

26 applicability with regard to certain restrictions on
27 limited liability companies; creating s. 605.2107,
28 F.S.; providing prohibitions and authorizations
29 relating to operating agreements; creating s.
30 605.2108, F.S.; providing applicability; creating s.
31 605.2201, F.S.; authorizing domestic limited liability
32 companies to establish protected series; specifying
33 requirements for establishing protected series and
34 amending protected series designations; creating s.
35 605.2202, F.S.; specifying requirements for naming a
36 protected series; creating s. 605.2203, F.S.;
37 providing specifications and requirements for the
38 registered agent for a protected series; specifying
39 requirements relating to protected series
40 designations; specifying that a registered agent is
41 not required to distinguish between certain processes,
42 notices, demands, and records unless otherwise agreed
43 upon; creating s. 605.2204, F.S.; authorizing service
44 on, and provision of notice and demand to, certain
45 limited liability companies and protected series in a
46 specified manner; providing that certain notice is
47 effective regardless of whether any notice or demand
48 identify a person if certain requirements are met;
49 providing authorizations relating to certain services
50 and notices; providing construction; creating s.

51 605.2205, F.S.; requiring the Department of State to
52 issue a certificate of status under certain
53 circumstances; specifying requirements for
54 certificates of status; providing that a certificate
55 of status may be relied upon as conclusive evidence of
56 the facts stated in the certificate; creating s.
57 605.2206, F.S.; requiring series limited liability
58 companies and registered foreign series limited
59 liability companies to include specified information
60 in a required annual report; specifying that failure
61 to include such information prevents a certificate of
62 status from being issued; creating s. 605.2301, F.S.;
63 specifying that only certain assets may be considered
64 associated assets; specifying requirements for an
65 asset to be considered an associated asset;
66 authorizing that certain records and recordkeeping be
67 organized in a specified manner; authorizing series
68 limited liability companies or protected series of
69 such companies to hold an associated asset in a
70 specified manner; providing exceptions; creating s.
71 605.2302, F.S.; specifying requirements for becoming
72 an associated member of a protected series of a series
73 limited liability company; creating s. 605.2303, F.S.;
74 requiring that protected-series transferable interests
75 be owned initially by an associated member of the

76 | protected series or the series limited liability
77 | company; providing for ownership when a protected
78 | series of a series limited liability company does not
79 | have associated members upon establishment under
80 | certain circumstances; authorizing series limited
81 | liability companies to acquire such interests by
82 | transfer; providing applicability; creating s.
83 | 605.2304, F.S.; authorizing a protected series to have
84 | one or more protected-series managers; specifying that
85 | if a protected series does not have associated
86 | members, the series limited liability company is the
87 | protected-series manager; providing applicability;
88 | specifying that a person does not owe a duty to
89 | specified entities for certain reasons; providing
90 | rights of associated members; providing applicability;
91 | specifying that an associated member of a member-
92 | managed protected series, or a protected-series
93 | manager of a manager-managed protected series, is an
94 | agent for the protected series and has a specified
95 | power; creating s. 605.2305, F.S.; providing rights
96 | for certain persons relating to information concerning
97 | protected series; providing applicability; creating s.
98 | 605.2401, F.S.; providing limitations on liability for
99 | certain persons; creating s. 605.2402, F.S.;
100 | specifying that certain claims are governed by

101 specified provisions; specifying that the failure of
 102 limited liability companies or protected series to
 103 observe certain formalities is not a ground to
 104 disregard a specified limitation; providing
 105 applicability; creating s. 605.2403, F.S.; specifying
 106 that certain provisions relating to the provision or
 107 restriction of remedies apply to certain judgment
 108 creditors; creating s. 605.2404, F.S.; defining the
 109 terms "enforcement date" and "incurrence date";
 110 authorizing that certain judgments be enforced in
 111 accordance with specified provisions; authorizing
 112 courts to provide a specified prejudgment remedy;
 113 providing that a party making a certain assertion has
 114 the burden of proof in specified proceedings;
 115 providing applicability; creating s. 605.2501, F.S.;
 116 providing events causing the dissolution of protected
 117 series of series limited liability companies; creating
 118 s. 605.2502, F.S.; specifying requirements and
 119 authorizations relating to dissolved protected series;
 120 specifying that a series limited liability company has
 121 not completed winding up until each of the protected
 122 series of the company has done so; creating s.
 123 605.2503, F.S.; providing for the effect of
 124 reinstatements of series limited liability companies
 125 and revocations of voluntary dissolutions; creating s.

126 605.2601, F.S.; defining terms; creating s. 605.2602,
 127 F.S.; prohibiting protected series from involvement in
 128 certain transactions; creating s. 605.2603, F.S.;
 129 prohibiting series limited liability companies from
 130 involvement in certain transactions; creating s.
 131 605.2604, F.S.; authorizing series limited liability
 132 companies to be a party to a merger under certain
 133 circumstances; creating s. 605.2605, F.S.; requiring
 134 that plans of merger meet certain requirements;
 135 creating s. 605.2606, F.S.; requiring articles of
 136 merger to meet certain requirements; creating s.
 137 605.2607, F.S.; providing for effects of mergers of
 138 protected series; creating s. 605.2608, F.S.;
 139 providing the means for enforcement of creditors'
 140 rights; providing applicability of certain provisions
 141 after a merger; creating s. 605.2701, F.S.; providing
 142 that the law of the jurisdiction of a foreign series
 143 limited liability company's formation governs certain
 144 aspects of the internal affairs of the foreign series
 145 limited liability company; providing applicability;
 146 creating s. 605.2702, F.S.; specifying requirements
 147 for making a specified determination relating to
 148 certain companies transacting business in this state
 149 or being subject to the personal jurisdiction of the
 150 courts in this state; creating s. 605.2703, F.S.;

