

1                   A bill to be entitled  
2           An act relating to limited liability companies;  
3           amending s. 605.0103, F.S.; specifying that persons  
4           who are not members of a limited liability company are  
5           not deemed to have notice of a provision of the  
6           company's articles of organization which limits a  
7           person's authority to transfer real property held in  
8           the company's name unless such limitation appears in  
9           an affidavit, certificate, or other instrument that is  
10          recorded in a specified manner; amending s. 605.0105,  
11          F.S.; deleting a provision prohibiting an operating  
12          agreement from varying the power of a person to  
13          dissociate; amending s. 605.04073, F.S.; requiring  
14          certain conditions for members of a limited liability  
15          company, without a meeting, to take certain actions  
16          requiring the vote or consent of the members; amending  
17          s. 605.0410, F.S.; requiring a limited liability  
18          company to provide a record of certain information  
19          within a specified period to a member who makes a  
20          demand; amending s. 605.1072, F.S.; deleting a  
21          provision providing an exception to the limitation of  
22          remedies for appraisal events under specified  
23          circumstances; amending s. 605.1108, F.S.; deleting a  
24          provision requiring that, for a limited liability  
25          company formed before a specified date, certain  
26          language in the company's articles of organization

27 operates as if it were in the operating agreement;  
 28 repealing chapter 608, F.S., relating to the Florida  
 29 Limited Liability Company Act; amending ss. 15.16,  
 30 48.062, 213.758, 220.02, 220.03, 220.13, 310.181,  
 31 440.02, 605.0401, 605.04074, 605.04091, 606.06,  
 32 607.1108, 607.1109, 607.11101, 621.12, 636.204,  
 33 655.0201, 658.2953, 694.16, and 1002.395, F.S.;  
 34 conforming provisions to the repeal of the Florida  
 35 Limited Liability Company Act; providing retroactive  
 36 applicability; amending ss. 605.0102, 605.0712, and  
 37 605.0805, F.S.; revising a definition; conforming  
 38 cross-references; providing effective dates.

39  
 40 Be It Enacted by the Legislature of the State of Florida:

41  
 42 Section 1. Paragraph (b) of subsection (4) of section  
 43 605.0103, Florida Statutes, is amended to read:

44 605.0103 Knowledge; notice.—

45 (4) A person who is not a member is deemed to:

46 (b) Have notice of a limited liability company's:

47 1. Dissolution, 90 days after the articles of dissolution  
 48 filed under s. 605.0707 become effective;

49 2. Termination, 90 days after a statement of termination  
 50 filed under s. 605.0709(7) becomes effective;

51 3. Participation in a merger, interest exchange,  
 52 conversion, or domestication, 90 days after the articles of

53 merger, articles of interest exchange, articles of conversion,  
54 or articles of domestication under s. 605.1025, s. 605.1035, s.  
55 605.1045, or s. 605.1055, respectively, become effective;

56 4. Declaration in its articles of organization that it is  
57 manager-managed in accordance with s. 605.0201(3)(a); however,  
58 if such a declaration has been added or changed by an amendment  
59 or amendment and restatement of the articles of organization,  
60 notice of the addition or change may not become effective until  
61 90 days after the effective date of such amendment or amendment  
62 and restatement; and

63 5. Grant of authority to or limitation imposed on the  
64 authority of a person holding a position or having a specified  
65 status in a company, or grant of authority to or limitation  
66 imposed on the authority of a specific person, if the grant of  
67 authority or limitation imposed on the authority is described in  
68 the articles of organization in accordance with s.  
69 605.0201(3)(d); however, if that description has been added or  
70 changed by an amendment or an amendment and restatement of the  
71 articles of organization, notice of the addition or change may  
72 not become effective until 90 days after the effective date of  
73 such amendment or amendment and restatement. A provision of the  
74 articles of organization that limits the authority of a person  
75 to transfer real property held in the name of the limited  
76 liability company is not notice of such limitation to a person  
77 who is not a member or manager of the company, unless such  
78 limitation appears in an affidavit, certificate, or other

79 instrument that bears the name of the limited liability company  
 80 and is recorded in the office for recording transfers of such  
 81 real property.

