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LEGISLATIVE ACTION

Senate	.	House
Comm: RCS	.	
01/15/2020	.	
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The Committee on Commerce and Tourism (Simmons) recommended the following:

Senate Amendment (with title amendment)

Delete lines 1900 - 2004

and insert:

Section 69. Section 607.1907, Florida Statutes, is amended to read:

607.1907 Saving provision.—

(1) Except as to procedural provisions, chapter 2019-90, Laws of Florida, ~~this act~~ does not affect a pending action or proceeding or a right accrued before January 1, 2020, and a



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11 pending civil action or proceeding may be completed, and a right
12 accrued may be enforced, as if chapter 2019-90, Laws of Florida,
13 ~~this act~~ had not become effective.

14 (2) If a penalty or punishment for violation of a statute
15 or rule is reduced by chapter 2019-90, Laws of Florida, ~~this~~
16 ~~act,~~ the penalty or punishment, if not already imposed, shall be
17 imposed in accordance with chapter 2019-90, Laws of Florida ~~this~~
18 ~~act.~~

19 Section 70. Subsection (3) of section 607.504, Florida
20 Statutes, is amended to read:

21 607.504 Election of social purpose corporation status.-

22 (3) If an entity elects to become a social purpose
23 corporation by amendment of the articles of incorporation or by
24 a merger, domestication, conversion, or share exchange, the
25 shareholders of the entity are entitled to appraisal rights
26 under and pursuant to ss. 607.1301-607.1340.

27 Section 71. Subsection (1) of section 605.0116, Florida
28 Statutes, is amended to read:

29 605.0116 Change of name or address by registered agent.-

30 (1) If a registered agent changes his, ~~or~~ her, or its name
31 or address, the agent may deliver to the department for filing a
32 statement of change that provides the following:

33 (a) The name of the limited liability company or foreign
34 limited liability company represented by the registered agent.

35 (b) The name of the registered agent as currently shown in
36 the records of the department for the limited liability company
37 or foreign limited liability company.

38 (c) If the name of the registered agent has changed, his,
39 her, or its new name.



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40 (d) If the address of the registered agent has changed, the
41 new address.

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

44 Section 72. Subsections (2) and (7) of section 605.0207,
45 Florida Statutes, are amended to read:

46 605.0207 Effective date and time.—Except as otherwise
47 provided in s. 605.0208, and subject to s. 605.0209(3), any
48 document delivered to the department for filing under this
49 chapter may specify an effective time and a delayed effective
50 date. In the case of initial articles of organization, a prior
51 effective date may be specified in the articles of organization
52 if such date is within 5 business days before the date of
53 filing. Subject to ss. 605.0114, 605.0115, 605.0208, and
54 605.0209, a record filed by the department is effective:

55 (2) If the record filed specifies an effective time, but
56 not a prior or delayed effective date, on the date the record is
57 accepted, as evidenced by the department's endorsement, and
58 ~~filed~~ at the time specified in the filing.

59 (7) If the record filed ~~a filed document~~ does not specify
60 the time zone or place at which the date or time, or both, is to
61 be determined, the date or time, or both, at which it becomes
62 effective shall be those prevailing at the place of filing in
63 this state.

64 Section 73. Section 605.0215, Florida Statutes, is amended
65 to read:

66 605.0215 Certificates to be received in evidence and
67 evidentiary effect of certified copy of filed document.—All
68 certificates issued by the department in accordance with this



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69 chapter shall be taken and received in all courts, public
70 offices, and official bodies as prima facie evidence of the
71 facts stated. A certificate from the department delivered with a
72 copy of a document filed by the department bearing the signature
73 of the secretary of state, which may be in facsimile, and the
74 seal of this state, is conclusive evidence that the original
75 document is on file with the department.

76 Section 74. Paragraph (b) of subsection (2) of section
77 605.0702, Florida Statutes, is amended to read:

78 605.0702 Grounds for judicial dissolution.—

79 (2)

80 (b) For purposes of ~~As used in~~ this section, the term
81 “deadlock sale provision” means a provision in an operating
82 agreement which is or may be applicable in the event of a
83 deadlock among the managers or the members of the limited
84 liability company which the members of the company are unable to
85 break and which provides for a deadlock breaking mechanism,
86 including, but not limited to:

- 87 1. A redemption or a purchase and sale of interests;
- 88 2. A governance change, among or between members;
- 89 3. The sale of the company or all or substantially all of
90 the assets of the company; or
- 91 4. A similar provision that, if initiated and effectuated,
92 breaks the deadlock by causing the transfer of interests, a
93 governance change, or the sale of all or substantially all of
94 the company's assets.

95 Section 75. Subsection (2) of section 605.0716, Florida
96 Statutes, is amended to read:

97 605.0716 Judicial review of denial of reinstatement.—



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98 (2) Within 30 days after service of a notice of denial of
99 reinstatement, a limited liability company may appeal the denial
100 by petitioning the Circuit Court of Leon County to set aside the
101 dissolution. The petition must be served on the department and
102 must contain a copy of the department's notice of administrative
103 dissolution, the company's application for reinstatement, and
104 the department's notice of denial.

105 Section 76. Subsection (4) of section 605.1104, Florida
106 Statutes, is amended to read:

107 605.1104 Interrogatories by department; other powers of
108 department.-

109 ~~(4) The department has the power and authority reasonably~~
110 ~~necessary to administer this chapter efficiently, to perform the~~
111 ~~duties herein imposed upon it, and to adopt reasonable rules~~
112 ~~necessary to carry out its duties and functions under this~~
113 ~~chapter.~~

114
115 ===== T I T L E A M E N D M E N T =====

116 And the title is amended as follows:

117 Delete lines 51 - 59

118 and insert:

119 findings to the Department of Legal Affairs; amending
120 ss. 607.1907, 607.504, and 605.0116, F.S.; making
121 technical changes; amending s. 605.0207, F.S.;

122 specifying that certain documents accepted by the
123 department for filing are effective on the date the
124 records are accepted by the department; making a
125 technical change; amending ss. 605.0215, 605.0702,
126 605.0716, 605.1104, and 617.0501, F.S.; making



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technical