151 providing applicability of laws of this state relating
 152 to certificates of authority for foreign series
 153 limited liability companies and foreign protected
 154 series of such companies; requiring an application by
 155 a foreign protected series for a certificate of
 156 authority to include certain information and comply
 157 with specified provisions; providing applicability;
 158 creating s. 605.2704, F.S.; requiring foreign series
 159 limited liability companies and foreign protected
 160 series of such companies to make specified
 161 disclosures; tolling such requirements under certain
 162 circumstances; authorizing certain parties to make a
 163 specified request or bring a separate proceeding if
 164 such company or series fails to make the disclosures;
 165 creating s. 605.2801, F.S.; providing applicability of
 166 provisions relating to electronic signatures; creating
 167 s. 605.2802, F.S.; providing construction; prohibiting
 168 domestic limited liability companies from creating or
 169 designating any protected series before a specified
 170 date; providing an effective date.

171
 172 Be It Enacted by the Legislature of the State of Florida:

173
 174 Section 1. Present subsection (7) of section 48.062,
 175 Florida Statutes, is redesignated as subsection (11), a new

176 subsection (7) and subsections (8), (9), and (10) are added to
177 that section, and subsections (1) and (6) of that section are
178 amended, to read:

179 48.062 Service on a domestic limited liability company or
180 registered foreign limited liability company.—

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

182 (a) "Registered foreign limited liability company" means a
183 foreign limited liability company that has an active certificate
184 of authority to transact business in this state pursuant to a
185 record filed with the Department of State.

186 (b) "Registered foreign protected series of a foreign
187 series limited liability company" means a protected series of a
188 foreign series limited liability company that has an active
189 certificate of authority to transact business in this state
190 pursuant to a record filed with the Department of State.

191 (c) "Registered foreign series limited liability company"
192 means a foreign series limited liability company that has an
193 active certificate of authority to transact business in this
194 state pursuant to a record filed with the Department of State.

195 (6) A foreign limited liability company, foreign series
196 limited liability company, or foreign protected series of a
197 foreign series limited liability company engaging in business in
198 this state which is not registered is considered, for purposes
199 of service of process, a nonresident engaging in business in
200 this state and may be served pursuant to s. 48.181 or by order

201 of the court under s. 48.102.

202 (7) Service of a summons and complaint on a series limited
 203 liability company is notice to each protected series of the
 204 series limited liability company of service of the summons and
 205 complaint and the contents of the complaint.

206 (8) Service of a summons and complaint on a protected
 207 series of a series limited liability company is notice to the
 208 series limited liability company and any other protected series
 209 of the series limited liability company of service of the
 210 summons and complaint and the contents of the complaint.

211 (9) Service of a summons and complaint on a registered
 212 foreign series limited liability company is notice to each
 213 registered foreign protected series of the registered foreign
 214 series limited liability company of service of the summons and
 215 complaint and the contents of the complaint.

216 (10) Service of a summons and complaint on a registered
 217 foreign protected series of a foreign series limited liability
 218 company is notice to the foreign series limited liability
 219 company and to any other registered foreign protected series of
 220 the foreign series limited liability company of service of the
 221 summons and complaint and the contents of the complaint.

222 (11) This section does not apply to service of process on
 223 insurance companies.

224 Section 2. Subsection (1) of section 605.0103, Florida
 225 Statutes, is amended to read:

226 | 605.0103 Knowledge; notice.—

227 | (1) A person knows a fact if the person:

228 | (a) Has actual knowledge of the fact; or

229 | (b) Is deemed to know the fact under paragraph (4) (a)
 230 | ~~(4) (b)~~, or a law other than this chapter.

231 | Section 3. Subsection (3) of section 605.0117, Florida
 232 | Statutes, is amended to read:

233 | 605.0117 Serving process, giving notice, or making a
 234 | demand.—

235 | ~~(3) A registered series of a foreign series limited~~
 236 | ~~liability company may be served in the same manner as a~~
 237 | ~~registered limited liability company.~~

238 | Section 4. Paragraphs (c) through (f) of subsection (1)
 239 | and subsection (2) of section 605.0211, Florida Statutes, are
 240 | amended to read:

241 | 605.0211 Certificate of status.—

242 | (1) The department, upon request and payment of the
 243 | requisite fee, shall issue a certificate of status for a limited
 244 | liability company if the records filed in the department show
 245 | that the department has accepted and filed the company's
 246 | articles of organization. A certificate of status must state the
 247 | following:

248 | (c) Whether all fees and penalties due to the department
 249 | under this chapter have been paid.

250 | (d) Whether ~~if~~ the company's most recent annual report

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251 required under s. 605.0212 has ~~not~~ been filed by the department.

252 (e) Whether ~~if~~ the department has administratively
253 dissolved the company or received a record notifying the
254 department that the company has been dissolved by judicial
255 action pursuant to s. 605.0705.

256 (f) Whether ~~if~~ the department has filed articles of
257 dissolution for the company.

258 (2) The department, upon request and payment of the
259 requisite fee, shall furnish a certificate of status for a
260 foreign limited liability company if the filed records ~~filed~~
261 show that the department has filed a certificate of authority
262 for that company. A certificate of status for a foreign limited
263 liability company must state the following:

264 (a) The foreign limited liability company's name and any
265 current alternate name adopted under s. 605.0906(1) for use in
266 this state.

