

Amendment No.

CHAMBER ACTION

Senate

House

.

Representative Yarborough offered the following:

Amendment (with title amendment)

Remove everything after the enacting clause and insert:

Section 1. Paragraph (c) of subsection (3) of section 95.11, Florida Statutes, is amended to read:

95.11 Limitations other than for the recovery of real property.—Actions other than for recovery of real property shall be commenced as follows:

(3) WITHIN FOUR YEARS.—

(c) An action founded on the design, planning, or construction of an improvement to real property, ~~with~~ the time running from the date of actual possession by the owner, ~~the~~

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14 ~~date of the issuance of a certificate of occupancy, the date of~~
15 ~~abandonment of construction if not completed, or the date of~~
16 ~~completion of the contract or termination of the contract~~
17 ~~between the professional engineer, registered architect, or~~
18 ~~licensed contractor and his or her employer, whichever date is~~
19 ~~latest,~~ except as provided in subparagraphs 1.-6. that,

20 1. When the action involves a latent defect, the time runs
21 from the time the defect is discovered or should have been
22 discovered with the exercise of due diligence. In any event, the
23 action must be commenced within 7 10 years after the date of
24 actual possession by the owner, the date of the issuance of a
25 certificate of occupancy, the date of abandonment of
26 construction if not completed, or the date of completion of the
27 contract or termination of the contract between the professional
28 engineer, registered architect, or licensed contractor and his
29 or her employer, whichever date is latest.

30 2. If the action alleges a latent defect of the common
31 elements or common areas that are subject to a homeowners'
32 association, a cooperative association, or a condominium
33 association, then the action must be commenced within 4 years
34 after the date of the actual possession by the owner or 7 years
35 after the date of completion or termination of the contract,
36 whichever is latest.

37 3. If the action alleges a latent defect and the claimant
38 can show by clear and convincing evidence that the engineer,

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39 architect, or contractor or his or her employer fraudulently
40 concealed the defect, the action may be commenced within 10
41 years after the time for commencing an action begins to run.

42 4. If the action alleges a latent defect and the claimant
43 can show that the latent defect arises from a material violation
44 of the Florida Building Code, the action may be commenced within
45 10 years after the time for commencing an action begins to run.

46 5. ~~However,~~ Counterclaims, cross-claims, and third-party
47 claims that arise out of the conduct, transaction, or occurrence
48 set out or attempted to be set out in a pleading may be
49 commenced up to 1 year after the pleading to which such claims
50 relate is served, even if such claims would otherwise be time
51 barred.

52 6. With respect to actions founded on the design,
53 planning, or construction of an improvement to real property, if
54 such construction is performed pursuant to a duly issued
55 building permit and if a local enforcement agency, state
56 enforcement agency, or special inspector, as those terms are
57 defined in s. 553.71, has issued a final certificate of
58 occupancy or certificate of completion, then as to the
59 construction which is within the scope of such building permit
60 and certificate, the correction of defects to completed work or
61 repair of completed work, whether performed under warranty or
62 otherwise, does not extend the period of time within which an
63 action must be commenced.

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64 7. As used in this paragraph, the term:
65 a. "Actual possession" means the date possession of the
66 property where the subject improvements are constructed is
67 delivered to a party other than the contractor or to a person
68 affiliated with the contractor. However, with respect to
69 improvements in a community subject to a homeowners'
70 association, cooperative association, or condominium
71 association, actual possession means the date that members of
72 the association other than the developer or its successor are
73 entitled to elect a majority of the board of directors or board
74 of administration.

75 b. "Completion of the contract" means the later of the
76 date of final performance of all the contracted services or the
77 date that final payment for such services becomes due without
78 regard to the date final payment is made.

79 Section 2. Effective July 1, 2025, subsection (3) of
80 section 471.023, Florida Statutes, is amended to read:

81 471.023 Qualification of business organizations.—

82 (3) Except as provided in s. 768.401 ~~s. 558.0035~~, the fact
83 that a licensed engineer practices through a business
84 organization does not relieve the licensee from personal
85 liability for negligence, misconduct, or wrongful acts committed
86 by him or her. Partnerships and all partners shall be jointly
87 and severally liable for the negligence, misconduct, or wrongful
88 acts committed by their agents, employees, or partners while

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89 acting in a professional capacity. Any officer, agent, or
90 employee of a business organization other than a partnership
91 shall be personally liable and accountable only for negligent
92 acts, wrongful acts, or misconduct committed by him or her or
93 committed by any person under his or her direct supervision and
94 control, while rendering professional services on behalf of the
95 business organization. The personal liability of a shareholder
96 or owner of a business organization, in his or her capacity as
97 shareholder or owner, shall be no greater than that of a
98 shareholder-employee of a corporation incorporated under chapter
99 607. The business organization shall be liable up to the full
100 value of its property for any negligent acts, wrongful acts, or
101 misconduct committed by any of its officers, agents, or
102 employees while they are engaged on its behalf in the rendering
103 of professional services.