82 Section 2. Paragraph (i) of subsection (3) of section  
 83 605.0105, Florida Statutes, is amended to read:

84 605.0105 Operating agreement; scope, function, and  
 85 limitations.-

86 (3) An operating agreement may not do any of the  
 87 following:

88 ~~(i) Vary the power of a person to dissociate under s.~~  
 89 ~~605.0601, except to require that the notice under s. 605.0602(1)~~  
 90 ~~be in a record.~~

91 Section 3. Subsection (4) of section 605.04073, Florida  
 92 Statutes, is amended to read:

93 605.04073 Voting rights of members and managers.-

94 (4) An action requiring the vote or consent of members  
 95 under this chapter may be taken without a meeting if the action  
 96 is approved in a record by members with at least the minimum  
 97 number of votes that would be necessary to authorize or take the  
 98 action at a meeting of the members.~~and~~ A member may appoint a  
 99 proxy or other agent to vote or consent for the member by  
 100 signing an appointing record, personally or by the member's  
 101 agent. On an action taken by fewer than all of the members  
 102 without a meeting, notice of the action must be given to those  
 103 members who did not consent in writing to the action or who were  
 104 not entitled to vote on the action within 10 days after the

105 | action was taken.

106 |       Section 4. Subsection (2), paragraph (a) of subsection  
107 | (3), and subsection (4) of section 605.0410, Florida Statutes,  
108 | are amended to read:

109 |       605.0410 Records to be kept; rights of member, manager,  
110 | and person dissociated to information.—

111 |       (2) In a member-managed limited liability company, the  
112 | following rules apply:

113 |       (a) Upon reasonable notice, a member may inspect and copy  
114 | during regular business hours, at a reasonable location  
115 | specified by the company:

116 |           1. The records described in subsection (1); and

117 |           2. Each other record maintained by the company regarding  
118 | the company's activities, affairs, financial condition, and  
119 | other circumstances, to the extent the information is material  
120 | to the member's rights and duties under the operating agreement  
121 | or this chapter.

122 |       (b) The company shall furnish to each member:

123 |           1. Without demand, any information concerning the  
124 | company's activities, affairs, financial condition, and other  
125 | circumstances that the company knows and is material to the  
126 | proper exercise of the member's rights and duties under the  
127 | operating agreement or this chapter, except to the extent the  
128 | company can establish that it reasonably believes the member  
129 | already knows the information; and

130 |           2. On demand, other information concerning the company's

131 activities, affairs, financial condition, and other  
132 circumstances, except to the extent the demand or information  
133 demanded is unreasonable or otherwise improper under the  
134 circumstances.

135 (c) Within 10 days after receiving a demand pursuant to  
136 subparagraph (b)2., the company shall provide to the member who  
137 made the demand a record of:

138 1. The information that the company will provide in  
139 response to the demand and when and where the company will  
140 provide such information.

141 2. For any demanded information that the company is not  
142 providing, the reasons that the company will not provide the  
143 information.

144 (d)(e) The duty to furnish information under this  
145 subsection also applies to each member to the extent the member  
146 knows any of the information described in this subsection.

147 (3) In a manager-managed limited liability company, the  
148 following rules apply:

149 (a) The informational rights stated in subsection (2) and  
150 the duty stated in paragraph (2) (d) ~~(2) (e)~~ apply to the managers  
151 and not to the members.

152 (4) Subject to subsection (10) ~~(9)~~, on 10 days' demand  
153 made in a record received by a limited liability company, a  
154 person dissociated as a member may have access to information to  
155 which the person was entitled while a member if:

156 (a) The information pertains to the period during which

157 the person was a member;

158 (b) The person seeks the information in good faith; and

159 (c) The person satisfies the requirements imposed on a  
160 member by paragraph (3)(b).

