



218950

LEGISLATIVE ACTION

Senate	.	House
Comm: RCS	.	
03/02/2015	.	
	.	
	.	
	.	

The Committee on Commerce and Tourism (Richter) recommended the following:

Senate Amendment (with title amendment)

Delete lines 102 - 552

and insert:

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

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

(2) In a member-managed limited liability company, the



218950

11 following rules apply:

12 (a) Upon reasonable notice, a member may inspect and copy
13 during regular business hours, at a reasonable location
14 specified by the company:

- 15 1. The records described in subsection (1); and
16 2. Each other record maintained by the company regarding
17 the company's activities, affairs, financial condition, and
18 other circumstances, to the extent the information is material
19 to the member's rights and duties under the operating agreement
20 or this chapter.

21 (b) The company shall furnish to each member:

22 1. Without demand, any information concerning the company's
23 activities, affairs, financial condition, and other
24 circumstances that the company knows and is material to the
25 proper exercise of the member's rights and duties under the
26 operating agreement or this chapter, except to the extent the
27 company can establish that it reasonably believes the member
28 already knows the information; and

29 2. On demand, other information concerning the company's
30 activities, affairs, financial condition, and other
31 circumstances, except to the extent the demand or information
32 demanded is unreasonable or otherwise improper under the
33 circumstances.

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

37 1. The information that the company will provide in
38 response to the demand and when and where the company will
39 provide such information.



218950

40 2. For any demanded information that the company is not
41 providing, the reasons that the company will not provide the
42 information.

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

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

48 (a) The informational rights stated in subsection (2) and
49 the duty stated in paragraph (2)(d)(2)(e) apply to the managers
50 and not to the members.

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

55 (a) The information pertains to the period during which the
56 person was a member;

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

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

60 Section 5. Paragraph (c) of subsection (2) of section
61 605.1072, Florida Statutes, is amended to read:

62 605.1072 Other remedies limited.—

63 (2) Subsection (1) does not apply to an appraisal event
64 that:

65 ~~(c) Is an interested transaction, unless it has been~~
66 ~~approved in the same manner as is provided in s. 605.04092 or is~~
67 ~~fair to the limited liability company as defined in s.~~
68 ~~605.04092(1)(c).~~



218950

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

71 605.1108 Application to limited liability company formed
72 under the Florida Limited Liability Company Act.—

73 (3) For the purpose of applying this chapter to a limited
74 liability company formed before January 1, 2014, under the
75 Florida Limited Liability Company Act, former ss. 608.401-
76 608.705,÷

77 ~~(a) The company's articles of organization are deemed to be~~
78 ~~the company's articles of organization under this chapter; and~~

79 ~~(b) For the purpose of applying s. 605.0102(39), the~~
80 ~~language in the company's articles of organization designating~~
81 ~~the company's management structure operates as if that language~~
82 ~~were in the operating agreement.~~

83 Section 7. Effective upon this act becoming a law, chapter
84 608, Florida Statutes, consisting of sections 608.401, 608.402,
85 608.403, 608.404, 608.405, 608.406, 608.407, 608.408, 608.4081,
86 608.4082, 608.409, 608.4101, 608.411, 608.4115, 608.415,
87 608.416, 608.4211, 608.422, 608.4225, 608.4226, 608.4227,
88 608.4228, 608.4229, 608.423, 608.4231, 608.4232, 608.4235,
89 608.4236, 608.4237, 608.4238, 608.425, 608.426, 608.4261,
90 608.427, 608.428, 608.431, 608.432, 608.433, 608.434, 608.4351,
91 608.4352, 608.4353, 608.4354, 608.4355, 608.4356, 608.4357,
92 608.43575, 608.4358, 608.43585, 608.4359, 608.43595, 608.438,
93 608.4381, 608.4382, 608.4383, 608.439, 608.4401, 608.4402,
94 608.4403, 608.4404, 608.441, 608.4411, 608.4421, 608.4431,
95 608.444, 608.445, 608.446, 608.447, 608.448, 608.4481, 608.4482,
96 608.4483, 608.449, 608.4491, 608.4492, 608.4493, 608.4511,
97 608.452, 608.455, 608.461, 608.462, 608.463, 608.471, 608.501,



