

By the Committee on Judiciary; and Senator Berman

590-01912-22

2022336c1

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 January 1, 2023.