161 Section 5. Paragraph (c) of subsection (2) of section  
162 605.1072, Florida Statutes, is amended to read:

163 605.1072 Other remedies limited.—

164 (2) Subsection (1) does not apply to an appraisal event  
165 that:

166 ~~(c) Is an interested transaction, unless it has been~~  
167 ~~approved in the same manner as is provided in s. 605.04092 or is~~  
168 ~~fair to the limited liability company as defined in s.~~  
169 ~~605.04092(1)(c).~~

170 Section 6. Subsection (3) of section 605.1108, Florida  
171 Statutes, is amended to read:

172 605.1108 Application to limited liability company formed  
173 under the Florida Limited Liability Company Act.—

174 (3) For the purpose of applying this chapter to a limited  
175 liability company formed before January 1, 2014, under the  
176 Florida Limited Liability Company Act, former ss. 608.401-  
177 608.705, ÷

178 ~~(a)~~ the company's articles of organization are deemed to  
179 be the company's articles of organization under this chapter;  
180 and

181 ~~(b) For the purpose of applying s. 605.0102(39), the~~  
182 ~~language in the company's articles of organization designating~~

183 ~~the company's management structure operates as if that language~~  
 184 ~~were in the operating agreement.~~

185       Section 7. Effective upon this act becoming a law, chapter  
 186 608, Florida Statutes, consisting of sections 608.401, 608.402,  
 187 608.403, 608.404, 608.405, 608.406, 608.407, 608.408, 608.4081,  
 188 608.4082, 608.409, 608.4101, 608.411, 608.4115, 608.415,  
 189 608.416, 608.4211, 608.422, 608.4225, 608.4226, 608.4227,  
 190 608.4228, 608.4229, 608.423, 608.4231, 608.4232, 608.4235,  
 191 608.4236, 608.4237, 608.4238, 608.425, 608.426, 608.4261,  
 192 608.427, 608.428, 608.431, 608.432, 608.433, 608.434, 608.4351,  
 193 608.4352, 608.4353, 608.4354, 608.4355, 608.4356, 608.4357,  
 194 608.43575, 608.4358, 608.43585, 608.4359, 608.43595, 608.438,  
 195 608.4381, 608.4382, 608.4383, 608.439, 608.4401, 608.4402,  
 196 608.4403, 608.4404, 608.441, 608.4411, 608.4421, 608.4431,  
 197 608.444, 608.445, 608.446, 608.447, 608.448, 608.4481, 608.4482,  
 198 608.4483, 608.449, 608.4491, 608.4492, 608.4493, 608.4511,  
 199 608.452, 608.455, 608.461, 608.462, 608.463, 608.471, 608.501,  
 200 608.502, 608.503, 608.504, 608.505, 608.506, 608.507, 608.508,  
 201 608.509, 608.5101, 608.511, 608.512, 608.513, 608.5135, 608.514,  
 202 608.601, 608.701, 608.702, 608.703, 608.704, and 608.705, is  
 203 repealed.

204       Section 8. Effective upon this act becoming a law and  
 205 operating retroactively to January 1, 2015, subsection (3) of  
 206 section 15.16, Florida Statutes, is amended to read:

207       15.16 Reproduction of records; admissibility in evidence;  
 208 electronic receipt and transmission of records; certification;



209 acknowledgment.—

210 (3) The Department of State may cause to be received  
 211 electronically any records that are required to be filed with it  
 212 pursuant to chapter 55, chapter 117, chapter 118, chapter 495,  
 213 chapter 605, chapter 606, chapter 607, ~~chapter 608~~, chapter 610,  
 214 chapter 617, chapter 620, chapter 621, chapter 679, chapter 713,  
 215 or chapter 865, through facsimile or other electronic transfers,  
 216 for the purpose of filing such records. The originals of all  
 217 such electronically transmitted records must be executed in the  
 218 manner provided in paragraph (5) (b). The receipt of such  
 219 electronic transfer constitutes delivery to the department as  
 220 required by law. The department may use electronic transmissions  
 221 for purposes of notice in the administration of chapters 55,  
 222 117, 118, 495, 605, 606, 607, ~~608~~, 610, 617, 620, 621, 679, and  
 223 713 and s. 865.09. The Department of State may collect e-mail  
 224 addresses for purposes of notice and communication in the  
 225 performance of its duties and may require filers and registrants  
 226 to furnish such e-mail addresses when presenting documents for  
 227 filing.

228 Section 9. Effective upon this act becoming a law and  
 229 operating retroactively to January 1, 2015, subsections (1) and  
 230 (2) of section 48.062, Florida Statutes, are amended to read:

231 48.062 Service on a limited liability company.—

232 (1) Process against a limited liability company, domestic  
 233 or foreign, may be served on the registered agent designated by  
 234 the limited liability company under chapter 605 ~~or chapter 608~~.