218950

98 608.502, 608.503, 608.504, 608.505, 608.506, 608.507, 608.508,
99 608.509, 608.5101, 608.511, 608.512, 608.513, 608.5135, 608.514,
100 608.601, 608.701, 608.702, 608.703, 608.704, and 608.705, is
101 repealed.

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

105 15.16 Reproduction of records; admissibility in evidence;
106 electronic receipt and transmission of records; certification;
107 acknowledgment.—

108 (3) The Department of State may cause to be received
109 electronically any records that are required to be filed with it
110 pursuant to chapter 55, chapter 117, chapter 118, chapter 495,
111 chapter 605, chapter 606, chapter 607, ~~chapter 608~~, chapter 610,
112 chapter 617, chapter 620, chapter 621, chapter 679, chapter 713,
113 or chapter 865, through facsimile or other electronic transfers,
114 for the purpose of filing such records. The originals of all
115 such electronically transmitted records must be executed in the
116 manner provided in paragraph (5) (b). The receipt of such
117 electronic transfer constitutes delivery to the department as
118 required by law. The department may use electronic transmissions
119 for purposes of notice in the administration of chapters 55,
120 117, 118, 495, 605, 606, 607, ~~608~~, 610, 617, 620, 621, 679, and
121 713 and s. 865.09. The Department of State may collect e-mail
122 addresses for purposes of notice and communication in the
123 performance of its duties and may require filers and registrants
124 to furnish such e-mail addresses when presenting documents for
125 filing.

126 Section 9. Effective upon this act becoming a law and



218950

127 operating retroactively to January 1, 2015, subsections (1) and
128 (2) of section 48.062, Florida Statutes, are amended to read:

129 48.062 Service on a limited liability company.—

130 (1) Process against a limited liability company, domestic
131 or foreign, may be served on the registered agent designated by
132 the limited liability company under chapter 605 ~~or chapter 608~~.
133 A person attempting to serve process pursuant to this subsection
134 may serve the process on any employee of the registered agent
135 during the first attempt at service even if the registered agent
136 is a natural person and is temporarily absent from his or her
137 office.

138 (2) If service cannot be made on a registered agent of the
139 limited liability company because of failure to comply with
140 chapter 605 ~~or chapter 608~~ or because the limited liability
141 company does not have a registered agent, or if its registered
142 agent cannot with reasonable diligence be served, process
143 against the limited liability company, domestic or foreign, may
144 be served:

145 (a) On a member of a member-managed limited liability
146 company;

147 (b) On a manager of a manager-managed limited liability
148 company; or

149 (c) If a member or manager is not available during regular
150 business hours to accept service on behalf of the limited
151 liability company, he, she, or it may designate an employee of
152 the limited liability company to accept such service. After one
153 attempt to serve a member, manager, or designated employee has
154 been made, process may be served on the person in charge of the
155 limited liability company during regular business hours.



218950

156 Section 10. Effective upon this act becoming a law and
157 operating retroactively to January 1, 2015, paragraph (c) of
158 subsection (1) of section 213.758, Florida Statutes, is amended
159 to read:

160 213.758 Transfer of tax liabilities.—

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

162 (c) "Insider" means:

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

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

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

171 220.02 Legislative intent.—

172 (1) It is the intent of the Legislature in enacting this
173 code to impose a tax upon all corporations, organizations,
174 associations, and other artificial entities which derive from
175 this state or from any other jurisdiction permanent and inherent
176 attributes not inherent in or available to natural persons, such
177 as perpetual life, transferable ownership represented by shares
178 or certificates, and limited liability for all owners. It is
179 intended that any limited liability company that is classified
180 as a partnership for federal income tax purposes and is defined
181 in and organized pursuant to ~~formed under~~ chapter 605 ~~608~~ or
182 qualified to do business in this state as a foreign limited
183 liability company not be subject to the tax imposed by this
184 code. It is the intent of the Legislature to subject such



