

Amendment No.

COMMITTEE/SUBCOMMITTEE ACTION

ADOPTED	<u>    </u>	(Y/N)
ADOPTED AS AMENDED	<u>    </u>	(Y/N)
ADOPTED W/O OBJECTION	<u>    </u>	(Y/N)
FAILED TO ADOPT	<u>    </u>	(Y/N)
WITHDRAWN	<u>    </u>	(Y/N)
OTHER	<u>      </u>	

1 Committee/Subcommittee hearing bill: Judiciary Committee  
 2 Representative Byrd offered the following:

**Amendment (with title amendment)**

5 Remove lines 11479-12701 and insert:

6 (f)(h) Any additional information that the department has  
 7 identified as ~~Such additional information as may be~~ necessary or  
 8 appropriate to enable the department ~~of State~~ to carry out the  
 9 provisions of this chapter act.

10 (2) If an annual report contains the name and address of a  
 11 registered agent which differs from the information shown in the  
 12 records of the department immediately before the annual report  
 13 becomes effective, the differing information in the annual  
 14 report is considered a statement of change under s. 607.0502  
 15 ~~Proof to the satisfaction of the Department of State that on or~~  
 16 ~~before May 1 such report was deposited in the United States mail~~

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17 ~~in a sealed envelope, properly addressed with postage prepaid,~~  
18 ~~shall be deemed compliance with this requirement.~~

19 (3) If an annual report does not contain the information  
20 required in ~~by~~ this section, the department ~~of State~~ shall  
21 promptly notify the reporting domestic corporation or foreign  
22 corporation ~~in writing and return the report to it for~~  
23 ~~correction.~~ If the report is corrected to contain the  
24 information required in subsection (1) ~~by this section~~ and  
25 delivered to the department ~~of State~~ within 30 days after the  
26 effective date of the notice, it will be considered timely  
27 delivered ~~is deemed to be timely filed.~~

28 ~~(4) Each report shall be executed by the corporation by an~~  
29 ~~officer or director or, if the corporation is in the hands of a~~  
30 ~~receiver or trustee, shall be executed on behalf of the~~  
31 ~~corporation by such receiver or trustee, and the signing thereof~~  
32 ~~shall have the same legal effect as if made under oath, without~~  
33 ~~the necessity of appending such oath thereto.~~

34 ~~(4)(5)~~ The first annual report must be delivered to the  
35 department ~~of State~~ between January 1 and May 1 of the year  
36 following the calendar year in which a domestic corporation's  
37 articles of incorporation became effective ~~corporation was~~  
38 ~~incorporated~~ or a foreign corporation obtained its certificate  
39 of authority ~~was authorized~~ to transact business in this state.  
40 Subsequent annual reports must be delivered to the department ~~of~~  
41 ~~State~~ between January 1 and May 1 of each calendar year

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42 thereafter. If one or more forms of annual report are submitted  
43 for a calendar year, the department shall file each of them and  
44 make the information contained in them part of the official  
45 record. The first form of annual report filed in a calendar year  
46 shall be considered the annual report for the calendar year, and  
47 each report filed after that one in the same calendar year shall  
48 be treated as an amended report for that calendar year the  
49 subsequent calendar years.

50 (5)-(6) Information in the annual report must be current as  
51 of the date the annual report is delivered to the department for  
52 filing executed on behalf of the corporation.

53 ~~(7) If an additional updated report is received, the~~  
54 ~~department shall file the document and make the information~~  
55 ~~contained therein part of the official record.~~

56 (6)-(8) A domestic corporation or foreign corporation that  
57 fails Any corporation failing to file an annual report that  
58 which complies with the requirements of this section may not  
59 prosecute or maintain shall not be permitted to maintain or  
60 defend any action in any court of this state until the such  
61 report is filed and all fees and penalties taxes due under this  
62 chapter act are paid, and shall be subject to dissolution or  
63 cancellation of its certificate of authority to transact de  
64 business as provided in this chapter act.

65 (7)-(9) The department shall prescribe the forms, which may  
66 be in an electronic format, on which to make the annual report

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67 called for in this section and may substitute the uniform  
68 business report, pursuant to s. 606.06, as a means of satisfying  
69 the requirement of this chapter part.

70 (8) As a condition of a merger under s. 607.1101, each  
71 party to a merger which exists under the laws of this state, and  
72 each party to the merger which exists under the laws of another  
73 jurisdiction and has a certificate of authority to transact  
74 business or conduct its affairs in this state, must be active  
75 and current in filing its annual reports in the records of the  
76 department through December 31 of the calendar year in which the  
77 articles of merger are submitted to the department for filing.

78 (9) As a condition of a conversion of an entity to a  
79 corporation under s. 607.11930, the entity, if it exists under  
80 the laws of this state or if it exists under the laws of another  
81 jurisdiction and has a certificate of authority to transact  
82 business or conduct its affairs in this state, must be active  
83 and current in filing its annual reports in the records of the  
84 department through December 31 of the calendar year in which the  
85 articles of conversion are submitted to the department for  
86 filing.

87 (10) As a condition of a conversion of a domestic  
88 corporation to another type of entity under s. 607.11930, the  
89 domestic corporation converting to the other type of entity must  
90 be active and current in filing its annual reports in the  
91 records of the department through December 31 of the calendar

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92 year in which the articles of conversion are submitted to the  
93 department for filing.

94 (11) As a condition of a share exchange between a  
95 corporation and another entity under s. 607.1102, the  
96 corporation, and each other entity that is a party to the share  
97 exchange which exists under the laws of this state, and each  
98 party to the share exchange which exists under the laws of  
99 another jurisdiction and has a certificate of authority to  
100 transact business or conduct its affairs in this state, must be  
101 active and current in filing its annual reports in the records  
102 of the department through December 31 of the calendar year in  
103 which the articles of share exchange are submitted to the  
104 department for filing.

105 (12) As a condition of domestication of a domestic  
106 corporation into a foreign jurisdiction under s. 607.11920, the  
107 domestic corporation domesticating into a foreign jurisdiction  
108 must be active and current in filing its annual reports in the  
109 records of the department through December 31 of the calendar  
110 year in which the articles of domestication are submitted to the  
111 department for filing.

112 Section 225. Section 607.1701, Florida Statutes, is  
113 amended to read:

114 607.1701 Application to existing domestic corporation.—  
115 This chapter ~~act~~ applies to all domestic corporations in  
116 existence on January 1, 2020 ~~July 1, 1990~~, that were

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117 incorporated under any general statute of this state providing  
118 for incorporation of corporations for profit if power to amend  
119 or repeal the statute under which the corporation was  
120 incorporated was reserved.

121 Section 226. Section 607.1702, Florida Statutes, is  
122 amended to read:

123 607.1702 Application to qualified foreign corporations.—A  
124 foreign corporation authorized to transact business in this  
125 state on January 1, 2020 ~~July 1, 1990~~, is subject to this  
126 chapter, is deemed to be authorized to transact business in this  
127 state, and ~~act but~~ is not required to obtain a new certificate  
128 of authority to transact business under this ~~chapter act~~.

129 Section 227. Section 607.1711, Florida Statutes, is  
130 amended to read:

131 607.1711 Application to foreign and interstate commerce.—  
132 The provisions of this chapter ~~act~~ apply to commerce with  
133 foreign nations and among the several states only insofar as the  
134 same may be permitted under the Constitution and laws of the  
135 United States.