235 A person attempting to serve process pursuant to this subsection  
236 may serve the process on any employee of the registered agent  
237 during the first attempt at service even if the registered agent  
238 is a natural person and is temporarily absent from his or her  
239 office.

240 (2) If service cannot be made on a registered agent of the  
241 limited liability company because of failure to comply with  
242 chapter 605 ~~or chapter 608~~ or because the limited liability  
243 company does not have a registered agent, or if its registered  
244 agent cannot with reasonable diligence be served, process  
245 against the limited liability company, domestic or foreign, may  
246 be served:

247 (a) On a member of a member-managed limited liability  
248 company;

249 (b) On a manager of a manager-managed limited liability  
250 company; or

251 (c) If a member or manager is not available during regular  
252 business hours to accept service on behalf of the limited  
253 liability company, he, she, or it may designate an employee of  
254 the limited liability company to accept such service. After one  
255 attempt to serve a member, manager, or designated employee has  
256 been made, process may be served on the person in charge of the  
257 limited liability company during regular business hours.

258 Section 10. Effective upon this act becoming a law and  
259 operating retroactively to January 1, 2015, paragraph (c) of  
260 subsection (1) of section 213.758, Florida Statutes, is amended

261 to read:

262 213.758 Transfer of tax liabilities.—

263 (1) As used in this section, the term:

264 (c) "Insider" means:

265 1. Any person included within the meaning of insider as  
266 used in s. 726.102; or

267 2. A manager of, ~~a managing member of,~~ or a person who  
268 controls a transferor that is, a limited liability company, ~~or a~~  
269 relative as defined in s. 726.102 of any such persons.

270 Section 11. Effective upon this act becoming a law and  
271 operating retroactively to January 1, 2015, subsection (1) of  
272 section 220.02, Florida Statutes, is amended to read:

273 220.02 Legislative intent.—

274 (1) It is the intent of the Legislature in enacting this  
275 code to impose a tax upon all corporations, organizations,  
276 associations, and other artificial entities which derive from  
277 this state or from any other jurisdiction permanent and inherent  
278 attributes not inherent in or available to natural persons, such  
279 as perpetual life, transferable ownership represented by shares  
280 or certificates, and limited liability for all owners. It is  
281 intended that any limited liability company that is classified  
282 as a partnership for federal income tax purposes and is defined  
283 in and organized pursuant to ~~formed under~~ chapter 605 ~~608~~ or  
284 qualified to do business in this state as a foreign limited  
285 liability company not be subject to the tax imposed by this  
286 code. It is the intent of the Legislature to subject such

287 corporations and other entities to taxation hereunder for the  
288 privilege of conducting business, deriving income, or existing  
289 within this state. This code is not intended to tax, and shall  
290 not be construed so as to tax, any natural person who engages in  
291 a trade, business, or profession in this state under his or her  
292 own or any fictitious name, whether individually as a  
293 proprietorship or in partnership with others, or as a member or  
294 a manager of a limited liability company classified as a  
295 partnership for federal income tax purposes; any estate of a  
296 decedent or incompetent; or any testamentary trust. However, a  
297 corporation or other taxable entity which is or which becomes  
298 partners with one or more natural persons shall not, merely by  
299 reason of being a partner, exclude from its net income subject  
300 to tax its respective share of partnership net income. This  
301 statement of intent shall be given preeminent consideration in  
302 any construction or interpretation of this code in order to  
303 avoid any conflict between this code and the mandate in s. 5,  
304 Art. VII of the State Constitution that no income tax be levied  
305 upon natural persons who are residents and citizens of this  
306 state.