218950

185 corporations and other entities to taxation hereunder for the
186 privilege of conducting business, deriving income, or existing
187 within this state. This code is not intended to tax, and shall
188 not be construed so as to tax, any natural person who engages in
189 a trade, business, or profession in this state under his or her
190 own or any fictitious name, whether individually as a
191 proprietorship or in partnership with others, or as a member or
192 a manager of a limited liability company classified as a
193 partnership for federal income tax purposes; any estate of a
194 decedent or incompetent; or any testamentary trust. However, a
195 corporation or other taxable entity which is or which becomes
196 partners with one or more natural persons shall not, merely by
197 reason of being a partner, exclude from its net income subject
198 to tax its respective share of partnership net income. This
199 statement of intent shall be given preeminent consideration in
200 any construction or interpretation of this code in order to
201 avoid any conflict between this code and the mandate in s. 5,
202 Art. VII of the State Constitution that no income tax be levied
203 upon natural persons who are residents and citizens of this
204 state.

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

209 220.03 Definitions.—

210 (1) SPECIFIC TERMS.—When used in this code, and when not
211 otherwise distinctly expressed or manifestly incompatible with
212 the intent thereof, the following terms shall have the following
213 meanings:



218950

214 (e) "Corporation" includes all domestic corporations;
215 foreign corporations qualified to do business in this state or
216 actually doing business in this state; joint-stock companies;
217 limited liability companies, under chapter 605 ~~608~~; common-law
218 declarations of trust, under chapter 609; corporations not for
219 profit, under chapter 617; agricultural cooperative marketing
220 associations, under chapter 618; professional service
221 corporations, under chapter 621; foreign unincorporated
222 associations, under chapter 622; private school corporations,
223 under chapter 623; foreign corporations not for profit which are
224 carrying on their activities in this state; and all other
225 organizations, associations, legal entities, and artificial
226 persons which are created by or pursuant to the statutes of this
227 state, the United States, or any other state, territory,
228 possession, or jurisdiction. The term "corporation" does not
229 include proprietorships, even if using a fictitious name;
230 partnerships of any type, as such; limited liability companies
231 that are taxable as partnerships for federal income tax
232 purposes; state or public fairs or expositions, under chapter
233 616; estates of decedents or incompetents; testamentary trusts;
234 or private trusts.

235 Section 13. Effective upon this act becoming a law and
236 operating retroactively to January 1, 2015, paragraph (j) of
237 subsection (2) of section 220.13, Florida Statutes, is amended
238 to read:

239 220.13 "Adjusted federal income" defined.—

240 (2) For purposes of this section, a taxpayer's taxable
241 income for the taxable year means taxable income as defined in
242 s. 63 of the Internal Revenue Code and properly reportable for



218950

243 federal income tax purposes for the taxable year, but subject to
244 the limitations set forth in paragraph (1)(b) with respect to
245 the deductions provided by ss. 172 (relating to net operating
246 losses), 170(d)(2) (relating to excess charitable
247 contributions), 404(a)(1)(D) (relating to excess pension trust
248 contributions), 404(a)(3)(A) and (B) (to the extent relating to
249 excess stock bonus and profit-sharing trust contributions), and
250 1212 (relating to capital losses) of the Internal Revenue Code,
251 except that, subject to the same limitations, the term:

252 (j) "Taxable income," in the case of a limited liability
253 company, other than a limited liability company classified as a
254 partnership for federal income tax purposes, as defined in and
255 organized pursuant to chapter 605 ~~608~~ or qualified to do
256 business in this state as a foreign limited liability company or
257 other than a similar limited liability company classified as a
258 partnership for federal income tax purposes and created as an
259 artificial entity pursuant to the statutes of the United States
260 or any other state, territory, possession, or jurisdiction, if
261 such limited liability company or similar entity is taxable as a
262 corporation for federal income tax purposes, means taxable
263 income determined as if such limited liability company were
264 required to file or had filed a federal corporate income tax
265 return under the Internal Revenue Code;

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

269 310.181 Corporate powers.—All the rights, powers, and
270 liabilities conferred or imposed by the laws of Florida relating
271 to corporations for profit organized under part I of chapter 607



218950

272 or under former chapter 608 before January 1, 1976, or to
273 corporations organized under chapter 621 apply to corporations
274 organized pursuant to s. 310.171.

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

278 440.02 Definitions.—When used in this chapter, unless the
279 context clearly requires otherwise, the following terms shall
280 have the following meanings:

281 (9) "Corporate officer" or "officer of a corporation" means
282 any person who fills an office provided for in the corporate
283 charter or articles of incorporation filed with the Division of
284 Corporations of the Department of State or as authorized or
285 required under part I of chapter 607. The term "officer of a
286 corporation" includes a member owning at least 10 percent of a
287 limited liability company as defined in and organized pursuant
288 to ~~created and approved under~~ chapter 605 ~~608~~.

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

291 605.0102 Definitions.—As used in this chapter, the term:

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

297 (a) In the case of a limited liability company with only
298 one class or series of members, the holders of more than 50
299 percent of the then-current percentage or other interest in the
300 profits of the company owned by all of its members who have the



218950

301 right to approve the a merger, interest exchange, or conversion,
302 as applicable, under the organic law or the organic rules of the
303 company; and

304 (b) In the case of a limited liability company having more
305 than one class or series of members, the holders in each class
306 or series of more than 50 percent of the then-current percentage
307 or other interest in the profits of the company owned by all of
308 the members of that class or series who have the right to
309 approve a merger, interest exchange, or conversion, as
310 applicable, under the organic law or the organic rules of the
311 company, unless the company's organic rules provide for the
312 approval of the transaction in a different manner.

313 Section 17. Effective upon this act becoming a law and
314 operating retroactively to January 1, 2015, subsection (3) of
315 section 605.0401, Florida Statutes, is amended to read:

316 605.0401 Becoming a member.—

317 (3) After formation of a limited liability company, a
318 person becomes a member:

319 (a) As provided in the operating agreement;

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

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

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

325 Section 18. Effective upon this act becoming a law and
326 operating retroactively to January 1, 2015, paragraph (a) of
327 subsection (1) of section 605.04074, Florida Statutes, is
328 amended to read:

329 605.04074 Agency rights of members and managers.—



218950

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

332 (a) Except as provided in subsection (3), each member is an
333 agent of the limited liability company for the purpose of its
334 activities and affairs, and an act of a member, including
335 signing an agreement or instrument of transfer in the name of
336 the company for apparently carrying on in the ordinary course of
337 the company's activities and affairs or activities and affairs
338 of the kind carried on by the company, binds the company unless
339 the member had no authority to act for the company in the
340 particular matter and the person with whom the member was
341 dealing knew or had notice that the member lacked authority.

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

346 605.04091 Standards of conduct for members and managers.—

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

348 (b) Refraining from dealing with the company in the conduct
349 or winding up of the company's activities and affairs as, or on
350 behalf of, a person having an interest adverse to the company,
351 except to the extent that a transaction satisfies the
352 requirements of s. 605.04092 ~~this section~~; and

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

355 605.0712 Other claims against a dissolved limited liability
356 company.—

357 (3) A claim that is not barred by this section, ~~s.~~
358 ~~608.0711~~, or another statute limiting actions, may be enforced:



218950

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

361 (b) Except as otherwise provided in s. 605.0713, if assets
362 of the limited liability company have been distributed after
363 dissolution, against a member or transferee to the extent of
364 that person's proportionate share of the claim or of the
365 company's assets distributed to the member or transferee after
366 dissolution, whichever is less, but a person's total liability
367 for all claims under this subsection may not exceed the total
368 amount of assets distributed to the person after dissolution.