104 Section 3. Effective July 1, 2025, subsection (3) of
105 section 472.021, Florida Statutes, is amended to read:

106 472.021 Certification of partnerships and corporations.—

107 (3) Except as provided in s. 768.401 ~~s. 558.0035~~, the fact
108 that any registered surveyor and mapper practices through a
109 corporation or partnership does not relieve the registrant from
110 personal liability for negligence, misconduct, or wrongful acts
111 committed by him or her. Partnerships and all partners shall be
112 jointly and severally liable for the negligence, misconduct, or
113 wrongful acts committed by their agents, employees, or partners

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114 while acting in a professional capacity. An officer, agent, or
115 employee of a business organization other than a partnership
116 shall be personally liable and accountable only for negligent
117 acts, wrongful acts, or misconduct committed by him or her or
118 committed by a person under his or her direct supervision and
119 control while rendering professional services on behalf of the
120 business organization. The personal liability of a shareholder
121 or owner of a business organization, in his or her capacity as
122 shareholder or owner, shall be no greater than that of a
123 shareholder-employee of a corporation incorporated under chapter
124 607. The business organization shall be liable up to the full
125 value of its property for any negligent acts, wrongful acts, or
126 misconduct committed by any of its officers, agents, or
127 employees while they are engaged on its behalf in the rendering
128 of professional services.

129 Section 4. Effective July 1, 2025, subsection (7) of
130 section 481.219, Florida Statutes, is amended to read:

131 481.219 Qualification of business organizations.—

132 (7) A business organization is not relieved of
133 responsibility for the conduct or acts of its agents, employees,
134 or officers by reason of its compliance with this section.
135 However, except as provided in s. 768.401 ~~s. 558.0035~~, the
136 architect who signs and seals the construction documents and
137 instruments of service is liable for the professional services
138 performed, and the interior designer who signs and seals the

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139 interior design drawings, plans, or specifications shall be
140 liable for the professional services performed.

141 Section 5. Effective July 1, 2025, subsection (5) of
142 section 481.319, Florida Statutes, is amended to read:

143 481.319 Corporate and partnership practice of landscape
144 architecture.—

145 (5) Except as provided in s. 768.401 ~~s. 558.0035~~, the fact
146 that a registered landscape architect practices landscape
147 architecture through a corporation or partnership as provided in
148 this section does not relieve the landscape architect from
149 personal liability for her or his professional acts.

150 Section 6. Effective July 1, 2025, subsection (3) of
151 section 492.111, Florida Statutes, is amended to read:

152 492.111 Practice of professional geology by a firm,
153 corporation, or partnership.—The practice of, or offer to
154 practice, professional geology by individual professional
155 geologists licensed under the provisions of this chapter through
156 a firm, corporation, or partnership offering geological services
157 to the public through individually licensed professional
158 geologists as agents, employees, officers, or partners thereof
159 is permitted subject to the provisions of this chapter, if:

160 (3) Except as provided in s. 768.401 ~~s. 558.0035~~, the fact
161 that a licensed professional geologist practices through a
162 corporation or partnership does not relieve the registrant from
163 personal liability for negligence, misconduct, or wrongful acts

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164 committed by her or him. The partnership and all partners are
165 jointly and severally liable for the negligence, misconduct, or
166 wrongful acts committed by their agents, employees, or partners
167 while acting in a professional capacity. Any officer, agent, or
168 employee of a corporation is personally liable and accountable
169 only for negligent acts, wrongful acts, or misconduct committed
170 by her or him or committed by any person under her or his direct
171 supervision and control, while rendering professional services
172 on behalf of the corporation. The personal liability of a
173 shareholder of a corporation, in her or his capacity as
174 shareholder, may be no greater than that of a shareholder-
175 employee of a corporation incorporated under chapter 607. The
176 corporation is liable up to the full value of its property for
177 any negligent acts, wrongful acts, or misconduct committed by
178 any of its officers, agents, or employees while they are engaged
179 on behalf of the corporation in the rendering of professional
180 services.

181 Section 7. Effective July 1, 2025, chapter 558, Florida
182 Statutes, consisting of ss. 558.001, 558.002, 558.003, 558.0035,
183 558.004, and 558.005, Florida Statutes, is repealed.

184 Section 8. Effective July 1, 2025, section 768.401,
185 Florida Statutes, is created to read:

186 768.401 Design professionals; contractual limitation on
187 liability.-

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

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189 (a) "Business entity" means any corporation, limited
190 liability company, partnership, limited partnership,
191 proprietorship, firm, enterprise, franchise, association, self-
192 employed individual, or trust, whether fictitiously named or
193 not, doing business in this state.

194 (b) "Design professional" means a person, as defined in s.
195 1.01, who is licensed in this state as an architect, a landscape
196 architect, an engineer, a surveyor, or a geologist or who is a
197 registered interior designer as defined in s. 481.203.

198 (2) A design professional employed by a business entity or
199 an agent of the business entity is not individually liable for
200 damages resulting from negligence occurring within the course
201 and scope of a professional services contract if:

202 (a) The contract is made between the business entity and a
203 claimant or with another entity for the provision of
204 professional services to the claimant;

205 (b) The contract does not name as a party to the contract
206 the individual employee or agent who will perform the
207 professional services;

208 (c) The contract includes a prominent statement, in
209 capital letters that are at least 5 point sizes larger than the
210 rest of the text, that, under this section, an individual
211 employee or agent may not be held individually liable for
212 negligence;

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238 F.S.; conforming cross-references; repealing chapter
239 558, F.S., relating to construction defects; creating
240 s. 768.401, F.S.; providing definitions; providing
241 that certain design professionals are not individually
242 liable for certain damages under certain
243 circumstances; providing applicability; providing
244 effective dates.

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