

By the Committees on Judiciary; and Commerce and Tourism; and
Senator Simmons

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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.; removing the prohibition that an operating
12 agreement may not vary 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. 605.0715, F.S.; revising which
21 materials and information a specified limited
22 liability company must submit to the Department of
23 State as part of an application for reinstatement
24 after administrative dissolution; amending s.
25 605.0909, F.S.; revising which materials and
26 information a specified limited liability company must
27 submit to the Department of State as part of an
28 application for reinstatement after revocation of
29 certificate of authority; amending s. 605.1072, F.S.;

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30 deleting a provision providing an exception to the
31 limitation of remedies for appraisal events under
32 specified circumstances; amending s. 605.1108, F.S.;
33 deleting a provision requiring that, for a limited
34 liability company formed before a specified date,
35 certain language in the company's articles of
36 organization operates as if it were in the operating
37 agreement; repealing chapter 608, F.S., relating to
38 the Florida Limited Liability Company Act; amending
39 ss. 15.16, 48.062, 213.758, 220.02, 220.03, 220.13,
40 310.181, 440.02, 605.0401, 605.04074, 605.04091,
41 606.06, 607.1108, 607.1109, 607.11101, 621.12,
42 636.204, 655.0201, 658.2953, 694.16, and 1002.395,
43 F.S.; conforming provisions to the repeal of the
44 Florida Limited Liability Company Act; providing
45 retroactive applicability; amending ss. 605.0102,
46 605.0712, 605.0717, and 605.0805, F.S.; revising a
47 definition; conforming cross-references; providing
48 effective dates.

49
50 Be It Enacted by the Legislature of the State of Florida:

51
52 Section 1. Paragraph (b) of subsection (4) of section
53 605.0103, Florida Statutes, is amended to read:

54 605.0103 Knowledge; notice.—

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

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

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

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

61 3. Participation in a merger, interest exchange,
62 conversion, or domestication, 90 days after the articles of
63 merger, articles of interest exchange, articles of conversion,
64 or articles of domestication under s. 605.1025, s. 605.1035, s.
65 605.1045, or s. 605.1055, respectively, become effective;

66 4. Declaration in its articles of organization that it is
67 manager-managed in accordance with s. 605.0201(3)(a); however,
68 if such a declaration has been added or changed by an amendment
69 or amendment and restatement of the articles of organization,
70 notice of the addition or change may not become effective until
71 90 days after the effective date of such amendment or amendment
72 and restatement; and

73 5. Grant of authority to or limitation imposed on the
74 authority of a person holding a position or having a specified
75 status in a company, or grant of authority to or limitation
76 imposed on the authority of a specific person, if the grant of
77 authority or limitation imposed on the authority is described in
78 the articles of organization in accordance with s.
79 605.0201(3)(d); however, if that description has been added or
80 changed by an amendment or an amendment and restatement of the
81 articles of organization, notice of the addition or change may
82 not become effective until 90 days after the effective date of
83 such amendment or amendment and restatement. A provision of the
84 articles of organization that limits the authority of a person
85 to transfer real property held in the name of the limited
86 liability company is not notice of such limitation to a person
87 who is not a member or manager of the company, unless such

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88 limitation appears in an affidavit, certificate, or other
89 instrument that bears the name of the limited liability company
90 and is recorded in the office for recording transfers of such
91 real property.

92 Section 2. Paragraph (i) of subsection (3) of section
93 605.0105, Florida Statutes, is amended to read:

94 605.0105 Operating agreement; scope, function, and
95 limitations.-

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

97 ~~(i) Vary the power of a person to dissociate under s.~~
98 ~~605.0601, except to require that the notice under s. 605.0602(1)~~
99 ~~be in a record.~~

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

102 605.04073 Voting rights of members and managers.-

103 (4) An action requiring the vote or consent of members
104 under this chapter may be taken without a meeting if the action
105 is approved in a record by members with at least the minimum
106 number of votes that would be necessary to authorize or take the
107 action at a meeting of the members. ~~and~~ A member may appoint a
108 proxy or other agent to vote or consent for the member by
109 signing an appointing record, personally or by the member's
110 agent. On an action taken by fewer than all of the members
111 without a meeting, notice of the action must be given to those
112 members who did not consent in writing to the action or who were
113 not entitled to vote on the action within 10 days after the
114 action was taken.