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

371 605.0805 Proceeds and expenses.—

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

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

379 606.06 Uniform business report.—The department may use the
380 uniform business report:

381 (2) As a substitute for any annual report or renewal filing
382 required by chapters 495, 605, 607, ~~608~~, 609, 617, 620, 621, and
383 865.

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



218950

388 607.1108 Merger of domestic corporation and other business
389 entity.—

390 (2) Pursuant to a plan of merger complying and approved in
391 accordance with this section, one or more domestic corporations
392 may merge with or into one or more other business entities
393 formed, organized, or incorporated under the laws of this state
394 or any other state, the United States, foreign country, or other
395 foreign jurisdiction, if:

396 (c) Each domestic limited liability company that is a party
397 to the merger complies with the applicable provisions of chapter
398 605 ~~608~~.

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

403 607.1109 Articles of merger.—

404 (1) After a plan of merger is approved by each domestic
405 corporation and other business entity that is a party to the
406 merger, the surviving entity shall deliver to the Department of
407 State for filing articles of merger, which shall be executed by
408 each domestic corporation as required by s. 607.0120 and by each
409 other business entity as required by applicable law, and which
410 shall set forth:

411 (d) A statement that the plan of merger was approved by
412 each domestic limited liability company that is a party to the
413 merger in accordance with the applicable provisions of chapter
414 605 ~~608~~.

415 Section 25. Effective upon this act becoming a law and
416 operating retroactively to January 1, 2015, subsection (7) of



218950

417 section 607.11101, Florida Statutes, is amended to read:

418 607.11101 Effect of merger of domestic corporation and
419 other business entity.—When a merger becomes effective:

420 (7) The shares, partnership interests, interests,
421 obligations, or other securities, and the rights to acquire
422 shares, partnership interests, interests, obligations, or other
423 securities, of each domestic corporation and other business
424 entity that is a party to the merger shall be converted into
425 shares, partnership interests, interests, obligations, or other
426 securities, or rights to such securities, of the surviving
427 entity or any other domestic corporation or other business
428 entity or, in whole or in part, into cash or other property as
429 provided in the plan of merger, and the former holders of
430 shares, partnership interests, interests, obligations, or other
431 securities, or rights to such securities, shall be entitled only
432 to the rights provided in the plan of merger and to their
433 appraisal rights, if any, under s. 605.1006, ss. 605.1061-
434 605.1072, ss. 607.1301-607.1333, ~~ss. 608.4351-608.4359~~, ss.
435 620.2114-620.2124, or other applicable law.

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

440 621.12 Identification with individual shareholders or
441 individual members.—

442 (2) The name shall also contain:

443 (b)1. In the case of a professional corporation, the words
444 “professional association” or the abbreviation “P.A.”; or

445 2. In the case of a professional limited liability company



218950

446 formed before January 1, 2014, the words "professional limited
447 company" or "professional limited liability company," the
448 abbreviation "P.L." or "P.L.L.C." or the designation "PL" or
449 "PLLC," in lieu of the words "limited company" or "limited
450 liability company," or the abbreviation "L.C." or "L.L.C." or
451 the designation "LC" or "LLC" as otherwise required under s.
452 605.0112 or former s. 608.406.

453 3. In the case of a professional limited liability company
454 formed on or after January 1, 2014, the words "professional
455 limited liability company," the abbreviation "P.L.L.C." or the
456 designation "PLLC," in lieu of the words "limited liability
457 company," or the abbreviation "L.L.C." or the designation "LLC"
458 as otherwise required under s. 605.0112.