136 Section 228. Section 607.1801, Florida Statutes, is  
137 repealed.

138 Section 229. Section 607.1907, Florida Statutes, is  
139 amended to read:

140 607.1907 Saving provision ~~Effect of repeal of prior acts.—~~

141 (1) Except as to procedural provisions, this act does not

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142 affect a pending action or proceeding or a right accrued before  
143 January 1, 2020, and a pending civil action or proceeding may be  
144 completed, and a right accrued may be enforced, as if this act  
145 had not become effective provided in subsection (2), the repeal  
146 of a statute by this act does not affect:

147 ~~(a) The operation of the statute or any action taken under~~  
148 ~~it before its repeal, including, without limiting the generality~~  
149 ~~of the foregoing, the continuing validity of any provision of~~  
150 ~~the articles of incorporation or bylaws of a corporation~~  
151 ~~authorized by the statute at the time of its adoption;~~

152 ~~(b) Any ratification, right, remedy, privilege,~~  
153 ~~obligation, or liability acquired, accrued, or incurred under~~  
154 ~~the statute before its repeal;~~

155 ~~(c) Any violation of the statute, or any penalty,~~  
156 ~~forfeiture, or punishment incurred because of the violation,~~  
157 ~~before its repeal;~~

158 ~~(d) Any proceeding, merger, consolidation, sale of assets,~~  
159 ~~reorganization, or dissolution commenced under the statute~~  
160 ~~before its repeal, and the proceeding, merger, consolidation,~~  
161 ~~sale of assets, reorganization, or dissolution may be completed~~  
162 ~~in accordance with the statute as if it had not been repealed.~~

163 (2) If a penalty or punishment ~~imposed~~ for violation of a  
164 statute or rule repealed by this act is reduced by this act, the  
165 penalty or punishment, if not already imposed, shall be imposed  
166 in accordance with this act.

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167 Section 230. Section 607.1908, Florida Statutes, is  
168 created to read:

169 607.1908 Severability clause.—If any provision of this  
170 chapter or its application to any person or circumstance is held  
171 invalid, the invalidity does not affect other provisions or  
172 applications of this chapter which can be given effect without  
173 the invalid provision or application, and to this end the  
174 provisions of this chapter are severable.

175 Section 231. Subsections (2) and (3) of section 607.504,  
176 Florida Statutes, are amended to read:

177 607.504 Election of social purpose corporation status.—

178 (2) A plan of merger, domestication, conversion, or share  
179 exchange must be adopted by the minimum status vote if an entity  
180 that is not a social purpose corporation is a party to the  
181 merger, domestication, or conversion or if the exchanging entity  
182 in a share exchange and the surviving, new, or resulting entity  
183 is, or will be, a social purpose corporation.

184 (3) If an entity elects to become a social purpose  
185 corporation by amendment of the articles of incorporation or by  
186 a merger, conversion, or share exchange, the shareholders of the  
187 entity are entitled to appraisal rights under and pursuant to  
188 ss. 607.1301-607.1340 ~~ss. 607.1301-607.1333~~.

189 Section 232. Subsections (2) and (3) of section 607.604,  
190 Florida Statutes, are amended to read:

191 607.604 Election of benefit corporation status.—



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192 (2) A plan of merger, domestication, conversion, or share  
193 exchange must be adopted by the minimum status vote if an entity  
194 that is not a benefit corporation is a party to a merger,  
195 domestication, or conversion or if the exchanging entity in a  
196 share exchange and the surviving, new, or resulting entity is,  
197 or will be, a benefit corporation.

198 (3) If an entity elects to become a benefit corporation by  
199 amendment of the articles of incorporation or by a merger,  
200 domestication, conversion, or share exchange, the shareholders  
201 of the entity are entitled to appraisal rights under and  
202 pursuant to ss. 607.1301-607.1340 ~~ss. 607.1301-607.1333~~.

203 Section 233. Paragraph (b) of subsection (23) and  
204 subsections (55) and (58) of section 605.0102, Florida Statutes,  
205 are amended to read:

206 605.0102 Definitions.—As used in this chapter, the term:

207 (23)

208 (b) "Entity" does not include:

- 209 1. An individual;
- 210 2. A trust with a predominantly donative purpose or a  
211 charitable trust;
- 212 3. An association or relationship that is not a  
213 partnership solely by reason of s. 620.8202(2) ~~s. 620.8202(3)~~ or  
214 a similar provision of the law of another jurisdiction;
- 215 4. A decedent's estate; or
- 216 5. A government or a governmental subdivision, agency, or

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217 instrumentality.

218 (55) "Private organic rules" means the rules, whether or  
219 not in a record, which govern the internal affairs of an entity,  
220 are binding on all its interest holders, and are not part of its  
221 public organic record, if any. Where private organic rules have  
222 been amended or restated, the term means the private organic  
223 rules as last amended or restated. The term includes:

224 (a) The bylaws of a business corporation.

225 (b) The bylaws of a nonprofit corporation.

226 (c) The partnership agreement of a general partnership.

227 (d) The partnership agreement of a limited partnership.

228 (e) The operating agreement, limited liability company  
229 agreement, or similar agreement of a limited liability company.

230 (f) The bylaws, trust instrument, or similar rules of a  
231 real estate investment trust.

232 (g) The trust instrument of a statutory trust or similar  
233 rules of a business trust or common law business trust.

234 (58) "Public organic record" means a record, the filing of  
235 which by a governmental body is required to form an entity, and  
236 an amendment to or restatement of that record. Where a public  
237 organic record has been amended or restated, the term means the  
238 public organic record as last amended or restated. The term  
239 includes the following:

240 (a) The articles of incorporation of a business  
241 corporation.

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242 (b) The articles of incorporation of a nonprofit  
243 corporation.

244 (c) The certificate of limited partnership of a limited  
245 partnership.

246 (d) The articles of organization of a limited liability  
247 company.

248 (e) The articles of incorporation of a general cooperative  
249 association or a limited cooperative association.

250 (f) The certificate of trust of a statutory trust or  
251 similar record of a business trust.

252 (g) The articles of incorporation of a real estate  
253 investment trust.

254 Section 234. Paragraph (i) of subsection (3) of section  
255 605.0105, Florida Statutes, is amended to read:

256 605.0105 Operating agreement; scope, function, and  
257 limitations.—

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

260 (i) Vary the grounds for dissolution specified in s.  
261 605.0702. A deadlock resolution mechanism does not vary the  
262 grounds for dissolution for the purposes of this paragraph.

263 Section 235. Paragraphs (a) and (b) of subsection (1) of  
264 section 605.0112, Florida Statutes, are amended, and subsection  
265 (6) is added to that section, to read:

266 605.0112 Name.—

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- 267 (1) The name of a limited liability company:
- 268 (a) Must contain the words "limited liability company" or
- 269 the abbreviation "L.L.C." or "LLC-" as will clearly indicate
- 270 that it is a limited liability company instead of a natural
- 271 person, partnership, corporation, or other business entity.
- 272 (b) Must be distinguishable in the records of the ~~Division~~
- 273 ~~of Corporations of the~~ department from the names of all other
- 274 entities or filings that are on file with the department
- 275 ~~division~~, except fictitious name registrations pursuant to s.
- 276 865.09, general partnership registrations pursuant to s.
- 277 620.8105, and limited liability partnership statements pursuant
- 278 to s. 620.9001 which are organized, registered, or reserved
- 279 under the laws of this state; however, a limited liability
- 280 company may register under a name that is not otherwise
- 281 distinguishable on the records of the department ~~division~~ with
- 282 the written consent of the other ~~owner~~ entity if the consent is
- 283 filed with the department ~~division~~ at the time of registration
- 284 of such name and if such name is not identical to the name of
- 285 the other entity. A name that is different from the name of
- 286 another entity or filing due to any of the following is not
- 287 considered distinguishable:
- 288 1. A suffix.
  - 289 2. A definite or indefinite article.
  - 290 3. The word "and" and the symbol "&."
  - 291 4. The singular, plural, or possessive form of a word.

