 605 by amending its certificate of  
479 organization in the manner required for an original organization  
480 under chapter 605. However, such an amendment, when filed with  
481 and accepted by the Department of State, shall remove such  
482 corporation or limited liability company from the provisions of  
483 this chapter including, but not limited to, the right to  
484 practice a profession. A change of business purpose shall not  
485 have any effect on the continued existence of the corporation or  
486 limited liability company.

487 Section 27. Effective January 1, 2015, section 621.13,  
488 Florida Statutes, is amended to read:

489 621.13 Applicability of chapters 605 and, ~~607, and 608.~~

490 (1) Chapter 607 is applicable to a corporation organized  
491 pursuant to this act except to the extent that any of the  
492 provisions of this act are interpreted to be in conflict with  
493 the provisions of chapter 607. In such event, the provisions and  
494 sections of this act shall take precedence with respect to a  
495 corporation organized pursuant to the provisions of this act.

496 (2) ~~(a) Chapter 605 Before January 1, 2014, and during any~~  
497 ~~transition period thereafter, chapter 608~~ is applicable to a  
498 limited liability company organized pursuant to this act ~~before~~  
499 ~~January 1, 2014,~~ except to the extent that any of the provisions  
500 of this act are interpreted to be in conflict with the  
501 provisions of chapter 605 ~~608~~. In such event, the provisions and  
502 sections of this act shall take precedence with respect to a  
503 limited liability company organized pursuant to the provisions  
504 of this act.

505 ~~(b) On and after January 1, 2014, chapter 605 is applicable~~



358348

506 ~~to a limited liability company organized pursuant to this act on~~  
507 ~~or after January 1, 2014, except to the extent that any of the~~  
508 ~~provisions of this act are interpreted to be in conflict with~~  
509 ~~the provisions of chapter 605. In such event, the provisions and~~  
510 ~~sections of this act shall take precedence with respect to a~~  
511 ~~limited liability company organized pursuant to the provisions~~  
512 ~~of this act.~~

513 ~~(c) After an election is made to be subject to the~~  
514 ~~provisions of chapter 605, chapter 605 applies to a limited~~  
515 ~~liability company organized pursuant to this act before January~~  
516 ~~1, 2014, except to the extent that any of the provisions of this~~  
517 ~~act are interpreted to be in conflict with the provisions of~~  
518 ~~chapter 605. In such event, the provisions and sections of this~~  
519 ~~act shall take precedence with respect to a limited liability~~  
520 ~~company organized pursuant to the provisions of this act.~~

521 (3) A professional corporation or limited liability company  
522 heretofore or hereafter organized under this act may change its  
523 business purpose from the rendering of professional service to  
524 provide for any other lawful purpose by amending its certificate  
525 of incorporation in the manner required for an original  
526 incorporation under chapter 607 or ~~by amending its certificate~~  
527 ~~of organization in the manner required for an original~~  
528 ~~organization under chapter 608, or for a limited liability~~  
529 ~~company subject to chapter 605~~ by amending its certificate of  
530 organization in the manner required for an original organization  
531 under chapter 605. However, such an amendment, when filed with  
532 and accepted by the Department of State, shall remove such  
533 corporation or limited liability company from the provisions of  
534 this chapter including, but not limited to, the right to



358348

535 practice a profession. A change of business purpose shall not  
536 have any effect on the continued existence of the corporation or  
537 limited liability company.