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

462 636.204 License required.—

463 (1) Before doing business in this state as a discount
464 medical plan organization, an entity must be a corporation, a
465 limited liability company, or a limited partnership,
466 incorporated, organized, formed, or registered under the laws of
467 this state or authorized to transact business in this state in
468 accordance with chapter 605, part I of chapter 607, ~~chapter 608~~,
469 chapter 617, chapter 620, or chapter 865, and must be licensed
470 by the office as a discount medical plan organization or be
471 licensed by the office pursuant to chapter 624, part I of this
472 chapter, or chapter 641.

473 Section 28. Effective upon this act becoming a law and
474 operating retroactively to January 1, 2015, subsection (1) of



218950

475 section 655.0201, Florida Statutes, is amended to read:
476 655.0201 Service of process, notice, or demand on financial
477 institutions.—

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

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

486 658.2953 Interstate branching.—

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

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

494 Section 30. Effective upon this act becoming a law and
495 operating retroactively to January 1, 2015, section 694.16,
496 Florida Statutes, is amended to read:

497 694.16 Conveyances by merger or conversion of business
498 entities.—As to any merger or conversion of business entities
499 prior to June 15, 2000, the title to all real estate, or any
500 interest therein, owned by a business entity that was a party to
501 a merger or a conversion is vested in the surviving entity
502 without reversion or impairment, notwithstanding the requirement
503 of a deed which was previously required by s. 607.11101, former



218950

504 s. 608.4383, former s. 620.204, former s. 620.8904, or former s.
505 620.8906.

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

510 1002.395 Florida Tax Credit Scholarship Program.—

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

512 (f) "Eligible nonprofit scholarship-funding organization"

513 means a state university; or an independent college or
514 university that is eligible to participate in the William L.
515 Boyd, IV, Florida Resident Access Grant Program, located and
516 chartered in this state, is not for profit, and is accredited by
517 the Commission on Colleges of the Southern Association of
518 Colleges and Schools; or is a charitable organization that:

519 1. Is exempt from federal income tax pursuant to s.
520 501(c)(3) of the Internal Revenue Code;

521 2. Is a Florida entity formed under chapter 605, chapter
522 607, ~~chapter 608~~, or chapter 617 and whose principal office is
523 located in the state; and

524 3. Complies with subsections (6) and (16).

525 Section 28. Except as otherwise expressly provided in this
526 act and except for this section, which shall take effect upon
527 this act becoming a law, this act shall take effect July 1,
528 2015.

530 ===== T I T L E A M E N D M E N T =====

531 And the title is amended as follows:

532 Delete lines 13 - 34



218950

533 and insert:
534 dissociate; amending s. 605.04073, F.S.; requiring
535 certain conditions for members of a limited liability
536 company, without a meeting, to take certain actions
537 requiring the vote or consent of the members; amending
538 s. 605.0410, F.S.; requiring a limited liability
539 company to provide a record of certain information
540 within a specified period to a member who makes a
541 demand; amending s. 605.1072, F.S.; deleting a
542 provision providing an exception to the limitation of
543 remedies for appraisal events under specified
544 circumstances; amending s. 605.1108, F.S.; deleting a
545 provision requiring that, for a limited liability
546 company formed before a specified date, certain
547 language in the company's articles of organization
548 operates as if it were in the operating agreement;
549 repealing chapter 608, F.S., relating to the Florida
550 Limited Liability Company Act; amending ss. 15.16,
551 48.062, 213.758, 220.02, 220.03, 220.13, 310.181,
552 440.02, 605.0401, 605.04074, 605.04091, 606.06,
553 607.1108, 607.1109, 607.11101, 621.12, 636.204,
554 655.0201, 658.2953, 694.16, and 1002.395, F.S.;

555 conforming provisions to the repeal of the Florida
556 Limited Liability Company Act; providing retroactive
557 applicability; amending ss. 605.0102, 605.0712, and
558 605.0805, F.S.; revising a definition; conforming
559 cross-references; providing effective dates.