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292 5. ~~A recognized abbreviation of a root word.~~

293 ~~6.~~ A punctuation mark or a symbol.

294 (6) A limited liability company in existence before  
295 January 1, 2020, that has a name that does not clearly indicate  
296 that it is a limited liability company instead of a natural  
297 person, partnership, corporation, or other business entity may  
298 continue using such name until the limited liability company  
299 dissolves or amends its name in the records of the department.

300 Section 236. Section 605.01125, Florida Statutes, is  
301 created to read:

302 605.01125 Reserved name.—

303 (1) A person may reserve the exclusive use of the name of  
304 a limited liability company, including an alternate name for a  
305 foreign limited liability company whose name is not available,  
306 by delivering an application to the department for filing. The  
307 application must set forth the name and address of the applicant  
308 and the name proposed to be reserved. If the department finds  
309 that the name of the limited liability company applied for is  
310 available, it must reserve the name for the applicant's  
311 exclusive use for a nonrenewable 120-day period.

312 (2) The owner of a reserved name of a limited liability  
313 company may transfer the reservation to another person by  
314 delivering to the department a signed notice of the transfer  
315 that states the name and address of the transferee.

316 (3) The department may revoke any reservation if, after a

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317 hearing, it finds that the application therefor or any transfer  
318 thereof was not made in good faith.

319 Section 237. Subsections (1) and (5) of section 605.0113,  
320 Florida Statutes, are amended, and subsection (6) is added to  
321 that section, to read:

322 605.0113 Registered agent.—

323 (1) Each limited liability company and each foreign  
324 limited liability company that has a certificate of authority  
325 under s. 605.0902 shall designate and continuously maintain in  
326 this state:

327 (a) A registered office, which may be the same as its  
328 place of business in this state; and

329 (b) A registered agent, who must be:

330 1. An individual who resides in this state and whose  
331 business address is identical to the address of the registered  
332 office; ~~or~~

333 2. Another domestic entity that is an authorized entity  
334 and whose business address is identical to the address of the  
335 registered office; or

336 3. A foreign entity authorized to transact business in  
337 this state that is an authorized entity and ~~A foreign or~~  
338 ~~domestic entity authorized to transact business in this state~~  
339 whose business address is identical to the address of the  
340 registered office.

341 (5) A limited liability company and each foreign limited

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342 liability company that has a certificate of authority under s.  
343 605.0902 may not prosecute or maintain, ~~maintain, or defend~~ an  
344 action in a court in this state until the limited liability  
345 company complies with this section, pays to the department any  
346 amounts required under this chapter, and, to the extent ordered  
347 by a court of competent jurisdiction, and pays to the department  
348 a penalty of \$5 for each day it has failed to comply or \$500,  
349 whichever is less, and pays any other amounts required under  
350 this chapter.

351 (6) For the purposes of this section, "authorized entity"  
352 means:

353 (a) A corporation for profit.

354 (b) A limited liability company.

355 (c) A limited liability partnership.

356 (d) A limited partnership, including a limited liability  
357 limited partnership.

358 Section 238. Paragraphs (c), (d), and (e) of subsection  
359 (1) of section 605.0114, Florida Statutes, are amended to read:

360 605.0114 Change of registered agent or registered office.—

361 (1) In order to change its registered agent or registered  
362 office address, a limited liability company or a foreign limited  
363 liability company may deliver to the department for filing a  
364 statement of change containing the following:

365 (c) If the current registered agent is to be changed, the  
366 name of the new registered agent.

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367 (d) The street address of its current registered office  
368 for its current registered agent.

369 (e) If the street address of the current registered office  
370 is to be changed, the new street address of the registered  
371 office in this state.

372 Section 239. Subsection (2) of section 605.0115, Florida  
373 Statutes, is amended to read:

374 605.0115 Resignation of registered agent.—

375 (2) After delivering the statement of resignation to ~~with~~  
376 the department for filing, the registered agent must promptly  
377 ~~shall~~ mail a copy to the limited liability company's or foreign  
378 limited liability company's current mailing address.

379 Section 240. Paragraphs (b) through (e) of subsection (1)  
380 of section 605.0116, Florida Statutes, are amended to read:

381 605.0116 Change of name or address by registered agent.—

382 (1) If a registered agent changes his or her name or  
383 address, the agent may deliver to the department for filing a  
384 statement of change that provides the following:

385 (b) The name of the registered agent as currently shown in  
386 the records of the department for the limited liability company  
387 or foreign limited liability company.

388 (c) If the name of the registered agent has changed, its  
389 new name.

390 (d) If the address of the registered agent has changed,  
391 the new address.



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392 (e) A statement that the registered agent has given the  
393 notice required under subsection (2).

394 Section 241. Present subsection (7) of section 605.0117,  
395 Florida Statutes, is redesignated as subsection (8), subsections  
396 (1), (2), (3), (4), and (6) of that section are amended, and a  
397 new subsection (7) is added to that section, to read:

398 605.0117 Service of process, notice, or demand.—

399 (1) A limited liability company or registered foreign  
400 limited liability company may be served with process, ~~notice, or~~  
401 ~~a demand~~ required or authorized by law by serving on its  
402 registered agent.

403 (2) If a limited liability company or registered foreign  
404 limited liability company ceases to have a registered agent or  
405 if its registered agent cannot with reasonable diligence be  
406 served, the process, ~~notice, or demand~~ required or permitted by  
407 law may instead be served:

408 (a) On a member of a member-managed limited liability  
409 company or registered foreign limited liability company; or

410 (b) On a manager of a manager-managed limited liability  
411 company or registered foreign limited liability company.

412 (3) If the process, ~~notice, or demand~~ cannot be served on  
413 a limited liability company or registered foreign limited  
414 liability company pursuant to subsection (1) or subsection (2),  
415 the process, ~~notice, or demand~~ may be served on the secretary of  
416 state department as an agent of the company.

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417 (4) Service of process on the secretary of state ~~with~~  
418 ~~process, notice, or a demand on the department~~ may be made by  
419 delivering to and leaving with the department duplicate copies  
420 of the process, ~~notice, or demand.~~

421 (6) The department shall keep a record of each process,  
422 ~~notice, and demand~~ served pursuant to this section and record  
423 the time of and the action taken regarding the service.

424 (7) Any notice or demand on a limited liability company or  
425 registered foreign limited liability company under this chapter  
426 may be given or made to any member of a member-managed limited  
427 liability company or registered foreign limited liability  
428 company or to any manager of a manager-managed limited liability  
429 company or registered foreign limited liability company; to the  
430 registered agent of the limited liability company or registered  
431 foreign limited liability company at the registered office of  
432 the limited liability company or registered foreign limited  
433 liability company in this state; or to any other address in this  
434 state that is in fact the principal office of the limited  
435 liability company or registered foreign limited liability  
436 company in this state.

437 Section 242. Subsection (3) of section 605.0118, Florida  
438 Statutes, is amended to read:

439 605.0118 Delivery of record.—

440 (3) If a check is mailed to the department for payment of  
441 an annual report fee or the annual supplemental fee required

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442 under s. 607.193, the check shall be deemed to have been  
443 received by the department as of the postmark date appearing on  
444 the envelope or package transmitting the check if the envelope  
445 or package is received by the department.