267 (b) That the foreign limited liability company is
268 authorized to transact business in this state.

269 (c) Whether all fees and penalties due to the department
270 under this chapter or other law have been paid.

271 (d) Whether ~~if~~ the foreign limited liability company's
272 most recent annual report required under s. 605.0212 has ~~not~~
273 been filed by the department.

274 (e) Whether ~~if~~ the department has:

275 1. Revoked the foreign limited liability company's

276 certificate of authority; or

277 2. Filed a notice of withdrawal of certificate of
278 authority of the foreign limited liability company.

279 Section 5. Section 605.2101, Florida Statutes, is created
280 to read:

281 605.2101 Short title.—Sections 605.2101-605.2802 may be
282 cited as the "Uniform Protected Series Provisions."

283 Section 6. Section 605.2102, Florida Statutes, is created
284 to read:

285 605.2102 Definitions.—As used in ss. 605.2101-605.2802,
286 the term:

287 (1) "Asset" means either of the following:

288 (a) Property in which a series limited liability company
289 or a protected series has rights; or

290 (b) Property as to which the series limited liability
291 company or protected series has the power to transfer rights.

292 (2) "Associated asset" means an asset that meets the
293 requirements of s. 605.2301.

294 (3) "Associated member" means a member that meets the
295 requirements of s. 605.2302.

296 (4) "Foreign protected series" means an arrangement, a
297 configuration, or another structure established by a foreign
298 limited liability company which has attributes comparable to a
299 protected series established under this chapter, regardless of
300 whether the law under which the foreign company is organized

301 refers to "series" or "protected series."

302 (5) "Foreign series limited liability company" means a
 303 foreign limited liability company that has at least one foreign
 304 series or protected series.

305 (6) "Non-associated asset" means either of the following:

306 (a) An asset of a series limited liability company which
 307 is not an associated asset of the company; or

308 (b) An asset of a protected series of a series limited
 309 liability company which is not an associated asset of the
 310 protected series.

311 (7) "Person" has the same meaning as in s. 605.0102 and
 312 includes a protected series and a foreign protected series.

313 (8) "Protected series," except in the phrase "foreign
 314 protected series," means a protected series established under s.
 315 605.2201.

316 (9) "Protected-series manager" means a person under whose
 317 authority the powers of a protected series are exercised and
 318 under whose direction the activities and affairs of the
 319 protected series are managed under the operating agreement and
 320 this chapter.

321 (10) "Protected-series transferable interest" means a
 322 right to receive a distribution from a protected series.

323 (11) "Protected-series transferee" means a person other
 324 than the series limited liability company to which all or part
 325 of a protected-series transferable interest of a protected

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326 series of a series limited liability company has been
327 transferred. The term includes a person that owns a protected-
328 series transferable interest as a result of ceasing to be an
329 associated member of a protected series.

330 (12) "Registered foreign protected series" means a
331 protected series of a foreign series limited liability company
332 that has an active certificate of authority to transact business
333 in this state pursuant to a record filed with the department.

334 (13) "Registered foreign series limited liability company"
335 means a foreign series limited liability company that has an
336 active certificate of authority to transact business in this
337 state pursuant to a record filed with the department.

338 (14) "Series limited liability company," except in the
339 phrase "foreign series limited liability company," means a
340 domestic limited liability company that has at least one
341 protected series.

342 Section 7. Section 605.2103, Florida Statutes, is created
343 to read:

344 605.2103 Nature of protected status.—A protected series of
345 a series limited liability company is a person distinct from all
346 of the following:

347 (1) The series limited liability company, subject to ss.
348 605.2104(3), 605.2501(1), and 605.2502(4).

349 (2) Another protected series of the series limited
350 liability company.

351 (3) A member of the series limited liability company,
 352 regardless of whether the member is an associated member of the
 353 protected series of the series limited liability company.

354 (4) A protected-series transferee of a protected series of
 355 the series limited liability company.

356 (5) A transferee of a transferable interest of the series
 357 limited liability company.

358 Section 8. Section 605.2104, Florida Statutes, is created
 359 to read:

360 605.2104 Powers and duration of protected series.-

361 (1) A protected series of a series limited liability
 362 company has the capacity to sue and be sued in its own name.

363 (2) Except as otherwise provided in subsections (3) and
 364 (4), a protected series of a series limited liability company
 365 has the same powers and purposes as the series limited liability
 366 company.

367 (3) A protected series of a series limited liability
 368 company ceases to exist not later than when the series limited
 369 liability company completes its winding up.

370 (4) A protected series of a series limited liability
 371 company may not be or do, as applicable, any of the following:

372 (a) Be a member of the series limited liability company;

373 (b) Establish a protected series; or

374 (c) Except as permitted by the laws of this state other
 375 than this chapter, have a purpose or power, or take an action,

376 that the laws of this state other than this chapter prohibit a
377 limited liability company from having or doing.

378 Section 9. Section 605.2105, Florida Statutes, is created
379 to read:

380 605.2105 Protected series governing law.—The laws of this
381 state govern the following:

382 (1) The internal affairs of a protected series of a series
383 limited liability company, including all of the following:

384 (a) Relations among any associated members of the
385 protected series.

386 (b) Relations between the protected series and:

387 1. Any associated member;

388 2. Any protected-series manager; or

389 3. Any protected-series transferee.

390 (c) Relations between any associated member and:

391 1. Any protected-series manager; or

392 2. Any protected-series transferee.

393 (d) The rights and duties of a protected-series manager.

394 (e) Governance decisions affecting the activities and

395 affairs of the protected series and the conduct of those

396 activities and affairs.