307 Section 12. Effective upon this act becoming a law and  
308 operating retroactively to January 1, 2015, paragraph (e) of  
309 subsection (1) of section 220.03, Florida Statutes, is amended  
310 to read:

311 220.03 Definitions.—

312 (1) SPECIFIC TERMS.—When used in this code, and when not

313 otherwise distinctly expressed or manifestly incompatible with  
314 the intent thereof, the following terms shall have the following  
315 meanings:

316 (e) "Corporation" includes all domestic corporations;  
317 foreign corporations qualified to do business in this state or  
318 actually doing business in this state; joint-stock companies;  
319 limited liability companies, under chapter 605 ~~608~~; common-law  
320 declarations of trust, under chapter 609; corporations not for  
321 profit, under chapter 617; agricultural cooperative marketing  
322 associations, under chapter 618; professional service  
323 corporations, under chapter 621; foreign unincorporated  
324 associations, under chapter 622; private school corporations,  
325 under chapter 623; foreign corporations not for profit which are  
326 carrying on their activities in this state; and all other  
327 organizations, associations, legal entities, and artificial  
328 persons which are created by or pursuant to the statutes of this  
329 state, the United States, or any other state, territory,  
330 possession, or jurisdiction. The term "corporation" does not  
331 include proprietorships, even if using a fictitious name;  
332 partnerships of any type, as such; limited liability companies  
333 that are taxable as partnerships for federal income tax  
334 purposes; state or public fairs or expositions, under chapter  
335 616; estates of decedents or incompetents; testamentary trusts;  
336 or private trusts.

337 Section 13. Effective upon this act becoming a law and  
338 operating retroactively to January 1, 2015, paragraph (j) of

339 subsection (2) of section 220.13, Florida Statutes, is amended  
 340 to read:

341 220.13 "Adjusted federal income" defined.—

342 (2) For purposes of this section, a taxpayer's taxable  
 343 income for the taxable year means taxable income as defined in  
 344 s. 63 of the Internal Revenue Code and properly reportable for  
 345 federal income tax purposes for the taxable year, but subject to  
 346 the limitations set forth in paragraph (1)(b) with respect to  
 347 the deductions provided by ss. 172 (relating to net operating  
 348 losses), 170(d)(2) (relating to excess charitable  
 349 contributions), 404(a)(1)(D) (relating to excess pension trust  
 350 contributions), 404(a)(3)(A) and (B) (to the extent relating to  
 351 excess stock bonus and profit-sharing trust contributions), and  
 352 1212 (relating to capital losses) of the Internal Revenue Code,  
 353 except that, subject to the same limitations, the term:

354 (j) "Taxable income," in the case of a limited liability  
 355 company, other than a limited liability company classified as a  
 356 partnership for federal income tax purposes, as defined in and  
 357 organized pursuant to chapter 605 ~~608~~ or qualified to do  
 358 business in this state as a foreign limited liability company or  
 359 other than a similar limited liability company classified as a  
 360 partnership for federal income tax purposes and created as an  
 361 artificial entity pursuant to the statutes of the United States  
 362 or any other state, territory, possession, or jurisdiction, if  
 363 such limited liability company or similar entity is taxable as a  
 364 corporation for federal income tax purposes, means taxable

365 income determined as if such limited liability company were  
366 required to file or had filed a federal corporate income tax  
367 return under the Internal Revenue Code;

368 Section 14. Effective upon this act becoming a law and  
369 operating retroactively to January 1, 2015, section 310.181,  
370 Florida Statutes, is amended to read:

371 310.181 Corporate powers.—All the rights, powers, and  
372 liabilities conferred or imposed by the laws of Florida relating  
373 to corporations for profit organized under part I of chapter 607  
374 or under former chapter 608 before January 1, 1976, or to  
375 corporations organized under chapter 621 apply to corporations  
376 organized pursuant to s. 310.171.

377 Section 15. Effective upon this act becoming a law and  
378 operating retroactively to January 1, 2015, subsection (9) of  
379 section 440.02, Florida Statutes, is amended to read:

380 440.02 Definitions.—When used in this chapter, unless the  
381 context clearly requires otherwise, the following terms shall  
382 have the following meanings:

383 (9) "Corporate officer" or "officer of a corporation"  
384 means any person who fills an office provided for in the  
385 corporate charter or articles of incorporation filed with the  
386 Division of Corporations of the Department of State or as  
387 authorized or required under part I of chapter 607. The term  
388 "officer of a corporation" includes a member owning at least 10  
389 percent of a limited liability company as defined in and  
390 organized pursuant to ~~created and approved under~~ chapter 605

391 ~~608.~~

392 Section 16. Subsection (37) of section 605.0102, Florida  
 393 Statutes, is amended to read:

394 605.0102 Definitions.—As used in this chapter, the term:

395 (37) "Majority-in-interest" means those members who hold  
 396 more than 50 percent of the then-current percentage or other  
 397 interest in the profits of the limited liability company owned  
 398 by all of its members ~~and who have the right to vote~~; however,  
 399 as used in ss. 605.1001-605.1072, the term means:

400 (a) In the case of a limited liability company with only  
 401 one class or series of members, the holders of more than 50  
 402 percent of the then-current percentage or other interest in the  
 403 profits of the company owned by all of its members who have the  
 404 right to approve the ~~a~~ merger, interest exchange, or conversion,  
 405 as applicable, under the organic law or the organic rules of the  
 406 company; and

407 (b) In the case of a limited liability company having more  
 408 than one class or series of members, the holders in each class  
 409 or series of more than 50 percent of the then-current percentage  
 410 or other interest in the profits of the company owned by all of  
 411 the members of that class or series who have the right to  
 412 approve the ~~a~~ merger, interest exchange, or conversion, as  
 413 applicable, under the organic law or the organic rules of the  
 414 company, unless the company's organic rules provide for the  
 415 approval of the transaction in a different manner.

416 Section 17. Effective upon this act becoming a law and



417 operating retroactively to January 1, 2015, subsection (3) of  
 418 section 605.0401, Florida Statutes, is amended to read:

419 605.0401 Becoming a member.—

420 (3) After formation of a limited liability company, a  
 421 person becomes a member:

422 (a) As provided in the operating agreement;

423 (b) As the result of a merger, interest exchange,  
 424 conversion, or domestication under ss. 605.1001-605.1072, as  
 425 applicable;

426 (c) With the consent of all the members; or

427 (d) As provided in s. 605.0701(3).

428 Section 18. Effective upon this act becoming a law and  
 429 operating retroactively to January 1, 2015, paragraph (a) of  
 430 subsection (1) of section 605.04074, Florida Statutes, is  
 431 amended to read:

432 605.04074 Agency rights of members and managers.—

433 (1) In a member-managed limited liability company, the  
 434 following rules apply:

435 (a) Except as provided in subsection (3), each member is  
 436 an agent of the limited liability company for the purpose of its  
 437 activities and affairs, and ~~an act of a member, including~~  
 438 signing an agreement or instrument of transfer in the name of  
 439 the company for apparently carrying on in the ordinary course of  
 440 the company's activities and affairs or activities and affairs  
 441 of the kind carried on by the company, binds the company unless  
 442 the member had no authority to act for the company in the

443 particular matter and the person with whom the member was  
444 dealing knew or had notice that the member lacked authority.

445 Section 19. Effective upon this act becoming a law and  
446 operating retroactively to January 1, 2015, paragraph (b) of  
447 subsection (2) of section 605.04091, Florida Statutes, is  
448 amended to read:

449 605.04091 Standards of conduct for members and managers.-

450 (2) The duty of loyalty is limited to:

451 (b) Refraining from dealing with the company in the  
452 conduct or winding up of the company's activities and affairs  
453 as, or on behalf of, a person having an interest adverse to the  
454 company, except to the extent that a transaction satisfies the  
455 requirements of ~~this~~ section 605.04092; and

456 Section 20. Subsection (3) of section 605.0712, Florida  
457 Statutes, is amended to read:

458 605.0712 Other claims against a dissolved limited  
459 liability company.-

460 (3) A claim that is not barred by this section, ~~s.~~  
461 ~~608.0711~~, or another statute limiting actions, may be enforced:

462 (a) Against a dissolved limited liability company, to the  
463 extent of its undistributed assets; and

464 (b) Except as otherwise provided in s. 605.0713, if assets  
465 of the limited liability company have been distributed after  
466 dissolution, against a member or transferee to the extent of  
467 that person's proportionate share of the claim or of the  
468 company's assets distributed to the member or transferee after

469 dissolution, whichever is less, but a person's total liability  
470 for all claims under this subsection may not exceed the total  
471 amount of assets distributed to the person after dissolution.

472 Section 21. Subsection (2) of section 605.0805, Florida  
473 Statutes, is amended to read:

474 605.0805 Proceeds and expenses.—

475 (2) If a derivative action ~~under s. 608.0802~~ is successful  
476 in whole or in part, the court may award the plaintiff  
477 reasonable expenses, including reasonable attorney fees and  
478 costs, from the recovery of the limited liability company.