446 Section 243. Section 605.0207, Florida Statutes, is  
447 amended to read:

448 605.0207 Effective date and time.—Except as otherwise  
449 provided in s. 605.0208, and subject to s. 605.0209(3), any  
450 document delivered to the department for filing under this  
451 chapter may specify an effective time and a delayed effective  
452 date. In the case of initial articles of organization, a prior  
453 effective date may be specified in the articles of organization  
454 if such date is within 5 business days before the date of  
455 filing. Subject to ss. 605.0114, 605.0115, 605.0208, and  
456 605.0209, a record filed by the department is effective:

457 (1) If the record filed does not specify an effective time  
458 and does not specify a prior or a delayed effective date, on the  
459 date and at the time the record is accepted filed as evidenced  
460 by the department's endorsement of the date and time on the  
461 filing record.

462 (2) If the record filed specifies an effective time, but  
463 not a prior or delayed effective date, on the date the record is  
464 filed at the time specified in the filing record.

465 (3) If the record filed specifies a delayed effective  
466 date, but not an effective time, at 12:01 a.m. on the earlier

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467 of:

468 (a) The specified date; or

469 (b) The 90th day after the record is filed.

470 (4) If the record filed specifies a delayed effective date  
471 and an effective time, at the specified time on or the earlier

472 of:

473 (a) The specified date; or

474 (b) The 90th day after the record is filed.

475 (5)-(4) If the record filed is the initial articles of  
476 organization and specifies an effective a date before the  
477 effective date of the filing, but no effective time, at 12:01  
478 a.m. on the later of:

479 (a) The specified date; or

480 (b) The 5th business day before the record is filed.

481 (6)-(5) If the record filed is the initial articles of  
482 organization and specifies an effective time and an effective a  
483 delayed effective date, at the specified time on the earlier of:

484 ~~(a) The specified date; or~~

485 ~~(b) The 90th day after the record is filed.~~

486 ~~(6) If the record specifies an effective time and a prior~~  
487 ~~effective date before the date of the filing, at the specified~~  
488 ~~time on the later of:~~

489 (a) The specified date; or

490 (b) The 5th business day before the record is filed.

491 (7) If a filed document does not specify the time zone or

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492 place at which the date or time, or both, is to be determined,  
493 the date or time, or both, at which it becomes effective shall  
494 be those prevailing at the place of filing in this state.

495 Section 244. Subsection (3) of section 605.0209, Florida  
496 Statutes, is amended to read:

497 605.0209 Correcting filed record.—

498 (3) A statement of correction:

499 (a) May not state a delayed effective date;

500 (b) Must be signed by the person correcting the filed  
501 record;

502 (c) Must identify the filed record to be corrected,  
503 including such record's filing date, or attach a copy of the  
504 record to the statement of correction;

505 (d) Must specify the inaccuracy or defect to be corrected;  
506 and

507 (e) Must correct the inaccuracy or defect.

508 Section 245. Subsection (7) of section 605.0210, Florida  
509 Statutes, is amended to read:

510 605.0210 Duty of department to file; review of refusal to  
511 file; transmission of information by department.—

512 (7) If the department refuses to file a record delivered  
513 to its office for filing, the person who submitted the record  
514 for filing may petition the Circuit Court of Leon County to  
515 compel filing of the record. The record and the explanation from  
516 ~~of~~ the department of the refusal to file must be attached to the

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517 petition. The court may decide the matter in a summary  
518 proceeding and the court may summarily order the department to  
519 file the record or take other action the court considers  
520 appropriate. The court's final decision may be appealed as in  
521 other civil proceedings.

522 Section 246. Paragraph (a) of subsection (2) and  
523 subsection (3) of section 605.0211, Florida Statutes, are  
524 amended to read:

525 605.0211 Certificate of status.—

526 (2) The department, upon request and payment of the  
527 requisite fee, shall furnish a certificate of status for a  
528 foreign limited liability company if the records filed show that  
529 the department has filed a certificate of authority. A  
530 certificate of status for a foreign limited liability company  
531 must state the following:

532 (a) The foreign limited liability company's name and any ~~a~~  
533 current alternate name adopted under s. 605.0906(1) for use in  
534 this state.

535 (3) Subject to any qualification stated in the certificate  
536 of status, a certificate of status issued by the department is  
537 conclusive evidence that the domestic limited liability company  
538 is in existence and is of active status in this state or the  
539 foreign limited liability company is authorized to transact  
540 business in this state and is of active status in this state.

541 Section 247. Section 605.0215, Florida Statutes, is

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542 amended to read:

543       605.0215 Certificates to be received in evidence and  
544 evidentiary effect of copy of filed document.—All certificates  
545 issued by the department in accordance with this chapter shall  
546 be taken and received in all courts, public offices, and  
547 official bodies as prima facie evidence of the facts stated. A  
548 certificate from the department delivered with a copy of a  
549 document filed by the department bearing the signature of the  
550 secretary of state, which may be in facsimile, and the seal of  
551 this state is conclusive evidence that the original document is  
552 on file with the department.

553       Section 248. Subsections (1) through (4) of section  
554 605.04092, Florida Statutes, are amended to read:

555       605.04092 Conflict of interest transactions.—

556       (1) As used in this section, the following terms and  
557 definitions apply:

558       (a) A member or manager is "indirectly" a party to a  
559 transaction if that member or manager has a material financial  
560 interest in or is a director, officer, member, manager, or  
561 partner of a person, other than the limited liability company,  
562 who is a party to the transaction.

563       (b) A member or manager has an "indirect material  
564 financial interest" if a ~~spouse or other~~ family member has a  
565 material financial interest in the transaction, other than  
566 having an indirect interest as a member or manager of the

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567 limited liability company, or if the transaction is with an  
568 entity, other than the limited liability company, which has a  
569 material financial interest in the transaction and controls, or  
570 is controlled by, the member or manager or another person  
571 specified in this subsection.

572 (c) "Fair to the limited liability company" means that the  
573 transaction, as a whole, is beneficial to the limited liability  
574 company and its members, taking into appropriate account whether  
575 it is:

576 1. Fair in terms of the member's or manager's dealings  
577 with the limited liability company in connection with that  
578 transaction; and

579 2. Comparable to what might have been obtainable in an  
580 arm's length transaction.

581 (d) "Family member" includes any of the following:

582 1. The member's or manager's spouse.

583 2. A child, stepchild, parent, stepparent, grandparent,  
584 sibling, step sibling, or half sibling of the member or manager  
585 or the member's or manager's spouse.

586 (e) "Manager's conflict of interest transaction" means a  
587 transaction between a limited liability company and one or more  
588 of its managers, or another entity in which one or more of the  
589 limited liability company's managers is directly or indirectly a  
590 party to the transaction, other than being an indirect party as  
591 a result of being a member of the limited liability company, and



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592 has a direct or indirect material financial interest or other  
593 material interest.

594 (f) "Material financial interest" or "other material  
595 interest" means a financial or other interest in the transaction  
596 that would reasonably be expected to impair the objectivity of  
597 the judgment of the member or manager when participating in the  
598 action on the authorization of the transaction.

599 (g) "Member's conflict of interest transaction" means a  
600 transaction between a limited liability company and one or more  
601 of its members, or another entity in which one or more of the  
602 limited liability company's members is directly or indirectly a  
603 party to the transaction, other than being an indirect party as  
604 a result of being a member of the limited liability company, and  
605 has a direct or indirect material financial interest or other  
606 material interest.

607 (2) If the requirements of this section have been  
608 satisfied, a member's conflict of interest transaction or a  
609 manager's conflict of interest transaction between a limited  
610 liability company and one or more of its members or managers, or  
611 another entity in which one or more of the limited liability  
612 company's members or managers have a financial or other  
613 interest, is not void or voidable because of that relationship  
614 or interest; because the members or managers are present at the  
615 meeting of the members or managers at which the transaction was  
616 authorized, approved, effectuated, or ratified; or because the

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617 votes of the members or managers are counted for such purpose.