397 (f) Procedures and conditions for becoming an associated
398 member or a protected-series transferee.

399 (2) The relations between a protected series of a series
400 limited liability company and each of the following:

- 401 (a) The series limited liability company.
- 402 (b) Another protected series of the series limited
403 liability company.
- 404 (c) A member of the series limited liability company which
405 is not an associated member of the protected series of the
406 series limited liability company.
- 407 (d) A protected-series manager that is not a protected-
408 series manager of the protected series.
- 409 (e) A protected-series transferee that is not a protected-
410 series transferee of the protected series.
- 411 (3) The liability of a person for a debt, an obligation,
412 or another liability of a protected series of a series limited
413 liability company if the debt, obligation, or liability is
414 asserted solely by reason of the person being or acting as any
415 of the following:
- 416 (a) An associated member, protected-series transferee, or
417 protected-series manager of the protected series;
- 418 (b) A member of the series limited liability company which
419 is not an associated member of the protected series;
- 420 (c) A protected-series manager that is not a protected-
421 series manager of the protected series;
- 422 (d) A protected-series transferee that is not a protected-
423 series transferee of the protected series;
- 424 (e) A manager of the series limited liability company; or
- 425 (f) A transferee of a transferable interest of the series

426 limited liability company.

427 (4) The liability of a series limited liability company
 428 for a debt, an obligation, or another liability of a protected
 429 series of the series limited liability company if the debt,
 430 obligation, or liability is asserted solely in connection with
 431 any of the following on the part of the series limited liability
 432 company:

433 (a) Having delivered to the department for filing under s.
 434 605.2201(2) a protected series designation pertaining to the
 435 protected series or under s. 605.2201(4) or s. 605.2202(3) a
 436 statement of designation change pertaining to the protected
 437 series;

438 (b) Being or acting as a protected-series manager of the
 439 protected series;

440 (c) Having the protected series be or act as a manager of
 441 the series limited liability company; or

442 (d) Owning a protected-series transferable interest of the
 443 protected series.

444 (5) The liability of a protected series of a series
 445 limited liability company for a debt, an obligation, or another
 446 liability of the series limited liability company or of another
 447 protected series of the series limited liability company if the
 448 debt, obligation, or liability is asserted solely by reason of
 449 any of the following:

450 (a) The protected series:

451 1. Being a protected series of the series limited
 452 liability company or having as a protected-series manager the
 453 series limited liability company or another protected series of
 454 the series limited liability company; or

455 2. Being or acting as a protected-series manager of
 456 another protected series of the series limited liability company
 457 or a manager of the series limited liability company; or

458 (b) The series limited liability company owning a
 459 protected-series transferable interest of the protected series.

460 Section 10. Section 605.2106, Florida Statutes, is created
 461 to read:

462 605.2106 Relation of a protected series operating
 463 agreement and the protected series provisions of this chapter.-

464 (1) Except as otherwise provided in this section, and
 465 subject to ss. 605.2107 and 605.2108, the operating agreement of
 466 a series limited liability company governs the following:

467 (a) The internal affairs of a protected series, including
 468 all of the following:

469 1. Relations among any associated members of the protected
 470 series.

471 2. Relations between the protected series and:

472 a. Any associated member of the protected series;

473 b. Any protected-series manager; or

474 c. Any protected-series transferee.

475 3. Relations between any associated member and:

476 a. Any protected-series manager; or
477 b. Any protected-series transferee.
478 4. The rights and duties of a protected-series manager.
479 5. Governance decisions affecting the activities and
480 affairs of the protected series and the conduct of those
481 activities and affairs.
482 6. Procedures and conditions for becoming an associated
483 member or a protected-series transferee.
484 (b) Relations between a protected series of the series
485 limited liability company and each of the following:
486 1. The series limited liability company.
487 2. Another protected series of the series limited
488 liability company.
489 3. The protected series, any of its protected-series
490 managers, any associated member of the protected series, or any
491 protected-series transferee of the protected series.
492 4. A person in the person's capacity as:
493 a. A member of the series limited liability company which
494 is not an associated member of the protected series;
495 b. A protected-series transferee or protected-series
496 manager of another protected series; or
497 c. A transferee of the series limited liability company.
498 (2) If this chapter restricts the power of an operating
499 agreement to affect a matter, the restriction applies to a
500 matter under ss. 605.2101-605.2802 in accordance with s.

501 605.0105.

502 (3) If a law of this state other than this chapter imposes
503 a prohibition, limitation, requirement, condition, obligation,
504 liability, or other restriction on a limited liability company;
505 a member, a manager, or another agent of a limited liability
506 company; or a transferee of a limited liability company, except
507 as otherwise provided in the laws of this state other than this
508 chapter, the restriction applies in accordance with s. 605.2108.

509 (4) Except as otherwise provided in s. 605.2107, if the
510 operating agreement of a series limited liability company does
511 not provide for a matter described in subsection (1) in a manner
512 authorized by ss. 605.2101-605.2802, the matter is determined in
513 accordance with the following:

514 (a) To the extent that ss. 605.2101-605.2802 address the
515 matter, ss. 605.2101-605.2802 govern.

516 (b) To the extent that ss. 605.2101-605.2802 do not
517 address the matter, this chapter governs the matter in
518 accordance with s. 605.2108.