115 Section 4. Subsection (2), paragraph (a) of subsection (3),
116 and subsection (4) of section 605.0410, Florida Statutes, are

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117 amended to read:

118 605.0410 Records to be kept; rights of member, manager, and
119 person dissociated to information.—

120 (2) In a member-managed limited liability company, the
121 following rules apply:

122 (a) Upon reasonable notice, a member may inspect and copy
123 during regular business hours, at a reasonable location
124 specified by the company:

125 1. The records described in subsection (1); and

126 2. Each other record maintained by the company regarding
127 the company's activities, affairs, financial condition, and
128 other circumstances, to the extent the information is material
129 to the member's rights and duties under the operating agreement
130 or this chapter.

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

132 1. Without demand, any information concerning the company's
133 activities, affairs, financial condition, and other
134 circumstances that the company knows and is material to the
135 proper exercise of the member's rights and duties under the
136 operating agreement or this chapter, except to the extent the
137 company can establish that it reasonably believes the member
138 already knows the information; and

139 2. On demand, other information concerning the company's
140 activities, affairs, financial condition, and other
141 circumstances, except to the extent the demand or information
142 demanded is unreasonable or otherwise improper under the
143 circumstances.

144 (c) Within 10 days after receiving a demand pursuant to
145 subparagraph (b)2., the company shall provide to the member who

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146 made the demand a record of:

147 1. The information that the company will provide in
148 response to the demand and when and where the company will
149 provide such information.

150 2. For any demanded information that the company is not
151 providing, the reasons that the company will not provide the
152 information.

153 (d)~~(e)~~ The duty to furnish information under this
154 subsection also applies to each member to the extent the member
155 knows any of the information described in this subsection.

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

158 (a) The informational rights stated in subsection (2) and
159 the duty stated in paragraph (2) (d) ~~(2) (e)~~ apply to the managers
160 and not to the members.

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

165 (a) The information pertains to the period during which the
166 person was a member;

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

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

170 Section 5. Section 605.0715, Florida Statutes, is amended
171 to read:

172 605.0715 Reinstatement.—

173 (1) A limited liability company that is administratively
174 dissolved under s. 605.0714 or former s. 608.4481 may apply to

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175 the department for reinstatement at any time after the effective
176 date of dissolution. The company must submit ~~a form of~~
177 ~~application for reinstatement prescribed and furnished by the~~
178 ~~department and provide all of the information required by the~~
179 ~~department, together with~~ all fees and penalties then owed by
180 the company at the rates provided by law at the time the company
181 applies for reinstatement together with an application for
182 reinstatement prescribed and furnished by the department, which
183 is signed by both the registered agent and an authorized
184 representative of the company and states:

185 (a) The name of the limited liability company.

186 (b) The street address of the company's principal office
187 and mailing address.

188 (c) The date of the company's organization.

189 (d) The company's federal employer identification number
190 or, if none, whether one has been applied for.

191 (e) The name, title or capacity, and address of at least
192 one person who has authority to manage the company.

193 (f) Additional information that is necessary or appropriate
194 to enable the department to carry out this chapter.

195 (2) In lieu of the requirement to file an application for
196 reinstatement as described in subsection (1), an
197 administratively dissolved limited liability company may submit
198 all fees and penalties owed by the company at the rates provided
199 by law at the time the company applies for reinstatement,
200 together with a current annual report, signed by both the
201 registered agent and an authorized representative of the
202 company, which contains the information described in subsection
203 (1).

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204 (3)~~(2)~~ If the department determines that an application for
205 reinstatement contains the information required under subsection
206 (1) or subsection (2) and that the information is correct, upon
207 payment of all required fees and penalties, the department shall
208 reinstate the limited liability company.

209 (4)~~(3)~~ When reinstatement under this section becomes
210 effective:

211 (a) The reinstatement relates back to and takes effect as
212 of the effective date of the administrative dissolution.

213 (b) The limited liability company may resume its activities
214 and affairs as if the administrative dissolution had not
215 occurred.

216 (c) The rights of a person arising out of an act or
217 omission in reliance on the dissolution before the person knew
218 or had notice of the reinstatement are not affected.

219 (5)~~(4)~~ The name of the dissolved limited liability company
220 is not available for assumption or use by another business
221 entity until 1 year after the effective date of dissolution
222 unless the dissolved limited liability company provides the
223 department with a record executed as required pursuant to s.
224 605.0203 permitting the immediate assumption or use of the name
225 by another limited liability company.

