

By the Committee on Judiciary; and Senator Negron

590-01977-13

2013286c1

1 A bill to be entitled
2 An act relating to design professionals; amending s.
3 558.002, F.S.; redefining the term "design
4 professional"; creating s. 558.0035, F.S.; specifying
5 conditions under which a design professional employed
6 by a business entity or an agent of the business
7 entity may not be held individually liable for damages
8 resulting from negligence occurring within the course
9 and scope of a professional services contract;
10 defining the term "business entity"; amending ss.
11 471.023, 472.021, 481.219, 481.319, and 492.111, F.S.;
12 conforming provisions to changes made by the act;
13 providing an effective date.

14
15 Be It Enacted by the Legislature of the State of Florida:

16
17 Section 1. Subsection (7) of section 558.002, Florida
18 Statutes, is amended to read:

19 558.002 Definitions.—As used in this chapter, the term:

20 (7) "Design professional" means a person, as defined in s.
21 1.01, licensed in this state as an architect, interior designer,
22 landscape architect, engineer, ~~or~~ surveyor, or geologist.

23 Section 2. Section 558.0035, Florida Statutes, is created
24 to read:

25 558.0035 Design professionals; contractual limitation on
26 liability.—

27 (1) A design professional employed by a business entity or
28 an agent of the business entity is not individually liable for
29 damages resulting from negligence occurring within the course

590-01977-13

2013286c1

30 and scope of a professional services contract if:

31 (a) The contract is made between the business entity and a
32 claimant or with another entity for the provision of
33 professional services to the claimant;

34 (b) The contract does not name as a party to the contract
35 the individual employee or agent who will perform the
36 professional services;

37 (c) The contract includes a prominent statement, in
38 uppercase font that is at least 5 point sizes larger than the
39 rest of the text, that, pursuant to this section, an individual
40 employee or agent may not be held individually liable for
41 negligence;

42 (d) The business entity maintains any professional
43 liability insurance required under the contract; and

44 (e) Any damages are solely economic in nature and the
45 damages do not extend to personal injuries or property not
46 subject to the contract.

47 (2) As used in this section, the term "business entity"
48 means any corporation, limited liability company, partnership,
49 limited partnership, proprietorship, firm, enterprise,
50 franchise, association, self-employed individual, or trust,
51 whether fictitiously named or not, doing business in this state.

52 Section 3. Subsection (3) of section 471.023, Florida
53 Statutes, is amended to read:

54 471.023 Certification of business organizations.—

55 (3) Except as provided in s. 558.0035, the fact that a
56 licensed engineer practices through a business organization does
57 not relieve the licensee from personal liability for negligence,
58 misconduct, or wrongful acts committed by him or her.

590-01977-13

2013286c1

59 Partnerships and all partners shall be jointly and severally
60 liable for the negligence, misconduct, or wrongful acts
61 committed by their agents, employees, or partners while acting
62 in a professional capacity. Any officer, agent, or employee of a
63 business organization other than a partnership shall be
64 personally liable and accountable only for negligent acts,
65 wrongful acts, or misconduct committed by him or her or
66 committed by any person under his or her direct supervision and
67 control, while rendering professional services on behalf of the
68 business organization. The personal liability of a shareholder
69 or owner of a business organization, in his or her capacity as
70 shareholder or owner, shall be no greater than that of a
71 shareholder-employee of a corporation incorporated under chapter
72 607. The business organization shall be liable up to the full
73 value of its property for any negligent acts, wrongful acts, or
74 misconduct committed by any of its officers, agents, or
75 employees while they are engaged on its behalf in the rendering
76 of professional services.