519 Section 11. Section 605.2107, Florida Statutes, is created
520 to read:

521 605.2107 Additional limitations on operating agreements.-

522 (1) An operating agreement may not vary the effect of:

523 (a) This section;

524 (b) Section 605.2103;

525 (c) Section 605.2104(1);

- 526 (d) Section 605.2104(2), to provide a protected series a
527 power beyond those provided in this chapter to a limited
528 liability company;
- 529 (e) Section 605.2104(3) or (4);
- 530 (f) Section 605.2105;
- 531 (g) Section 605.2106;
- 532 (h) Section 605.2108;
- 533 (i) Section 605.2201, except to vary the manner in which a
534 series limited liability company approves establishing a
535 protected series;
- 536 (j) Section 605.2202;
- 537 (k) Section 605.2301;
- 538 (l) Section 605.2302;
- 539 (m) Section 605.2303(1) or (2);
- 540 (n) Section 605.2304(3) or (6);
- 541 (o) Section 605.2401, except to decrease or eliminate a
542 limitation of liability stated in that section;
- 543 (p) Section 605.2402;
- 544 (q) Section 605.2403;
- 545 (r) Section 605.2404;
- 546 (s) Section 605.2501(1), (4), and (5);
- 547 (t) Section 605.2502, except to designate a different
548 person to manage winding up;
- 549 (u) Section 605.2503;
- 550 (v) Sections 605.2601-605.2608;

551 (w) Sections 605.2701-605.2704;
 552 (x) Sections 605.2801-605.2802, except to vary the person
 553 that has the right to sign and deliver to the department for
 554 filing a record under this chapter; or
 555 (y) A provision of this chapter pertaining to:
 556 1. A registered office or registered agents; or
 557 2. The department, including provisions relating to
 558 records authorized or required to be delivered to the department
 559 for filing under this chapter.
 560 (2) An operating agreement may not unreasonably restrict
 561 the duties and rights conferred under s. 605.2305 but may impose
 562 reasonable restrictions on the availability and use of
 563 information obtained under that section and may provide
 564 appropriate remedies, including liquidated damages, for a breach
 565 of any reasonable restriction on use.
 566 Section 12. Section 605.2108, Florida Statutes, is created
 567 to read:
 568 605.2108 Application of this chapter to protected series.—
 569 (1) Except as otherwise provided in subsection (2) and s.
 570 605.2107, the following provisions apply in the application of
 571 ss. 605.2106, 605.2304(3) and (6), 605.2501(4)(a), 605.2502(1),
 572 and 605.2503(2):
 573 (a) A protected series of a series limited liability
 574 company is deemed to be a limited liability company that is
 575 formed separately from the series limited liability company and

576 is distinct from the series limited liability company and any
 577 other protected series of the series limited liability company;

578 (b) An associated member of the protected series of a
 579 series limited liability company is deemed to be a member of the
 580 series limited liability company deemed to exist under paragraph
 581 (a);

582 (c) A protected-series transferee of the protected series
 583 is deemed to be a transferee of the series limited liability
 584 company deemed to exist under paragraph (a);

585 (d) A protected-series transferable interest of the
 586 protected series is deemed to be a transferable interest of the
 587 series limited liability company deemed to exist under paragraph
 588 (a);

589 (e) A protected-series manager is deemed to be a manager
 590 of the series limited liability company deemed to exist under
 591 paragraph (a);

592 (f) An asset of the protected series is deemed to be an
 593 asset of the series limited liability company deemed to exist
 594 under paragraph (a), regardless of whether the asset is an
 595 associated asset of the protected series; or

596 (g) Any creditor or other obligee of the protected series
 597 is deemed to be a creditor or obligee of the series limited
 598 liability company deemed to exist under paragraph (a).

599 (2) Subsection (1) does not apply if its application would
 600 do either of the following:

601 (a) Contravene s. 605.0105; or

602 (b) Authorize or require the department to:

603 1. Accept for filing a type of record which this chapter
 604 does not authorize or require a person to deliver to the
 605 department for filing; or

606 2. Make or deliver a record that this chapter does not
 607 authorize or require the department to make or deliver.

608 (3) Except to the extent otherwise specified in ss.
 609 605.2101-605.2802, the provisions of this chapter applicable to
 610 limited liability companies in general and their managers,
 611 members, and transferees, including, but not limited to,
 612 provisions relating to formation, powers, operation, existence,
 613 management, court proceedings, and filings with the department
 614 and other state or local government agencies, are applicable to
 615 each series limited liability company and to each protected
 616 series established pursuant to s. 605.2201.

617 Section 13. Section 605.2201, Florida Statutes, is created
 618 to read:

619 605.2201 Establishment of protected series; change of
 620 designation.—

621 (1) With the affirmative vote or consent of all members of
 622 a limited liability company, the company may establish a
 623 protected series.

624 (2) To establish a protected series, a limited liability
 625 company shall deliver to the department for filing a protected

626 series designation, signed by the company, stating the name of
627 the company and the name of the protected series to be
628 established, and any other information the department requires
629 for filing.

630 (3) A protected series is established when the protected
631 series designation takes effect under s. 605.0207.

632 (4) To amend a protected series designation, a series
633 limited liability company shall deliver to the department for
634 filing a statement of designation change, signed by the company,
635 that sets forth the following:

636 (a) The name of the series limited liability company and
637 the name of the protected series to which the change to the
638 protected series designation applies;

639 (b) Each change to the protected series designation; and

640 (c) A statement that each designation change was approved
641 by the affirmative vote or consent of the members of the series
642 limited liability company required to make each change to the
643 protected series designation.

644 (5) Each designation change made pursuant to subsection
645 (4) takes effect when the statement of designation change takes
646 effect under s. 605.0207.