479 Section 22. Effective upon this act becoming a law and  
480 operating retroactively to January 1, 2015, subsection (2) of  
481 section 606.06, Florida Statutes, is amended to read:

482 606.06 Uniform business report.—The department may use the  
483 uniform business report:

484 (2) As a substitute for any annual report or renewal  
485 filing required by chapters 495, 605, 607, ~~608~~, 609, 617, 620,  
486 621, and 865.

487 Section 23. Effective upon this act becoming a law and  
488 operating retroactively to January 1, 2015, paragraph (c) of  
489 subsection (2) of section 607.1108, Florida Statutes, is amended  
490 to read:

491 607.1108 Merger of domestic corporation and other business  
492 entity.—

493 (2) Pursuant to a plan of merger complying and approved in  
494 accordance with this section, one or more domestic corporations

495 may merge with or into one or more other business entities  
496 formed, organized, or incorporated under the laws of this state  
497 or any other state, the United States, foreign country, or other  
498 foreign jurisdiction, if:

499 (c) Each domestic limited liability company that is a  
500 party to the merger complies with the applicable provisions of  
501 chapter 605 ~~608~~.

502 Section 24. Effective upon this act becoming a law and  
503 operating retroactively to January 1, 2015, paragraph (d) of  
504 subsection (1) of section 607.1109, Florida Statutes, is amended  
505 to read:

506 607.1109 Articles of merger.—

507 (1) After a plan of merger is approved by each domestic  
508 corporation and other business entity that is a party to the  
509 merger, the surviving entity shall deliver to the Department of  
510 State for filing articles of merger, which shall be executed by  
511 each domestic corporation as required by s. 607.0120 and by each  
512 other business entity as required by applicable law, and which  
513 shall set forth:

514 (d) A statement that the plan of merger was approved by  
515 each domestic limited liability company that is a party to the  
516 merger in accordance with the applicable provisions of chapter  
517 605 ~~608~~.

518 Section 25. Effective upon this act becoming a law and  
519 operating retroactively to January 1, 2015, subsection (7) of  
520 section 607.11101, Florida Statutes, is amended to read:

521           607.11101 Effect of merger of domestic corporation and  
522 other business entity.—When a merger becomes effective:

523           (7) The shares, partnership interests, interests,  
524 obligations, or other securities, and the rights to acquire  
525 shares, partnership interests, interests, obligations, or other  
526 securities, of each domestic corporation and other business  
527 entity that is a party to the merger shall be converted into  
528 shares, partnership interests, interests, obligations, or other  
529 securities, or rights to such securities, of the surviving  
530 entity or any other domestic corporation or other business  
531 entity or, in whole or in part, into cash or other property as  
532 provided in the plan of merger, and the former holders of  
533 shares, partnership interests, interests, obligations, or other  
534 securities, or rights to such securities, shall be entitled only  
535 to the rights provided in the plan of merger and to their  
536 appraisal rights, if any, under s. 605.1006, ss. 605.1061-  
537 605.1072, ss. 607.1301-607.1333, ~~ss. 608.4351-608.43595,~~ ss.  
538 620.2114-620.2124, or other applicable law.

539           Section 26. Effective upon this act becoming a law and  
540 operating retroactively to January 1, 2015, paragraph (b) of  
541 subsection (2) of section 621.12, Florida Statutes, is amended  
542 to read:

543           621.12 Identification with individual shareholders or  
544 individual members.—

545           (2) The name shall also contain:

546           (b)1. In the case of a professional corporation, the words

547 "professional association" or the abbreviation "P.A."; or  
 548 2. In the case of a professional limited liability company  
 549 formed before January 1, 2014, the words "professional limited  
 550 company" or "professional limited liability company," the  
 551 abbreviation "P.L." or "P.L.L.C." or the designation "PL" or  
 552 "PLLC," in lieu of the words "limited company" or "limited  
 553 liability company," or the abbreviation "L.C." or "L.L.C." or  
 554 the designation "LC" or "LLC" as otherwise required under s.  
 555 605.0112 or former s. 608.406.