77 Section 4. Subsection (3) of section 472.021, Florida
78 Statutes, is amended to read:

79 472.021 Certification of partnerships and corporations.—

80 (3) Except as provided in s. 558.0035, the fact that any
81 registered surveyor and mapper practices through a corporation
82 or partnership does ~~shall~~ not relieve the registrant from
83 personal liability for negligence, misconduct, or wrongful acts
84 committed by him or her. Partnerships and all partners shall be
85 jointly and severally liable for the negligence, misconduct, or
86 wrongful acts committed by their agents, employees, or partners
87 while acting in a professional capacity. An ~~Any~~ officer, agent,

590-01977-13

2013286c1

88 or employee of a business organization other than a partnership
89 shall be personally liable and accountable only for negligent
90 acts, wrongful acts, or misconduct committed by him or her or
91 committed by a ~~any~~ person under his or her direct supervision
92 and control while rendering professional services on behalf of
93 the business organization. The personal liability of a
94 shareholder or owner of a business organization, in his or her
95 capacity as shareholder or owner, shall be no greater than that
96 of a shareholder-employee of a corporation incorporated under
97 chapter 607. The business organization shall be liable up to the
98 full value of its property for any negligent acts, wrongful
99 acts, or misconduct committed by any of its officers, agents, or
100 employees while they are engaged on its behalf in the rendering
101 of professional services.

102 Section 5. Subsection (11) of section 481.219, Florida
103 Statutes, is amended to read:

104 481.219 Certification of partnerships, limited liability
105 companies, and corporations.—

106 (11) No corporation, limited liability company, or
107 partnership shall be relieved of responsibility for the conduct
108 or acts of its agents, employees, or officers by reason of its
109 compliance with this section. However, except as provided in s.
110 558.0035, the architect who signs and seals the construction
111 documents and instruments of service shall be liable for the
112 professional services performed, and the interior designer who
113 signs and seals the interior design drawings, plans, or
114 specifications shall be liable for the professional services
115 performed.

116 Section 6. Subsection (6) of section 481.319, Florida

590-01977-13

2013286c1

117 Statutes, is amended to read:

118 481.319 Corporate and partnership practice of landscape
119 architecture; certificate of authorization.—

120 (6) Except as provided in s. 558.0035, the fact that a
121 registered landscape architect practices ~~architects practice~~
122 landscape architecture through a corporation or partnership as
123 provided in this section does ~~shall~~ not relieve the ~~any~~
124 landscape architect from personal liability for his or her
125 professional acts.

126 Section 7. Subsection (4) of section 492.111, Florida
127 Statutes, is amended to read:

128 492.111 Practice of professional geology by a firm,
129 corporation, or partnership; certificate of authorization.—The
130 practice of, or offer to practice, professional geology by
131 individual professional geologists licensed under the provisions
132 of this chapter through a firm, corporation, or partnership
133 offering geological services to the public through individually
134 licensed professional geologists as agents, employees, officers,
135 or partners thereof is permitted subject to the provisions of
136 this chapter, provided that:

137 (4) Except as provided in s. 558.0035, the fact that a
138 licensed professional geologist practices through a corporation
139 or partnership does ~~shall~~ not relieve the registrant from
140 personal liability for negligence, misconduct, or wrongful acts
141 committed by her or him. The partnership and all partners are
142 ~~shall be~~ jointly and severally liable for the negligence,
143 misconduct, or wrongful acts committed by their agents,
144 employees, or partners while acting in a professional capacity.
145 Any officer, agent, or employee of a corporation is ~~shall be~~

590-01977-13

2013286c1

146 personally liable and accountable only for negligent acts,
147 wrongful acts, or misconduct committed by her or him or
148 committed by any person under her or his direct supervision and
149 control, while rendering professional services on behalf of the
150 corporation. The personal liability of a shareholder of a
151 corporation, in her or his capacity as shareholder, may ~~shall~~ be
152 no greater than that of a shareholder-employee of a corporation
153 incorporated under chapter 607. The corporation is ~~shall be~~
154 liable up to the full value of its property for any negligent
155 acts, wrongful acts, or misconduct committed by any of its
156 officers, agents, or employees while they are engaged on behalf
157 of the corporation in the rendering of professional services.

158 Section 8. This act shall take effect July 1, 2013.