647 Section 14. Section 605.2202, Florida Statutes, is created
648 to read:

649 605.2202 Protected series name.—

650 (1) Except as otherwise provided in subsection (2), the

651 name of a protected series must comply with s. 605.0112.

652 (2) The name of a protected series of a series limited
 653 liability company must:

654 (a) Begin with the name of the series limited liability
 655 company, including any word or abbreviation required by s.
 656 605.0112; and

657 (b) Contain the phrase "protected series" or the
 658 abbreviation "P.S." or "PS."

659 (3) If a series limited liability company changes its
 660 name, the company must deliver to the department for filing a
 661 statement of designation change for each of the company's
 662 protected series, changing the name of each protected series to
 663 comply with this section.

664 Section 15. Section 605.2203, Florida Statutes, is created
 665 to read:

666 605.2203 Registered agent.—

667 (1) The registered agent in this state for a series
 668 limited liability company is the registered agent in this state
 669 for each protected series of that company.

670 (2) Before delivering a protected series designation to
 671 the department for filing, a series limited liability company
 672 must agree with a registered agent specifying that the agent
 673 will serve as the registered agent in this state for that
 674 company and for each protected series of that company.

675 (3) A person that signs a protected series designation

676 delivered to the department for filing affirms as a fact that
677 the series limited liability company on whose behalf the
678 designation is delivered has complied with subsection (2).

679 (4) A person that ceases to be the registered agent for a
680 series limited liability company ceases to be the registered
681 agent for each protected series of that company.

682 (5) A person that ceases to be the registered agent for a
683 protected series of a series limited liability company, other
684 than as a result of the termination of the protected series,
685 ceases to be the registered agent of that company and any other
686 protected series of that company.

687 (6) Except as otherwise agreed upon by a series limited
688 liability company and its registered agent, the registered agent
689 is not obligated to distinguish between a process, notice,
690 demand, or other record concerning the company and a process,
691 notice, demand, or other record concerning a protected series of
692 the company.

693 Section 16. Section 605.2204, Florida Statutes, is created
694 to read:

695 605.2204 Series limited liability company; service of
696 process; giving notice or making demand.-

697 (1) Process against a series limited liability company, a
698 protected series of a series limited liability company, a
699 registered foreign series limited liability company, or a
700 registered foreign protected series of a registered foreign

701 series limited liability company, respectively, may be served in
702 the same manner as service is made on each such entity under s.
703 48.062 and chapter 48 or chapter 49.

704 (2) Any notice or demand on a series limited liability
705 company or a protected series of a series limited liability
706 company under this chapter may be given or made to any member of
707 a member-managed series limited liability company or to any
708 manager of a manager-managed series limited liability company;
709 to the registered agent of a series limited liability company at
710 the registered office of the series limited liability company in
711 this state; or to any other address in this state which is the
712 principal office in this state of the series limited liability
713 company.

714 (3) Any notice or demand on a registered foreign series
715 limited liability company or a registered foreign protected
716 series of a registered foreign series limited liability company
717 under this chapter may be given or made to any member of a
718 member-managed foreign series limited liability company or to
719 any manager of a manager-managed foreign series limited
720 liability company; to the registered agent of the registered
721 foreign series limited liability company at the registered
722 office of the registered foreign series limited liability
723 company in this state; or to the principal office address, or
724 any other address in this state which is, in fact, the principal
725 office in this state of the registered foreign series limited

726 liability company.

727 (4) This section does not affect the right to serve
 728 process on, give notice to, or make a demand on a series limited
 729 liability company or any protected series of a series limited
 730 liability company, or to or on any foreign series limited
 731 liability company or any protected series of the foreign series
 732 limited liability company, in any other manner provided by law.

733 Section 17. Section 605.2205, Florida Statutes, is created
 734 to read:

735 605.2205 Certificate of status for domestic or foreign
 736 protected series.-

737 (1) The department, upon request, payment of the requisite
 738 fee, and compliance with any other filing requirements of the
 739 department, shall issue a certificate of status for a protected
 740 series of a series limited liability company if the records
 741 filed in the department show that the department has accepted
 742 and filed articles of organization for the series limited
 743 liability company and a protected series designation for the
 744 protected series. A certificate of status for a protected series
 745 of a series limited liability company must state all of the
 746 following:

747 (a) The series limited liability company's name.

748 (b) The name of the protected series.

749 (c) That the series limited liability company was
 750 organized under the laws of this state and the date of

751 organization.

752 (d) That the protected series was designated under the
753 laws of this state and the date of designation.

754 (e) Whether all fees and penalties due to the department
755 under this chapter or other law by the series limited liability
756 company and the protected series have been paid.

757 (f) Whether the series limited liability company's most
758 recent annual report required by s. 605.0212 has been filed by
759 the department.

760 (g) Whether the series limited liability company's most
761 recent annual report includes the name of the protected series,
762 unless:

763 1. When the series limited liability company delivered the
764 annual report for filing, the protected series designation
765 pertaining to the protected series had not yet taken effect; or

766 2. After the series limited liability company delivered
767 the annual report for filing, the company delivered to the
768 department for filing a statement of designation change, which
769 changes the name of the protected series.

770 (h) Whether the department has administratively dissolved
771 the series limited liability company or received a record
772 notifying the department that the company has been dissolved by
773 judicial action pursuant to s. 605.0705.

774 (i) Whether the department has administratively dissolved
775 the protected series or received a record notifying the

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776 department that the protected series has been dissolved by
777 judicial action pursuant to s. 605.2501(4) or (5).

778 (j) Whether the department has filed articles of
779 dissolution for the series limited liability company.

780 (k) Whether the department has filed a statement of
781 dissolution, termination, or relocation for the protected
782 series.