618 (3) If a member's conflict of interest transaction or a  
619 manager's conflict of interest transaction is fair to the  
620 limited liability company at the time it is authorized,  
621 approved, effectuated, or ratified, the fact that a member or  
622 manager of the limited liability company is directly or  
623 indirectly a party to the transaction, other than being an  
624 indirect party as a result of being a member or manager of the  
625 limited liability company, or has a direct or indirect material  
626 financial interest or other interest in the transaction, other  
627 than having an indirect interest as a result of being a member  
628 or manager of the limited liability company, is not grounds for  
629 equitable relief and does not give rise to an award of damages  
630 or other sanctions.

631 (4) (a) In a proceeding challenging the validity of a  
632 member's conflict of interest transaction or a manager's  
633 conflict of interest transaction or in a proceeding seeking  
634 equitable relief, award of damages, or other sanctions with  
635 respect to a member's conflict of interest transaction or a  
636 manager's conflict of interest transaction, ~~described in~~  
637 ~~subsection (3),~~ the person challenging the validity or seeking  
638 equitable relief, award of damages, or other sanctions has the  
639 burden of proving the lack of fairness of the transaction if:

640 1. In a manager-managed limited liability company, the  
641 material facts of the transaction and the member's or manager's

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642 interest in the transaction were disclosed or known to the  
643 managers or a committee of managers who voted upon the  
644 transaction and the transaction was authorized, approved, or  
645 ratified by a majority of the disinterested managers even if the  
646 disinterested managers constitute less than a quorum; however,  
647 the transaction cannot be authorized, approved, or ratified  
648 under this subsection solely by a single manager; and

649 2. In a member-managed limited liability company, or a  
650 manager-managed limited liability company in which the managers  
651 have failed to or cannot act under subparagraph 1., the material  
652 facts of the transaction and the member's or manager's interest  
653 in the transaction were disclosed or known to the members who  
654 voted upon such transaction and the transaction was authorized,  
655 approved, or ratified by a majority-in-interest of the  
656 disinterested members even if the disinterested members  
657 constitute less than a quorum; however, the transaction cannot  
658 be authorized, approved, or ratified under this subsection  
659 solely by a single member; or

660 (b) If neither of the conditions provided in paragraph (a)  
661 has been satisfied, the person defending or asserting the  
662 validity of a member's conflict of interest transaction or a  
663 manager's conflict of interest transaction ~~described in~~  
664 ~~subsection (3)~~ has the burden of proving its fairness in a  
665 proceeding challenging the validity of the transaction.

666 Section 249. Paragraph (c) of subsection (3) of section

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667 605.0410, Florida Statutes, is amended to read:

668 605.0410 Records to be kept; rights of member, manager,  
669 and person dissociated to information.-

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

672 (c) Within 10 days after receiving a demand pursuant to  
673 subparagraph (b)2. ~~(2)(b)2.~~, the company shall, in a record,  
674 inform the member who made the demand of:

675 1. The information that the company will provide in  
676 response to the demand and when and where the company will  
677 provide the information; and

678 2. The company's reasons for declining, if the company  
679 declines to provide any demanded information.

680 Section 250. Paragraph (b) of subsection (1) and  
681 subsection (2) of section 605.0702, Florida Statutes, are  
682 amended, and subsections (3), (4), and (5) are added to that  
683 section, to read:

684 605.0702 Grounds for judicial dissolution.-

685 (1) A circuit court may dissolve a limited liability  
686 company:

687 (b) In a proceeding by a manager or member to dissolve the  
688 limited liability company if it is established that:

689 1. The conduct of all or substantially all of the  
690 company's activities and affairs is unlawful;

691 2. It is not reasonably practicable to carry on the

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692 company's activities and affairs in conformity with the articles  
693 of organization and the operating agreement;

694 3. The managers or members in control of the company have  
695 acted, are acting, or will ~~are reasonably expected to~~ act in a  
696 manner that is illegal or fraudulent;

697 4. The limited liability company's assets are being  
698 misappropriated or wasted, causing injury to the limited  
699 liability company, or in a proceeding by a member, causing  
700 injury to one or more of its members; or

701 5. The managers or the members of the limited liability  
702 company are deadlocked in the management of the limited  
703 liability company's activities and affairs, the members are  
704 unable to break the deadlock, and irreparable injury to the  
705 limited liability company is threatened or being suffered.

706 (2)(a) If the managers or the members of the limited  
707 liability company are deadlocked in the management of the  
708 limited liability company's activities and affairs, the members  
709 are unable to break the deadlock, and irreparable injury to the  
710 limited liability company is threatened or being suffered, if  
711 the operating agreement contains a deadlock sale provision that  
712 has been initiated before the time that the court determines  
713 that the grounds for judicial dissolution exist under  
714 subparagraph (1)(b)5., then such deadlock sale provision applies  
715 to the resolution of such deadlock instead of the court entering  
716 an order of judicial dissolution or an order directing the

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717 purchase of petitioner's interest under s. 605.0706, so long as  
718 the provisions of such deadlock sale provision are thereafter  
719 initiated and effectuated in accordance with the terms of such  
720 deadlock sale provision or otherwise pursuant to an agreement of  
721 the members of the company.

722 (b) As used in this section, the term "deadlock sale  
723 provision" means a provision in an operating agreement which is  
724 or may be applicable in the event of a deadlock among the  
725 managers or the members of the limited liability company which  
726 the members of the company are unable to break and which  
727 provides for a deadlock breaking mechanism, including, but not  
728 limited to:

729 1. A redemption or a purchase and sale of interests; ~~or~~

730 2. A governance change, among or between members;

731 3. The sale of the company or all or substantially all of  
732 the assets of the company; or

733 4. A similar provision that, if initiated and effectuated,  
734 breaks the deadlock by causing the transfer of interests, a  
735 governance change, or the sale of all or substantially all of  
736 the company's assets. ~~A deadlock sale provision in an operating  
737 agreement which is not initiated and effectuated before the  
738 court enters an order of judicial dissolution under subparagraph  
739 (1)(b)5. or an order directing the purchase of petitioner's  
740 interest under s. 605.0706 does not adversely affect the rights  
741 of members and managers to seek judicial dissolution under~~

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742 ~~subparagraph (1) (b) 5. or the rights of the company or one or~~  
743 ~~more members to purchase the petitioner's interest under s.~~  
744 ~~605.0706. The filing of an action for judicial dissolution on~~  
745 ~~the grounds described in subparagraph (1) (b) 5. or an election to~~  
746 ~~purchase the petitioner's interest under s. 605.0706 does not~~  
747 ~~adversely affect the right of a member to initiate an available~~  
748 ~~deadlock sale provision under the operating agreement or to~~  
749 ~~enforce a member initiated or an automatically initiated~~  
750 ~~deadlock sale provision if the deadlock sale provision is~~  
751 ~~initiated and effectuated before the court enters an order of~~  
752 ~~judicial dissolution under subparagraph (1) (b) 5. or an order~~  
753 ~~directing the purchase of petitioner's interest under s.~~  
754 ~~605.0706.~~

755 (3) A deadlock sale provision in an operating agreement  
756 which is not initiated and effectuated before the court enters  
757 an order of judicial dissolution under subparagraph (1) (b) 5. or  
758 an order directing the purchase of petitioner's interest under  
759 s. 605.0706, does not adversely affect the rights of members and  
760 managers to seek judicial dissolution under subparagraph  
761 (1) (b) 5. or the rights of the company or one or more members to  
762 purchase the petitioner's interest under s. 605.0706. The filing  
763 of an action for judicial dissolution on the grounds described  
764 in subparagraph (1) (b) 5. or an election to purchase the  
765 petitioner's interest under s. 605.0706, does not adversely  
766 affect the right of a member to initiate an available deadlock

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767 sale provision under the operating agreement or to enforce a  
768 member-initiated or an automatically-initiated deadlock sale  
769 provision if the deadlock sale provision is initiated and  
770 effectuated before the court enters an order of judicial  
771 dissolution under subparagraph (1)(b)5. or an order directing  
772 the purchase of petitioner's interest under s. 605.0706.