556 3. In the case of a professional limited liability company  
 557 formed on or after January 1, 2014, the words "professional  
 558 limited liability company," the abbreviation "P.L.L.C." or the  
 559 designation "PLLC," in lieu of the words "limited liability  
 560 company," or the abbreviation "L.L.C." or the designation "LLC"  
 561 as otherwise required under s. 605.0112.

562 Section 27. Effective upon this act becoming a law and  
 563 operating retroactively to January 1, 2015, subsection (1) of  
 564 section 636.204, Florida Statutes, is amended to read:

565 636.204 License required.—

566 (1) Before doing business in this state as a discount  
 567 medical plan organization, an entity must be a corporation, a  
 568 limited liability company, or a limited partnership,  
 569 incorporated, organized, formed, or registered under the laws of  
 570 this state or authorized to transact business in this state in  
 571 accordance with chapter 605, part I of chapter 607, ~~chapter 608~~,  
 572 chapter 617, chapter 620, or chapter 865, and must be licensed

573 by the office as a discount medical plan organization or be  
574 licensed by the office pursuant to chapter 624, part I of this  
575 chapter, or chapter 641.

576 Section 28. Effective upon this act becoming a law and  
577 operating retroactively to January 1, 2015, subsection (1) of  
578 section 655.0201, Florida Statutes, is amended to read:

579 655.0201 Service of process, notice, or demand on  
580 financial institutions.—

581 (1) Process against any financial institution authorized  
582 by federal or state law to transact business in this state may  
583 be served in accordance with chapter 48, chapter 49, chapter  
584 605, or part I of chapter 607, ~~or chapter 608~~, as appropriate.

585 Section 29. Effective upon this act becoming a law and  
586 operating retroactively to January 1, 2015, paragraph (c) of  
587 subsection (11) of section 658.2953, Florida Statutes, is  
588 amended to read:

589 658.2953 Interstate branching.—

590 (11) DE NOVO INTERSTATE BRANCHING BY STATE BANKS.—

591 (c) An out-of-state bank may establish and maintain a de  
592 novo branch or acquire a branch in this state upon compliance  
593 with chapter 605 or part I of chapter 607 ~~or chapter 608~~  
594 relating to doing business in this state as a foreign business  
595 entity, including maintaining a registered agent for service of  
596 process and other legal notice pursuant to s. 655.0201.

597 Section 30. Effective upon this act becoming a law and  
598 operating retroactively to January 1, 2015, section 694.16,

599 Florida Statutes, is amended to read:

600       694.16 Conveyances by merger or conversion of business  
 601 entities.—As to any merger or conversion of business entities  
 602 prior to June 15, 2000, the title to all real estate, or any  
 603 interest therein, owned by a business entity that was a party to  
 604 a merger or a conversion is vested in the surviving entity  
 605 without reversion or impairment, notwithstanding the requirement  
 606 of a deed which was previously required by s. 607.11101, former  
 607 s. 608.4383, former s. 620.204, former s. 620.8904, or former s.  
 608 620.8906.

609       Section 31. Effective upon this act becoming a law and  
 610 operating retroactively to January 1, 2015, paragraph (f) of  
 611 subsection (2) of section 1002.395, Florida Statutes, is amended  
 612 to read:

613       1002.395 Florida Tax Credit Scholarship Program.—

614       (2) DEFINITIONS.—As used in this section, the term:

615       (f) "Eligible nonprofit scholarship-funding organization"  
 616 means a state university; or an independent college or  
 617 university that is eligible to participate in the William L.  
 618 Boyd, IV, Florida Resident Access Grant Program, located and  
 619 chartered in this state, is not for profit, and is accredited by  
 620 the Commission on Colleges of the Southern Association of  
 621 Colleges and Schools; or is a charitable organization that:

622       1. Is exempt from federal income tax pursuant to s.  
 623 501(c)(3) of the Internal Revenue Code;

624       2. Is a Florida entity formed under chapter 605, chapter



625 | 607, ~~chapter 608~~, or chapter 617 and whose principal office is  
626 | located in the state; and

627 | 3. Complies with subsections (6) and (16).

628 | Section 32. Except as otherwise expressly provided in this  
629 | act and except for this section, which shall take effect upon  
630 | this act becoming a law, this act shall take effect July 1,  
631 | 2015.