783 (2) The department, upon request, payment of the requisite
784 fee, and compliance with any other filing requirements of the
785 department, shall issue a certificate of status for a foreign
786 protected series of a foreign series limited liability company
787 if the records filed in the department show that the department
788 has filed a certificate of authority for the foreign series
789 limited liability company and a certificate of authority for the
790 foreign protected series. A certificate of status for a
791 registered foreign protected series of a registered foreign
792 series limited liability company must state all of the
793 following:

794 (a) The foreign series limited liability company's name
795 and any current alternative name adopted under s. 605.0906(1)
796 for use in this state.

797 (b) The name of the foreign protected series and any
798 current alternative name adopted under s. 605.0906(1) for use in
799 this state.

800 (c) That the foreign series limited liability company is

801 authorized to transact business in this state.

802 (d) That the foreign protected series is authorized to
803 transact business in this state.

804 (e) Whether all fees and penalties due to the department
805 under this chapter or other law by the foreign series limited
806 liability company and the foreign protected series have been
807 paid.

808 (f) Whether the foreign series limited liability company's
809 most recent annual report required by s. 605.0212 has been filed
810 by the department.

811 (g) Whether the foreign series limited liability company's
812 most recent annual report includes the name of the foreign
813 protected series, unless:

814 1. When the foreign series limited liability company
815 delivered the annual report for filing, the foreign protected
816 series designation pertaining to the foreign protected series
817 had not yet taken effect; or

818 2. After the foreign series limited liability company
819 delivered the annual report for filing, the foreign series
820 limited liability company delivered to the department for filing
821 a statement of designation change which changes the name of the
822 foreign protected series.

823 (h) Whether the department has:

824 1. Revoked the foreign series limited liability company's
825 certificate of authority or revoked the foreign protected series

826 certificate of authority; or

827 2. Filed a notice of withdrawal of the certificate of
 828 authority for the foreign series limited liability company or
 829 for the foreign protected series.

830 (3) Subject to any qualification stated by the department
 831 in a certificate of status, a certificate of status issued by
 832 the department may be relied upon as conclusive evidence of the
 833 facts stated in the certificate of status as to the active
 834 status of the domestic or foreign series limited liability
 835 company and any protected series of the domestic or foreign
 836 limited liability company authorized to transact business in
 837 this state.

838 Section 18. Section 605.2206, Florida Statutes, is created
 839 to read:

840 605.2206 Information required in annual report; failure to
 841 comply.-

842 (1) In the annual report required by s. 605.0212, a series
 843 limited liability company shall include the name of each
 844 protected series of the company:

845 (a) For which the series limited liability company has
 846 previously delivered to the department for filing a protected
 847 series designation; and

848 (b) Which has not dissolved and completed winding up.

849 (2) The failure of a series limited liability company to
 850 comply with subsection (1) with regard to a protected series

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851 prevents issuance of a certificate of status pertaining to the
852 protected series, but does not otherwise affect the protected
853 series.

854 (3) In the annual report required by s. 605.0212, a
855 registered foreign series limited liability company shall
856 include the name of each registered foreign protected series of
857 the registered foreign series limited liability company:

858 (a) For which the registered foreign series limited
859 liability company has previously delivered to the department for
860 filing an application for a certificate of authority to transact
861 business in this state, which has been accepted by the
862 department; and

863 (b) Which has not withdrawn its certificate of authority
864 to transact business in this state.

865 (4) The failure of a registered foreign series limited
866 liability company to comply with subsection (3) with regard to a
867 registered foreign protected series prevents issuance of a
868 certificate of status pertaining to the registered foreign
869 protected series.

870 Section 19. Section 605.2301, Florida Statutes, is created
871 to read:

872 605.2301 Associated asset.—

873 (1) Only an asset of a protected series may be an
874 associated asset of the protected series. Only an asset of a
875 series limited liability company may be an associated asset of

876 the company.

877 (2) (a) An asset of a protected series of a series limited
878 liability company is an associated asset of the protected series
879 only if the protected series creates and maintains records that
880 state the name of the protected series and describe the asset
881 with sufficient specificity to permit a disinterested,
882 reasonable individual to:

883 1. Identify the asset and distinguish it from any other
884 asset of the protected series, any asset of the series limited
885 liability company, and any asset of any other protected series
886 of the company;

887 2. Determine when and from which person the protected
888 series acquired the asset or how the asset otherwise became an
889 asset of the protected series; and

890 3. If the protected series acquired the asset from the
891 series limited liability company or another protected series of
892 the company, determine any consideration paid, the payor, and
893 the payee.

894 (b) A deed or other instrument granting an interest in
895 real property to or from one or more protected series of a
896 series limited liability company, or any other instrument
897 otherwise affecting an interest in real property held by one or
898 more protected series of a series limited liability company, in
899 each case to the extent such deed or other instrument is in
900 favor of a person who gives value without knowledge of the lack

901 of authority of the person signing and delivering a deed or
902 other instrument and is recorded in the office for recording
903 transfers or other matters affecting real property, is
904 conclusive of the authority of the person signing and
905 constitutes a record that such interest in real property is an
906 associated asset or liability, as applicable, of the protected
907 series.

908 (3) (a) An asset of a series limited liability company is
909 an associated asset of the company only if the company creates
910 and maintains records that state the name of the company and
911 describe the asset with sufficient specificity to permit a
912 disinterested, reasonable individual to:

913 1. Identify the asset and distinguish it from any other
914 asset of the series limited liability company and any asset of
915 any protected series of the company;

916 2. Determine when and from which person the series limited
917 liability company acquired the asset or how the asset otherwise
918 became an asset of the company; and

919 3. If the series limited liability company acquired the
920 asset from a protected series of the company, determine any
921 consideration paid, the payor, and the payee.

