

By Senator Berman

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1 A bill to be entitled
2 An act relating to the Uniform Commercial Code;
3 amending ss. 679.4061 and 679.4081, F.S.; providing
4 that certain restrictions on the effectiveness of
5 terms in specified agreements and the effectiveness of
6 certain rules of law, statutes, or regulations related
7 to the discharge of account debtors and certain
8 restrictions on the assignment of promissory notes,
9 health-care-insurance receivables, and certain general
10 intangibles, respectively, do not apply to a security
11 interest in an ownership interest in a general
12 partnership, a limited partnership, or a limited
13 liability company; conforming provisions to changes
14 made by the act; providing an effective date.

15
16 Be It Enacted by the Legislature of the State of Florida:

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18 Section 1. Subsections (4) and (6) of section 679.4061,
19 Florida Statutes, are amended, and subsection (12) is added to
20 that section, to read:

21 679.4061 Discharge of account debtor; notification of
22 assignment; identification and proof of assignment; restrictions
23 on assignment of accounts, chattel paper, payment intangibles,
24 and promissory notes ineffective.—

25 (4) Except as otherwise provided in subsections (5) and
26 (12) ~~subsection (5)~~ and ss. 680.303 and 679.4071, and subject to
27 subsection (8), a term in an agreement between an account debtor
28 and an assignor or in a promissory note is ineffective to the
29 extent that it:

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30 (a) Prohibits, restricts, or requires the consent of the
31 account debtor or person obligated on the promissory note to the
32 assignment or transfer of, or the creation, attachment,
33 perfection, or enforcement of a security interest in, the
34 account, chattel paper, payment intangible, or promissory note;
35 or

36 (b) Provides that the assignment or transfer or the
37 creation, attachment, perfection, or enforcement of the security
38 interest may give rise to a default, breach, right of
39 recoupment, claim, defense, termination, right of termination,
40 or remedy under the account, chattel paper, payment intangible,
41 or promissory note.

42 (6) Except as otherwise provided in subsection (12) and ss.
43 680.303 and 679.4071, and subject to subsections (8) and (9), a
44 rule of law, statute, or regulation that prohibits, restricts,
45 or requires the consent of a government, governmental body or
46 official, or account debtor to the assignment or transfer of, or
47 creation of a security interest in, an account or chattel paper
48 is ineffective to the extent that the rule of law, statute, or
49 regulation:

50 (a) Prohibits, restricts, or requires the consent of the
51 government, governmental body or official, or account debtor to
52 the assignment or transfer of, or the creation, attachment,
53 perfection, or enforcement of a security interest in the account
54 or chattel paper; or

55 (b) Provides that the assignment or transfer or the
56 creation, attachment, perfection, or enforcement of the security
57 interest may give rise to a default, breach, right of
58 recoupment, claim, defense, termination, right of termination,

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59 or remedy under the account or chattel paper.

60 (12) Subsections (4), (6), and (11) do not apply to a
61 security interest in an ownership interest in a general
62 partnership, a limited partnership, or a limited liability
63 company.

64 Section 2. Subsections (1) and (3) of section 679.4081,
65 Florida Statutes, are amended, and subsection (8) is added to
66 that section, to read:

67 679.4081 Restrictions on assignment of promissory notes,
68 health-care-insurance receivables, and certain general
69 intangibles ineffective.—

70 (1) Except as otherwise provided in subsections (2) and (8)
71 subsection (2), a term in a promissory note or in an agreement
72 between an account debtor and a debtor which relates to a
73 health-care-insurance receivable or a general intangible,
74 including a contract, permit, license, or franchise, and which
75 term prohibits, restricts, or requires the consent of the person
76 obligated on the promissory note or the account debtor to, the
77 assignment or transfer of, or creation, attachment, or
78 perfection of a security interest in, the promissory note,
79 health-care-insurance receivable, or general intangible, is
80 ineffective to the extent that the term:

81 (a) Would impair the creation, attachment, or perfection of
82 a security interest; or

83 (b) Provides that the assignment or transfer or the
84 creation, attachment, or perfection of the security interest may
85 give rise to a default, breach, right of recoupment, claim,
86 defense, termination, right of termination, or remedy under the
87 promissory note, health-care-insurance receivable, or general

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88 intangible.

89 (3) Except as otherwise provided in subsection (8), a rule
90 of law, statute, or regulation that prohibits, restricts, or
91 requires the consent of a government, governmental body or
92 official, person obligated on a promissory note, or account
93 debtor to the assignment or transfer of, or creation of a
94 security interest in, a promissory note, health-care-insurance
95 receivable, or general intangible, including a contract, permit,
96 license, or franchise between an account debtor and a debtor, is
97 ineffective to the extent that the rule of law, statute, or
98 regulation:

99 (a) Would impair the creation, attachment, or perfection of
100 a security interest; or

101 (b) Provides that the assignment or transfer or the
102 creation, attachment, or perfection of the security interest may
103 give rise to a default, breach, right of recoupment, claim,
104 defense, termination, right of termination, or remedy under the
105 promissory note, health-care-insurance receivable, or general
106 intangible.

107 (8) This section does not apply to a security interest in
108 an ownership interest in a general partnership, a limited
109 partnership, or a limited liability company.

110 Section 3. This act shall take effect July 1, 2022.