226 Section 6. Section 605.0909, Florida Statutes, is amended
227 to read:

228 605.0909 Reinstatement following revocation of certificate
229 of authority.—

230 (1) A foreign limited liability company whose certificate
231 of authority has been revoked may apply to the department for
232 reinstatement at any time after the effective date of the

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233 revocation. The foreign limited liability company applying for
234 reinstatement must submit ~~provide information in a form~~
235 ~~prescribed and furnished by the department and pay~~ all fees and
236 penalties then owed by the foreign limited liability company at
237 rates provided by law at the time the foreign limited liability
238 company applies for reinstatement together with an application
239 for reinstatement prescribed and furnished by the department,
240 which is signed by both the registered agent and an authorized
241 representative of the company and states:

242 (a) The name under which the foreign limited liability
243 company is registered to transact business in this state.

244 (b) The street address of the company's principal office
245 and its mailing address.

246 (c) The jurisdiction of the company's formation and the
247 date on which it became qualified to transact business in this
248 state.

249 (d) The company's federal employer identification number
250 or, if none, whether one has been applied for.

251 (e) The name, title or capacity, and address of at least
252 one person who has authority to manage the company.

253 (f) Additional information that is necessary or appropriate
254 to enable the department to carry out this chapter.

255 (2) In lieu of the requirement to file an application for
256 reinstatement as described in subsection (1), a foreign limited
257 liability company whose certificate of authority has been
258 revoked may submit all fees and penalties owed by the company at
259 the rates provided by law at the time the company applies for
260 reinstatement, together with a current annual report, signed by
261 both the registered agent and an authorized representative of

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262 the company, which contains the information described in
263 subsection (1).

264 (3)~~(2)~~ If the department determines that an application for
265 reinstatement contains the information required under subsection
266 (1) or subsection (2) and that the information is correct, upon
267 payment of all required fees and penalties, the department shall
268 reinstate the foreign limited liability company's certificate of
269 authority.

270 (4)~~(3)~~ When a reinstatement becomes effective, it relates
271 back to and takes effect as of the effective date of the
272 revocation of authority and the foreign limited liability
273 company may resume its activities in this state as if the
274 revocation of authority had not occurred.

275 (5)~~(4)~~ The name of the foreign limited liability company
276 whose certificate of authority has been revoked is not available
277 for assumption or use by another business entity until 1 year
278 after the effective date of revocation of authority unless the
279 limited liability company provides the department with a record
280 executed pursuant to s. 605.0203 which authorizes the immediate
281 assumption or use of its name by another limited liability
282 company.

283 (6)~~(5)~~ If the name of the foreign limited liability company
284 applying for reinstatement has been lawfully assumed in this
285 state by another business entity, the department shall require
286 the foreign limited liability company to comply with s. 605.0906
287 before accepting its application for reinstatement.

288 Section 7. Paragraph (c) of subsection (2) of section
289 605.1072, Florida Statutes, is amended to read:

290 605.1072 Other remedies limited.-

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291 (2) Subsection (1) does not apply to an appraisal event
292 that:

293 ~~(c) Is an interested transaction, unless it has been~~
294 ~~approved in the same manner as is provided in s. 605.04092 or is~~
295 ~~fair to the limited liability company as defined in s.~~
296 ~~605.04092(1)(c).~~

297 Section 8. Subsection (3) of section 605.1108, Florida
298 Statutes, is amended to read:

299 605.1108 Application to limited liability company formed
300 under the Florida Limited Liability Company Act.—

301 (3) For the purpose of applying this chapter to a limited
302 liability company formed before January 1, 2014, under the
303 Florida Limited Liability Company Act, former ss. 608.401-
304 608.705, ±

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

307 ~~(b) For the purpose of applying s. 605.0102(39), the~~
308 ~~language in the company's articles of organization designating~~
309 ~~the company's management structure operates as if that language~~
310 ~~were in the operating agreement.~~

311 Section 9. Effective upon this act becoming a law, chapter
312 608, Florida Statutes, consisting of sections 608.401, 608.402,
313 608.403, 608.404, 608.405, 608.406, 608.407, 608.408, 608.4081,
314 608.4082, 608.409, 608.4101, 608.411, 608.4115, 608.415,
315 608.416, 608.4211, 608.422, 608.4225, 608.4226, 608.4227,
316 608.4228, 608.4229, 608.423, 608.4231, 608.4232, 608.4235,
317 608.4236, 608.4237, 608.4238, 608.425, 608.426, 608.4261,
318 608.427, 608.428, 608.431, 608.432, 608.433, 608.434, 608.4351,
319 608.4352, 608.4353, 608.4354, 608.4355, 608.4356, 608.4357,