773 Section 251. Subsections (1), (2), (4), (5), (6), (7), and  
774 (8) of section 605.0706, Florida Statutes, are amended to read:

775 605.0706 Election to purchase instead of dissolution.—

776 (1) In a proceeding initiated by a member of a limited  
777 liability company under s. 605.0702(1)(b) ~~to dissolve the~~  
778 ~~company~~, the company may elect, or, if it fails to elect, one or  
779 more other members may elect, to purchase the entire interest of  
780 the petitioner in the company at the fair value of the interest.  
781 An election pursuant to this section is irrevocable unless the  
782 court determines that it is equitable to set aside or modify the  
783 election.

784 (2) An election to purchase pursuant to this section may  
785 be filed with the court within 90 days after the filing of the  
786 petition by the petitioning member under s. 605.0702(1)(b) ~~or~~  
787 ~~(2)~~ or at such later time as the court may allow. If the  
788 election to purchase is filed, the company shall within 10 days  
789 thereafter give written notice to all members, other than the  
790 petitioning member. The notice must describe the interest in the  
791 company owned by each petitioning member and must advise the

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792 recipients of their right to join in the election to purchase  
793 the petitioning member's interest in accordance with this  
794 section. Members who wish to participate must file notice of  
795 their intention to join in the purchase within 30 days after the  
796 effective date of the notice. A member who has filed an election  
797 or notice of the intent to participate in the election to  
798 purchase thereby becomes a party to the proceeding and shall  
799 participate in the purchase in proportion to the ownership  
800 interest as of the date the first election was filed unless the  
801 members otherwise agree or the court otherwise directs. After an  
802 election to purchase has been filed by the limited liability  
803 company or one or more members, the proceeding under s.  
804 605.0702(1)(b) ~~or (2)~~ may not be discontinued or settled, and  
805 the petitioning member may not sell or otherwise dispose of the  
806 interest of the petitioner in the company unless the court  
807 determines that it would be equitable to the company and the  
808 members, other than the petitioner, to authorize such  
809 discontinuance, settlement, sale, or other disposition or the  
810 sale is pursuant to a deadlock sale provision described in s.  
811 605.0702(1)(b).

812 (4) If the parties are unable to reach an agreement as  
813 provided for in subsection (3), the court, upon application of a  
814 party, may shall stay the proceedings to dissolve under s.  
815 605.0702(1)(b) and shall, whether or not the proceeding is  
816 stayed, determine the fair value of the petitioner's interest as

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817 of the day before the date on which the petition was filed or as  
818 of such other date as the court deems appropriate under the  
819 circumstances.

820 (5) Upon determining the fair value of the petitioner's  
821 interest in the company, unless the petitioner's interest has  
822 been acquired pursuant to a deadlock sale provision before the  
823 order, the court shall enter an order directing the purchase  
824 upon such terms and conditions as the court deems appropriate,  
825 which may include: payment of the purchase price in  
826 installments, when necessary in the interests of equity; a  
827 provision for security to ensure payment of the purchase price  
828 and additional costs, fees, and expenses as may have been  
829 awarded; and, if the interest is to be purchased by members, the  
830 allocation of the interest among those members. In allocating  
831 the petitioner's interest among holders of different classes or  
832 series of interests in the company, the court shall attempt to  
833 preserve any ~~the~~ existing distribution of voting rights among  
834 holders of different classes or series insofar as practicable  
835 and may direct that holders of any a specific class or classes  
836 or series may not participate in the purchase. Interest may be  
837 allowed at the rate and from the date determined by the court to  
838 be equitable; however, if the court finds that the refusal of  
839 the petitioning member to accept an offer of payment was  
840 arbitrary or otherwise not in good faith, payment of interest is  
841 not allowed. If the court finds that the petitioning member had

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842 probable grounds for relief under s. 605.0702(1)(b) ~~s.~~  
843 ~~605.0702(1)(b)3. or 4.~~, it may award expenses to the petitioning  
844 member, including reasonable fees and expenses of counsel and of  
845 experts employed by petitioner.

846 (6) The ~~Upon~~ entry of an order under subsection (3) or  
847 subsection (5) shall be subject to subsection (8), and the order  
848 may not be entered unless the award is determined by the court  
849 to be allowed under subsection (8). In determining compliance  
850 with s. 605.0405, the court may rely on an affidavit from the  
851 limited liability company as to compliance with that section as  
852 of the measurement date. Upon entry of an order under subsection  
853 (3) or subsection (5), the court shall dismiss the petition to  
854 dissolve the limited liability company under s. 605.0702(1)(b),  
855 and the petitioning member shall no longer have rights or status  
856 as a member of the limited liability company except the right to  
857 receive the amounts awarded by the order of the court, which  
858 shall be enforceable in the same manner as any other judgment.

859 (7) The purchase ordered pursuant to subsection (5) shall  
860 ~~must~~ be made within 10 days after the date the order becomes  
861 final ~~unless, before that time, the limited liability company~~  
862 ~~files with the court a notice of its intention to dissolve~~  
863 ~~pursuant to s. 605.0701(2), in which case articles of~~  
864 ~~dissolution for the company must be filed within 50 days~~  
865 ~~thereafter. Upon filing of such articles of dissolution, the~~  
866 ~~limited liability company shall be wound up in accordance with~~

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867 ~~ss. 605.0709-605.0713, and the order entered pursuant to~~  
868 ~~subsection (5) shall no longer be of force or effect except that~~  
869 ~~the court may award the petitioning member reasonable fees and~~  
870 ~~expenses of counsel and experts in accordance with subsection~~  
871 ~~(5), and the petitioner may continue to pursue any claims~~  
872 ~~previously asserted on behalf of the limited liability company.~~

873 (8) Any award ~~A payment by the limited liability company~~  
874 ~~pursuant to an order under subsection (3) or subsection (5),~~  
875 ~~other than an award of fees and expenses pursuant to subsection~~  
876 ~~(5), is subject to s. 605.0405. Unless otherwise provided in the~~  
877 ~~court's order, the effect of a distribution under s. 605.0405~~  
878 ~~shall be measured as of the date of the court's order under~~  
879 ~~subsection (3) or subsection (5).~~

880 Section 252. Subsection (5) of section 605.0715, Florida  
881 Statutes, is amended, and subsection (6) is added to that  
882 section, to read:

883 605.0715 Reinstatement.—

884 (5) The name of the dissolved limited liability company is  
885 not available for assumption or use by another business entity  
886 until 1 year after the effective date of dissolution unless the  
887 dissolved limited liability company provides the department with  
888 a record executed as required pursuant to s. 605.0203 permitting  
889 the immediate assumption or use of the name by another business  
890 entity ~~limited liability company.~~

891 (6) If the name of the dissolved limited liability company

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892 has been lawfully assumed in this state by another business  
893 entity, the department shall require the dissolved limited  
894 liability company to amend its articles of organization to  
895 change its name before accepting the application for  
896 reinstatement.