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320 608.43575, 608.4358, 608.43585, 608.4359, 608.43595, 608.438,
 321 608.4381, 608.4382, 608.4383, 608.439, 608.4401, 608.4402,
 322 608.4403, 608.4404, 608.441, 608.4411, 608.4421, 608.4431,
 323 608.444, 608.445, 608.446, 608.447, 608.448, 608.4481, 608.4482,
 324 608.4483, 608.449, 608.4491, 608.4492, 608.4493, 608.4511,
 325 608.452, 608.455, 608.461, 608.462, 608.463, 608.471, 608.501,
 326 608.502, 608.503, 608.504, 608.505, 608.506, 608.507, 608.508,
 327 608.509, 608.5101, 608.511, 608.512, 608.513, 608.5135, 608.514,
 328 608.601, 608.701, 608.702, 608.703, 608.704, and 608.705, is
 329 repealed.

330 Section 10. Effective upon this act becoming a law and
 331 operating retroactively to January 1, 2015, subsection (3) of
 332 section 15.16, Florida Statutes, is amended to read:

333 15.16 Reproduction of records; admissibility in evidence;
 334 electronic receipt and transmission of records; certification;
 335 acknowledgment.—

336 (3) The Department of State may cause to be received
 337 electronically any records that are required to be filed with it
 338 pursuant to chapter 55, chapter 117, chapter 118, chapter 495,
 339 chapter 605, chapter 606, chapter 607, ~~chapter 608~~, chapter 610,
 340 chapter 617, chapter 620, chapter 621, chapter 679, chapter 713,
 341 or chapter 865, through facsimile or other electronic transfers,
 342 for the purpose of filing such records. The originals of all
 343 such electronically transmitted records must be executed in the
 344 manner provided in paragraph (5) (b). The receipt of such
 345 electronic transfer constitutes delivery to the department as
 346 required by law. The department may use electronic transmissions
 347 for purposes of notice in the administration of chapters 55,
 348 117, 118, 495, 605, 606, 607, ~~608~~, 610, 617, 620, 621, 679, and

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349 713 and s. 865.09. The Department of State may collect e-mail
350 addresses for purposes of notice and communication in the
351 performance of its duties and may require filers and registrants
352 to furnish such e-mail addresses when presenting documents for
353 filing.

354 Section 11. Effective upon this act becoming a law and
355 operating retroactively to January 1, 2015, subsections (1) and
356 (2) of section 48.062, Florida Statutes, are amended to read:

357 48.062 Service on a limited liability company.—

358 (1) Process against a limited liability company, domestic
359 or foreign, may be served on the registered agent designated by
360 the limited liability company under chapter 605 ~~or chapter 608~~.
361 A person attempting to serve process pursuant to this subsection
362 may serve the process on any employee of the registered agent
363 during the first attempt at service even if the registered agent
364 is a natural person and is temporarily absent from his or her
365 office.

366 (2) If service cannot be made on a registered agent of the
367 limited liability company because of failure to comply with
368 chapter 605 ~~or chapter 608~~ or because the limited liability
369 company does not have a registered agent, or if its registered
370 agent cannot with reasonable diligence be served, process
371 against the limited liability company, domestic or foreign, may
372 be served:

373 (a) On a member of a member-managed limited liability
374 company;

375 (b) On a manager of a manager-managed limited liability
376 company; or

377 (c) If a member or manager is not available during regular

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378 business hours to accept service on behalf of the limited
379 liability company, he, she, or it may designate an employee of
380 the limited liability company to accept such service. After one
381 attempt to serve a member, manager, or designated employee has
382 been made, process may be served on the person in charge of the
383 limited liability company during regular business hours.