897 Section 253. Subsections (2) and (3) of section 605.0716,  
898 Florida Statutes, are amended, and subsection (4) is added to  
899 that section, to read:

900 605.0716 Judicial review of denial of reinstatement.—

901 (2) Within 30 days after service of a notice of denial of  
902 reinstatement, a limited liability company may appeal the denial  
903 by petitioning the Circuit Court of Leon County ~~in the~~  
904 ~~applicable county, as defined in s. 605.0711(15),~~ to set aside  
905 the dissolution. The petition must be served on the department  
906 and contain a copy of the department's notice of administrative  
907 dissolution, the company's application for reinstatement, and  
908 the department's notice of denial.

909 (3) The circuit court may order the department to  
910 reinstate a dissolved limited liability company or take other  
911 action the court considers appropriate.

912 (4) The circuit court's final decision may be appealed as  
913 in other civil proceedings.

914 Section 254. Section 605.0801, Florida Statutes, is  
915 amended to read:

916 605.0801 Direct action by member.—

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917 (1) Subject to subsection (2), a member may maintain a  
918 direct action against another member, a manager, or the limited  
919 liability company to enforce the member's rights and otherwise  
920 protect the member's interests, including rights and interests  
921 under the operating agreement or this chapter or arising  
922 independently of the membership relationship.

923 (2) A member maintaining a direct action under this  
924 section must plead and prove either:

925 (a) An actual or threatened injury that is not solely the  
926 result of an injury suffered or threatened to be suffered by the  
927 limited liability company; or

928 (b) An actual or threatened injury resulting from a  
929 violation of a separate statutory or contractual duty owed by  
930 the alleged wrongdoer to the member or manager, even if the  
931 injury is in whole or in part the same as the injury suffered or  
932 threatened to be suffered by the limited liability company.

933 Section 255. Section 605.0803, Florida Statutes, is  
934 amended to read:

935 605.0803 Proper plaintiff.— A derivative action to enforce  
936 a right of a limited liability company may be commenced  
937 ~~maintained~~ only by a person who is a member at the time the  
938 action is commenced and:

939 (1) Was a member when the conduct giving rise to the  
940 action occurred; or

941 (2) Whose status as a member devolved on the person by

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942 operation of law or pursuant to the terms of the operating  
943 agreement from a person who was a member when ~~at the time of~~ the  
944 conduct giving rise to the action occurred.

945 Section 256. Subsection (2) of section 605.0903, Florida  
946 Statutes, is amended to read:

947 605.0903 Effect of a certificate of authority.—

948 (2) The filing by the department of an application for a  
949 certificate of authority means ~~authorizes~~ the foreign limited  
950 liability company that filed ~~files~~ the application to transact  
951 business in this state has obtained a certificate of authority  
952 to transact business in this state and is authorized to transact  
953 business in this state, subject, however, to the right of the  
954 department to suspend or revoke the certificate of authority as  
955 provided in this chapter.

956 Section 257. Subsections (3) and (4) of section 605.0904,  
957 Florida Statutes, are amended to read:

958 605.0904 Effect of failure to have certificate of  
959 authority.—

960 (3) A court may stay a proceeding commenced by a foreign  
961 limited liability company or its successor or assignee until it  
962 determines whether the foreign limited liability company or its  
963 successor requires a certificate of authority. If it so  
964 determines, the court may further stay the proceeding until the  
965 foreign limited liability company or its successor has obtained  
966 a ~~obtains~~ the certificate of authority to transact business in

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967 this state.

968 (4) The failure of a foreign limited liability company to  
969 have a certificate of authority to transact business in this  
970 state does not impair the validity of any contract, deed,  
971 mortgage, security interest, ~~a contract~~ or act of the foreign  
972 limited liability company or prevent the foreign limited  
973 liability company from defending an action or proceeding in this  
974 state.

975 Section 258. Subsections (1) and (4) of section 605.0906,  
976 Florida Statutes, are amended to read:

977 605.0906 Noncomplying name of foreign limited liability  
978 company.—

979 (1) A foreign limited liability company whose name is  
980 unavailable under or whose name does not otherwise comply with  
981 s. 605.0112 shall ~~may~~ use an alternate name that complies with  
982 s. 605.0112 to transact business in this state. An alternate  
983 name adopted for use in this state shall be cross-referenced to  
984 the actual name of the foreign limited liability company in the  
985 records of the department. If the actual name of the foreign  
986 limited liability company subsequently becomes available in this  
987 state or the foreign limited liability company chooses to change  
988 its alternate name, a copy of the record approving the change by  
989 its members, managers, or other persons having the authority to  
990 do so, and executed as required pursuant to s. 605.0203, shall  
991 be delivered to the department for filing.

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992 (4) If a foreign limited liability company authorized to  
993 transact business in this state changes its name to one that  
994 does not comply with s. 605.0112, it may not thereafter transact  
995 business in this state until it complies with subsection (1) and  
996 obtains an amended certificate of authority pursuant to s.  
997 605.0907.

998 Section 259. Subsections (2) and (4) of section 605.0907,  
999 Florida Statutes, are amended to read:

1000 605.0907 Amendment to certificate of authority.—

1001 (2) The amendment must be filed within 90 ~~30~~ days after  
1002 the occurrence of a change described in subsection (1), must be  
1003 signed by an authorized representative of the foreign limited  
1004 liability company, and must state the following:

1005 (a) The name of the foreign limited liability company as  
1006 it appears on the records of the department.

1007 (b) Its jurisdiction of formation.

1008 (c) The date the foreign limited liability company was  
1009 authorized to transact business in this state.

1010 (d) If the name of the foreign limited liability company  
1011 has been changed, the name relinquished and its new name.

1012 (e) If the amendment changes the jurisdiction of formation  
1013 of the foreign limited liability company, a statement of that  
1014 change.

1015 (4) The requirements of s. 605.0902 ~~s. 605.0902(2)~~ for  
1016 obtaining an original certificate of authority apply to

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1017 obtaining an amended certificate under this section unless the  
1018 ~~Secretary of State or other~~ official having custody of the  
1019 foreign limited liability company's publicly filed records in  
1020 its jurisdiction of formation did not require an amendment to  
1021 effectuate the change on its records.

1022 Section 260. Subsection (1) of section 605.0908, Florida  
1023 Statutes, is amended to read:

1024 605.0908 Revocation of certificate of authority.—

1025 (1) A certificate of authority of a foreign limited  
1026 liability company to transact business in this state may be  
1027 revoked by the department if:

1028 (a) The foreign limited liability company does not deliver  
1029 its annual report to the department by 5 p.m. Eastern Time on  
1030 the third Friday in September of each year.~~†~~

1031 (b) The foreign limited liability company does not pay a  
1032 fee or penalty due to the department under this chapter.~~†~~

1033 (c) The foreign limited liability company does not appoint  
1034 and maintain a registered agent as required under s. 605.0113.~~†~~

1035 (d) The foreign limited liability company does not deliver  
1036 for filing a statement of a change under s. 605.0114 within 30  
1037 days after a change in the name or address of the agent has  
1038 occurred ~~in the name or address of the agent~~, unless, within 30  
1039 days after the change occurred, either:

1040 1. The registered agent files a statement of change under  
1041 s. 605.0116; or

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1042 2. The change was made in accordance with s. 605.0114(4).  
1043 ~~or s. 605.0907(1)(d);~~

1044 (e) The foreign limited liability company has failed to  
1045 amend its certificate of authority to reflect a change in its  
1046 name on the records of the department or its jurisdiction of  
1047 formation.~~;~~

1048 (f) The department receives a duly authenticated  
1049 certificate from the official having custody of records in the  
1050 company's jurisdiction of formation stating that it has been  
1051 dissolved or is no longer active on the official's records.~~;~~

1052 (g) The foreign limited liability company's period of  
1053 duration has expired.~~;~~

1054 (h) A member, manager, or agent of the foreign limited  
1055 liability company signs a document that the member, manager, or  
1056 agent knew was false in a material respect with the intent that  
1057 the document be delivered to the department for filing.~~;~~~~or~~

1058 (i) The foreign limited liability company has failed to  
1059 answer truthfully and fully, within the time prescribed in s.  
1060 605.1104, interrogatories propounded by the department.