384 Section 12. Effective upon this act becoming a law and
385 operating retroactively to January 1, 2015, paragraph (c) of
386 subsection (1) of section 213.758, Florida Statutes, is amended
387 to read:

388 213.758 Transfer of tax liabilities.—

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

390 (c) "Insider" means:

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

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

396 Section 13. Effective upon this act becoming a law and
397 operating retroactively to January 1, 2015, subsection (1) of
398 section 220.02, Florida Statutes, is amended to read:

399 220.02 Legislative intent.—

400 (1) It is the intent of the Legislature in enacting this
401 code to impose a tax upon all corporations, organizations,
402 associations, and other artificial entities which derive from
403 this state or from any other jurisdiction permanent and inherent
404 attributes not inherent in or available to natural persons, such
405 as perpetual life, transferable ownership represented by shares
406 or certificates, and limited liability for all owners. It is

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407 intended that any limited liability company that is classified
408 as a partnership for federal income tax purposes and is defined
409 in and organized pursuant to ~~formed under~~ chapter 605 ~~608~~ or
410 qualified to do business in this state as a foreign limited
411 liability company not be subject to the tax imposed by this
412 code. It is the intent of the Legislature to subject such
413 corporations and other entities to taxation hereunder for the
414 privilege of conducting business, deriving income, or existing
415 within this state. This code is not intended to tax, and shall
416 not be construed so as to tax, any natural person who engages in
417 a trade, business, or profession in this state under his or her
418 own or any fictitious name, whether individually as a
419 proprietorship or in partnership with others, or as a member or
420 a manager of a limited liability company classified as a
421 partnership for federal income tax purposes; any estate of a
422 decedent or incompetent; or any testamentary trust. However, a
423 corporation or other taxable entity which is or which becomes
424 partners with one or more natural persons shall not, merely by
425 reason of being a partner, exclude from its net income subject
426 to tax its respective share of partnership net income. This
427 statement of intent shall be given preeminent consideration in
428 any construction or interpretation of this code in order to
429 avoid any conflict between this code and the mandate in s. 5,
430 Art. VII of the State Constitution that no income tax be levied
431 upon natural persons who are residents and citizens of this
432 state.

433 Section 14. Effective upon this act becoming a law and
434 operating retroactively to January 1, 2015, paragraph (e) of
435 subsection (1) of section 220.03, Florida Statutes, is amended

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436 to read:

437 220.03 Definitions.—

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

442 (e) "Corporation" includes all domestic corporations;
443 foreign corporations qualified to do business in this state or
444 actually doing business in this state; joint-stock companies;
445 limited liability companies, under chapter 605 ~~608~~; common-law
446 declarations of trust, under chapter 609; corporations not for
447 profit, under chapter 617; agricultural cooperative marketing
448 associations, under chapter 618; professional service
449 corporations, under chapter 621; foreign unincorporated
450 associations, under chapter 622; private school corporations,
451 under chapter 623; foreign corporations not for profit which are
452 carrying on their activities in this state; and all other
453 organizations, associations, legal entities, and artificial
454 persons which are created by or pursuant to the statutes of this
455 state, the United States, or any other state, territory,
456 possession, or jurisdiction. The term "corporation" does not
457 include proprietorships, even if using a fictitious name;
458 partnerships of any type, as such; limited liability companies
459 that are taxable as partnerships for federal income tax
460 purposes; state or public fairs or expositions, under chapter
461 616; estates of decedents or incompetents; testamentary trusts;
462 or private trusts.

463 Section 15. Effective upon this act becoming a law and
464 operating retroactively to January 1, 2015, paragraph (j) of

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465 subsection (2) of section 220.13, Florida Statutes, is amended
466 to read:

467 220.13 "Adjusted federal income" defined.—

468 (2) For purposes of this section, a taxpayer's taxable
469 income for the taxable year means taxable income as defined in
470 s. 63 of the Internal Revenue Code and properly reportable for
471 federal income tax purposes for the taxable year, but subject to
472 the limitations set forth in paragraph (1)(b) with respect to
473 the deductions provided by ss. 172 (relating to net operating
474 losses), 170(d)(2) (relating to excess charitable
475 contributions), 404(a)(1)(D) (relating to excess pension trust
476 contributions), 404(a)(3)(A) and (B) (to the extent relating to
477 excess stock bonus and profit-sharing trust contributions), and
478 1212 (relating to capital losses) of the Internal Revenue Code,
479 except that, subject to the same limitations, the term:

480 (j) "Taxable income," in the case of a limited liability
481 company, other than a limited liability company classified as a
482 partnership for federal income tax purposes, as defined in and
483 organized pursuant to chapter 605 ~~608~~ or qualified to do
484 business in this state as a foreign limited liability company or
485 other than a similar limited liability company classified as a
486 partnership for federal income tax purposes and created as an
487 artificial entity pursuant to the statutes of the United States
488 or any other state, territory, possession, or jurisdiction, if
489 such limited liability company or similar entity is taxable as a
490 corporation for federal income tax purposes, means taxable
491 income determined as if such limited liability company were
492 required to file or had filed a federal corporate income tax
493 return under the Internal Revenue Code;

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494 Section 16. Effective upon this act becoming a law and
495 operating retroactively to January 1, 2015, section 310.181,
496 Florida Statutes, is amended to read:

497 310.181 Corporate powers.—All the rights, powers, and
498 liabilities conferred or imposed by the laws of Florida relating
499 to corporations for profit organized under part I of chapter 607
500 or under former chapter 608 before January 1, 1976, or to
501 corporations organized under chapter 621 apply to corporations
502 organized pursuant to s. 310.171.

503 Section 17. Effective upon this act becoming a law and
504 operating retroactively to January 1, 2015, subsection (9) of
505 section 440.02, Florida Statutes, is amended to read:

506 440.02 Definitions.—When used in this chapter, unless the
507 context clearly requires otherwise, the following terms shall
508 have the following meanings:

509 (9) "Corporate officer" or "officer of a corporation" means
510 any person who fills an office provided for in the corporate
511 charter or articles of incorporation filed with the Division of
512 Corporations of the Department of State or as authorized or
513 required under part I of chapter 607. The term "officer of a
514 corporation" includes a member owning at least 10 percent of a
515 limited liability company as defined in and organized pursuant
516 to ~~created and approved under~~ chapter 605 ~~608~~.

517 Section 18. Subsection (37) of section 605.0102, Florida
518 Statutes, is amended to read:

519 605.0102 Definitions.—As used in this chapter, the term:

520 (37) "Majority-in-interest" means those members who hold
521 more than 50 percent of the then-current percentage or other
522 interest in the profits of the limited liability company owned

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523 by all of its members ~~and who have the right to vote~~; however,
524 as used in ss. 605.1001-605.1072, the term means:

525 (a) In the case of a limited liability company with only
526 one class or series of members, the holders of more than 50
527 percent of the then-current percentage or other interest in the
528 profits of the company owned by all of its members who have the
529 right to approve the a merger, interest exchange, or conversion,
530 as applicable, under the organic law or the organic rules of the
531 company; and

532 (b) In the case of a limited liability company having more
533 than one class or series of members, the holders in each class
534 or series of more than 50 percent of the then-current percentage
535 or other interest in the profits of the company owned by all of
536 the members of that class or series who have the right to
537 approve the a merger, interest exchange, or conversion, as
538 applicable, under the organic law or the organic rules of the
539 company, unless the company's organic rules provide for the
540 approval of the transaction in a different manner.

541 Section 19. Effective upon this act becoming a law and
542 operating retroactively to January 1, 2015, subsection (3) of
543 section 605.0401, Florida Statutes, is amended to read:

544 605.0401 Becoming a member.—

545 (3) After formation of a limited liability company, a
546 person becomes a member:

547 (a) As provided in the operating agreement;

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

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

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

553 Section 20. Effective upon this act becoming a law and
554 operating retroactively to January 1, 2015, paragraph (a) of
555 subsection (1) of section 605.04074, Florida Statutes, is
556 amended to read:

557 605.04074 Agency rights of members and managers.—

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

560 (a) Except as provided in subsection (3), each member is an
561 agent of the limited liability company for the purpose of its
562 activities and affairs, and an act of a member, including
563 signing an agreement or instrument of transfer in the name of
564 the company for apparently carrying on in the ordinary course of
565 the company's activities and affairs or activities and affairs
566 of the kind carried on by the company, binds the company unless
567 the member had no authority to act for the company in the
568 particular matter and the person with whom the member was
569 dealing knew or had notice that the member lacked authority.

570 Section 21. Effective upon this act becoming a law and
571 operating retroactively to January 1, 2015, paragraph (b) of
572 subsection (2) of section 605.04091, Florida Statutes, is
573 amended to read:

574 605.04091 Standards of conduct for members and managers.—

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

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

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581 Section 22. Subsection (3) of section 605.0712, Florida
582 Statutes, is amended to read:

583 605.0712 Other claims against a dissolved limited liability
584 company.—

585 (3) A claim that is not barred by this section, ~~s.~~
586 ~~608.0711~~, or another statute limiting actions, may be enforced:

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

589 (b) Except as otherwise provided in s. 605.0713, if assets
590 of the limited liability company have been distributed after
591 dissolution, against a member or transferee to the extent of
592 that person's proportionate share of the claim or of the
593 company's assets distributed to the member or transferee after
594 dissolution, whichever is less, but a person's total liability
595 for all claims under this subsection may not exceed the total
596 amount of assets distributed to the person after dissolution.

597 Section 23. Subsection (2) of section 605.0717, Florida
598 Statutes, is amended to read:

599 605.0717 Effect of dissolution.—

600 (2) Except as provided in s. 605.0715(5) ~~605.0715(4)~~, the
601 name of the dissolved limited liability company is not available
602 for assumption or use by another business entity until 120 days
603 after the effective date of dissolution or filing of a statement
604 of termination, if earlier.

605 Section 24. Subsection (2) of section 605.0805, Florida
606 Statutes, is amended to read:

607 605.0805 Proceeds and expenses.—

608 (2) If a derivative action ~~under s. 608.0802~~ is successful
609 in whole or in part, the court may award the plaintiff

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610 reasonable expenses, including reasonable attorney fees and
611 costs, from the recovery of the limited liability company.

612 Section 25. Effective upon this act becoming a law and
613 operating retroactively to January 1, 2015 subsection (2) of
614 section 606.06, Florida Statutes, is amended to read:

615 606.06 Uniform business report.—The department may use the
616 uniform business report:

617 (2) As a substitute for any annual report or renewal filing
618 required by chapters 495, 605, 607, ~~608~~, 609, 617, 620, 621, and
619 865.

620 Section 26. Effective upon this act becoming a law and
621 operating retroactively to January 1, 2015, paragraph (c) of
622 subsection (2) of section 607.1108, Florida Statutes, is amended
623 to read:

624 607.1108 Merger of domestic corporation and other business
625 entity.—

626 (2) Pursuant to a plan of merger complying and approved in
627 accordance with this section, one or more domestic corporations
628 may merge with or into one or more other business entities
629 formed, organized, or incorporated under the laws of this state
630 or any other state, the United States, foreign country, or other
631 foreign jurisdiction, if:

632 (c) Each domestic limited liability company that is a party
633 to the merger complies with the applicable provisions of chapter
634 605 ~~608~~.

635 Section 27. Effective upon this act becoming a law and
636 operating retroactively to January 1, 2015, paragraph (d) of
637 subsection (1) of section 607.1109, Florida Statutes, is amended
638 to read:

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639 607.1109 Articles of merger.—

640 (1) After a plan of merger is approved by each domestic
641 corporation and other business entity that is a party to the
642 merger, the surviving entity shall deliver to the Department of
643 State for filing articles of merger, which shall be executed by
644 each domestic corporation as required by s. 607.0120 and by each
645 other business entity as required by applicable law, and which
646 shall set forth:

647 (d) A statement that the plan of merger was approved by
648 each domestic limited liability company that is a party to the
649 merger in accordance with the applicable provisions of chapter
650 605 ~~608~~.

651 Section 28. Effective upon this act becoming a law and
652 operating retroactively to January 1, 2015, subsection (7) of
653 section 607.11101, Florida Statutes, is amended to read:

654 607.11101 Effect of merger of domestic corporation and
655 other business entity.—When a merger becomes effective:

656 (7) The shares, partnership interests, interests,
657 obligations, or other securities, and the rights to acquire
658 shares, partnership interests, interests, obligations, or other
659 securities, of each domestic corporation and other business
660 entity that is a party to the merger shall be converted into
661 shares, partnership interests, interests, obligations, or other
662 securities, or rights to such securities, of the surviving
663 entity or any other domestic corporation or other business
664 entity or, in whole or in part, into cash or other property as
665 provided in the plan of merger, and the former holders of
666 shares, partnership interests, interests, obligations, or other
667 securities, or rights to such securities, shall be entitled only

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668 to the rights provided in the plan of merger and to their
669 appraisal rights, if any, under s. 605.1006, ss. 605.1061-
670 605.1072, ss. 607.1301-607.1333, ~~ss. 608.4351-608.43595,~~ ss.
671 620.2114-620.2124, or other applicable law.