1061 Section 261. Section 605.09091, Florida Statutes, is  
1062 created to read:

1063 605.09091 Judicial review of denial of reinstatement.-

1064 (1) If the department denies a foreign limited liability  
1065 company's application for reinstatement after revocation of its  
1066 certificate of authority, the department shall serve the foreign

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1067 limited liability company, pursuant to s. 605.0117(7), with a  
1068 written notice that explains the reason or reasons for the  
1069 denial.

1070 (2) Within 30 days after service of a notice of denial of  
1071 reinstatement, a foreign limited liability company may appeal  
1072 the denial by petitioning the Circuit Court of Leon County to  
1073 set aside the revocation. The petition must be served on the  
1074 department and must contain a copy of the department's notice of  
1075 revocation, the foreign limited liability company's application  
1076 for reinstatement, and the department's notice of denial.

1077 (3) The circuit court may order the department to  
1078 reinstate the certificate of authority of the foreign limited  
1079 liability company or take other action the court considers  
1080 appropriate.

1081 (4) The circuit court's final decision may be appealed as  
1082 in other civil proceedings.

1083 Section 262. Section 605.0910, Florida Statutes, is  
1084 amended to read:

1085 605.0910 Withdrawal and cancellation of certificate of  
1086 authority.—

1087 (1) To cancel its certificate of authority to transact  
1088 business in this state, a foreign limited liability company must  
1089 deliver to the department for filing a notice of withdrawal of  
1090 certificate of authority. The certificate of authority is  
1091 canceled when the notice becomes effective pursuant to s.

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1092 605.0207. The notice of withdrawal of certificate of authority  
1093 must be signed by an authorized representative and state the  
1094 following:

1095 (a) ~~(1)~~ The name of the foreign limited liability company  
1096 as it appears on the records of the department.

1097 (b) ~~(2)~~ The name of the foreign limited liability company's  
1098 jurisdiction of formation.

1099 (c) ~~(3)~~ The date the foreign limited liability company was  
1100 authorized to transact business in this state.

1101 (d) ~~(4)~~ That the foreign limited liability company is  
1102 withdrawing its certificate of authority in this state.

1103 (e) That the foreign limited liability company revokes the  
1104 authority of its registered agent to accept service on its  
1105 behalf and appoints the secretary of state as its agent for  
1106 service of process based on a cause of action arising during the  
1107 time the foreign limited liability company was authorized to  
1108 transact business in this state.

1109 (f) A mailing address to which the department may mail a  
1110 copy of any process served on the secretary of state under  
1111 paragraph (e).

1112 (g) A commitment to notify the department in the future of  
1113 any change in its mailing address.

1114 (2) After the withdrawal of the foreign limited liability  
1115 company is effective, service of process on the secretary of  
1116 state under this section is service on the foreign limited

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1117 liability company. Upon receipt of the process, the department  
1118 shall mail a copy of the process to the foreign limited  
1119 liability company at the mailing address set forth under  
1120 paragraph (1)(f).

1121 Section 263. Section 605.0911, Florida Statutes, is  
1122 amended to read:

1123 605.0911 Withdrawal deemed on conversion to domestic  
1124 filing entity.—A registered foreign limited liability company  
1125 authorized to transact business in this state that converts to a  
1126 domestic limited liability company or to another domestic entity  
1127 that is organized, incorporated, registered or otherwise formed  
1128 through the delivery of a record to the department for filing is  
1129 deemed to have withdrawn its certificate of authority on the  
1130 effective date of the conversion.

1131 Section 264. Section 605.0912, Florida Statutes, is  
1132 amended to read:

1133 605.0912 Withdrawal on dissolution, merger, or conversion  
1134 to nonfiling entity.—

1135 (1) A registered foreign limited liability company that  
1136 has dissolved and completed winding up, has merged into a  
1137 foreign entity that is not authorized to transact business  
1138 ~~registered~~ in this state, or has converted to a domestic or  
1139 foreign entity that is not organized, incorporated, registered  
1140 or otherwise formed through the public filing of a record, shall  
1141 deliver a notice of withdrawal of certificate of authority to

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1142 the department for filing in accordance with s. 605.0910.

1143 (2) After a withdrawal under this section of a foreign  
1144 limited liability company ~~entity~~ that has converted to another  
1145 type of entity is effective, service of process in any action or  
1146 proceeding based on a cause of action arising during the time  
1147 the foreign limited liability company was authorized to transact  
1148 ~~registered to do~~ business in this state may be made pursuant to  
1149 s. 605.0117.

1150 Section 265. Subsection (6) of section 605.1025, Florida  
1151 Statutes, is amended to read:

1152 605.1025 Articles of merger.—

1153 (6) A limited liability company is not required to deliver  
1154 articles of merger for filing pursuant to subsection (1) if the  
1155 limited liability company is named as a merging entity or  
1156 surviving entity in articles of merger or a certificate of  
1157 merger filed for the same merger in accordance with s. 607.1105  
1158 ~~s. 607.1109~~, s. 617.1108, s. 620.2108(3), or s. 620.8918(3), and  
1159 if such articles of merger or certificate of merger  
1160 substantially comply with the requirements of this section. In  
1161 such a case, the other articles of merger or certificate of  
1162 merger may also be used for purposes of subsection (5).

1163 Section 266. Subsection (5) of section 605.1035, Florida  
1164 Statutes, is amended to read:

1165 605.1035 Articles of interest exchange.—

1166 (5) A limited liability company is not required to deliver

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1167 articles of interest exchange for filing pursuant to subsection  
1168 (1) if the domestic limited liability company is named as an  
1169 acquired entity or as an acquiring entity in the articles of  
1170 share exchange filed for the same interest exchange in  
1171 accordance with s. 607.1105 ~~s. 607.1105(1)~~ and if such articles  
1172 of share exchange substantially comply with the requirements of  
1173 this section.

1174 Section 267. Subsection (5) of section 605.1061, Florida  
1175 Statutes, is amended to read:

1176 605.1061 Appraisal rights; definitions.—The following  
1177 definitions apply to this section and to ss. 605.1006 and  
1178 605.1062-605.1072:

1179 (5) "Fair value" means the value of the member's  
1180 membership interest determined:

1181 (a) Immediately before the effectiveness ~~effectuation~~ of  
1182 the appraisal event to which the member objects;

1183 (b) Using customary and current valuation concepts and  
1184 techniques generally employed for similar businesses in the  
1185 context of the transaction requiring appraisal, excluding any  
1186 appreciation or depreciation in anticipation of the transaction  
1187 to which the member objects, unless exclusion would be  
1188 inequitable to the limited liability company and its remaining  
1189 members; and

1190 (c) Without discounting for lack of marketability or  
1191 minority status.

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1192 Section 268. Subsection (3) of section 605.1063, Florida  
1193 Statutes, is amended to read:

1194 605.1063 Notice of appraisal rights.-

1195 (3) If the appraisal event is to be approved by written  
1196 consent of the members pursuant to s. 605.04073 ~~other than by a~~  
1197 ~~members' meeting:~~

1198

1199 -----

1200

**T I T L E A M E N D M E N T**

1201

Remove line 627 and insert:

1202

reinstatement; amending s. 605.0801, F.S.; providing

1203

for direct action by member; amending ss. 605.0803 and

1204

605.0903,