672 Section 29. Effective upon this act becoming a law and
673 operating retroactively to January 1, 2015, paragraph (b) of
674 subsection (2) of section 621.12, Florida Statutes, is amended
675 to read:

676 621.12 Identification with individual shareholders or
677 individual members.—

678 (2) The name shall also contain:

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

681 2. In the case of a professional limited liability company
682 formed before January 1, 2014, the words "professional limited
683 company" or "professional limited liability company," the
684 abbreviation "P.L." or "P.L.L.C." or the designation "PL" or
685 "PLLC," in lieu of the words "limited company" or "limited
686 liability company," or the abbreviation "L.C." or "L.L.C." or
687 the designation "LC" or "LLC" as otherwise required under s.
688 605.0112 or former s. 608.406.

689 3. In the case of a professional limited liability company
690 formed on or after January 1, 2014, the words "professional
691 limited liability company," the abbreviation "P.L.L.C." or the
692 designation "PLLC," in lieu of the words "limited liability
693 company," or the abbreviation "L.L.C." or the designation "LLC"
694 as otherwise required under s. 605.0112.

695 Section 30. Effective upon this act becoming a law and
696 operating retroactively to January 1, 2015, subsection (1) of

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697 section 636.204, Florida Statutes, is amended to read:

698 636.204 License required.—

699 (1) Before doing business in this state as a discount
700 medical plan organization, an entity must be a corporation, a
701 limited liability company, or a limited partnership,
702 incorporated, organized, formed, or registered under the laws of
703 this state or authorized to transact business in this state in
704 accordance with chapter 605, part I of chapter 607, ~~chapter 608~~,
705 chapter 617, chapter 620, or chapter 865, and must be licensed
706 by the office as a discount medical plan organization or be
707 licensed by the office pursuant to chapter 624, part I of this
708 chapter, or chapter 641.

709 Section 31. Effective upon this act becoming a law and
710 operating retroactively to January 1, 2015, subsection (1) of
711 section 655.0201, Florida Statutes, is amended to read:

712 655.0201 Service of process, notice, or demand on financial
713 institutions.—

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

718 Section 32. Effective upon this act becoming a law and
719 operating retroactively to January 1, 2015, paragraph (c) of
720 subsection (11) of section 658.2953, Florida Statutes, is
721 amended to read:

722 658.2953 Interstate branching.—

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

724 (c) An out-of-state bank may establish and maintain a de
725 novo branch or acquire a branch in this state upon compliance

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726 with chapter 605 or part I of chapter 607 ~~or chapter 608~~
727 relating to doing business in this state as a foreign business
728 entity, including maintaining a registered agent for service of
729 process and other legal notice pursuant to s. 655.0201.

730 Section 33. Effective upon this act becoming a law and
731 operating retroactively to January 1, 2015, section 694.16,
732 Florida Statutes, is amended to read:

733 694.16 Conveyances by merger or conversion of business
734 entities.—As to any merger or conversion of business entities
735 prior to June 15, 2000, the title to all real estate, or any
736 interest therein, owned by a business entity that was a party to
737 a merger or a conversion is vested in the surviving entity
738 without reversion or impairment, notwithstanding the requirement
739 of a deed which was previously required by s. 607.11101, former
740 s. 608.4383, former s. 620.204, former s. 620.8904, or former s.
741 620.8906.

742 Section 34. Section 31. Effective upon this act becoming a
743 law and operating retroactively to January 1, 2015, paragraph
744 (f) of subsection (2) of section 1002.395, Florida Statutes, is
745 amended to read:

746 1002.395 Florida Tax Credit Scholarship Program.—

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

748 (f) "Eligible nonprofit scholarship-funding organization"
749 means a state university; or an independent college or
750 university that is eligible to participate in the William L.
751 Boyd, IV, Florida Resident Access Grant Program, located and
752 chartered in this state, is not for profit, and is accredited by
753 the Commission on Colleges of the Southern Association of
754 Colleges and Schools; or is a charitable organization that:

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755 1. Is exempt from federal income tax pursuant to s.
756 501(c)(3) of the Internal Revenue Code;
757 2. Is a Florida entity formed under chapter 605, chapter
758 607, ~~chapter 608~~, or chapter 617 and whose principal office is
759 located in the state; and
760 3. Complies with subsections (6) and (16).
761 Section 35. Except as otherwise expressly provided in this
762 act and except for this section, which shall take effect upon
763 this act becoming a law, this act shall take effect July 1,
764 2015.