922 (b) A deed or other instrument granting an interest in
923 real property to or from a series limited liability company, or
924 any other instrument otherwise affecting an interest in real
925 property held by a series limited liability company, in each

926 case to the extent such deed or other instrument is in favor of
927 a person who gives value without knowledge of the lack of
928 authority of the person signing and delivering a deed or other
929 instrument and is recorded in the office for recording transfers
930 or other matters affecting real property, is conclusive of the
931 authority of the person signing and constitutes a record that
932 such interest in real property is an associated asset or
933 liability, as applicable, of the series limited liability
934 company.

935 (4) The records and recordkeeping required by subsections
936 (2) and (3) may be organized by specific listing, category,
937 type, quantity, or computational or allocative formula or
938 procedure, including a percentage or share of any asset, or in
939 any other reasonable manner.

940 (5) To the extent authorized by this chapter and the laws
941 of this state other than this chapter, a series limited
942 liability company or protected series of a series limited
943 liability company may hold an associated asset directly or
944 indirectly, through a representative, nominee, or similar
945 arrangement, except for the following:

946 (a) A protected series may not hold an associated asset in
947 the name of the series limited liability company or another
948 protected series of the company; and

949 (b) A series limited liability company may not hold an
950 associated asset in the name of a protected series of the

951 company.

952 Section 20. Section 605.2302, Florida Statutes, is created
953 to read:

954 605.2302 Associated member.—

955 (1) Only a member of a series limited liability company
956 may be an associated member of a protected series of the
957 company.

958 (2) A member of a series limited liability company becomes
959 an associated member of a protected series of the company if the
960 operating agreement or a procedure established by the operating
961 agreement states all of the following:

962 (a) That the member is an associated member of the
963 protected series.

964 (b) The date on which the member became an associated
965 member of the protected series.

966 (c) Any protected-series transferable interest the
967 associated member has in connection with becoming or being an
968 associated member of the protected series.

969 (3) If a person that is an associated member of a
970 protected series of a series limited liability company is
971 dissociated from the company, the person ceases to be an
972 associated member of the protected series.

973 Section 21. Section 605.2303, Florida Statutes, is created
974 to read:

975 605.2303 Protected-series transferable interest.—

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976 (1) A protected-series transferable interest of a
977 protected series of a series limited liability company must be
978 owned initially by an associated member of the protected series
979 or the series limited liability company.

980 (2) If a protected series of a series limited liability
981 company has no associated members when established, the company
982 owns the protected-series transferable interests in the
983 protected series.

984 (3) In addition to acquiring a protected-series
985 transferable series interest under subsection (2), a series
986 limited liability company may acquire a protected-series
987 transferable interest through a transfer from another person or
988 as provided in the operating agreement.

989 (4) Except for s. 605.2108(1)(c), any provision of this
990 chapter which applies to a protected-series transferee of a
991 protected series of a series limited liability company applies
992 to the company in its capacity as an owner of a protected-series
993 transferable interest of the protected series. Any provision of
994 the operating agreement of a series limited liability company
995 which applies to a protected-series transferee of a protected
996 series of the company applies to the company in its capacity as
997 an owner of a protected-series transferable interest of the
998 protected series.

999 Section 22. Section 605.2304, Florida Statutes, is created
1000 to read:

1001 605.2304 Management.—

1002 (1) A protected series may have one or more protected-

1003 series managers.

1004 (2) If a protected series has no associated members, the

1005 series limited liability company is the protected-series

1006 manager.

1007 (3) Section 605.2108 applies to the determination of any

1008 duties of a protected-series manager of a protected series to

1009 each of the following:

1010 (a) The protected series.

1011 (b) Any associated member of the protected series.

1012 (c) Any protected-series transferee of the protected

1013 series.

1014 (4) Solely by reason of being or acting as a protected-

1015 series manager of a protected series, a person owes no duty to

1016 any of the following:

1017 (a) The series limited liability company.

1018 (b) Another protected series of the series limited

1019 liability company.

1020 (c) Another person in that person's capacity as:

1021 1. A member of the series limited liability company which

1022 is not an associated member of the protected series;

1023 2. A protected-series transferee or protected-series

1024 manager of another protected series; or

1025 3. A transferee of the series limited liability company.

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1026 (5) An associated member of a protected series of a series
1027 limited liability company has the same rights as any other
1028 member of the company to vote on or consent to an amendment to
1029 the company's operating agreement or any other matter being
1030 decided by the members, regardless of whether the amendment or
1031 matter affects the interests of the protected series or the
1032 associated member.

1033 (6) The right of a member to maintain a derivative action
1034 to enforce a right of a limited liability company pursuant to s.
1035 605.0802 applies to each of the following:

1036 (a) An associated member of a protected series, in
1037 accordance with s. 605.2108.

1038 (b) A member of a series limited liability company, in
1039 accordance with s. 605.2108.

1040 (7) An associated member of a member-managed protected
1041 series is an agent for the protected series with power to bind
1042 the protected series to the same extent that a member of a
1043 member-managed limited liability company is an agent for the
1044 company with power to bind the company under s. 605.04074(1)(a).
1045 A protected-series manager of a manager-managed protected series
1046 is an agent for the protected series with power to bind the
1047 protected series to the same extent that a manager of a manager-
1048 managed limited liability company is an agent for the company
1049 with power to bind the company under s. 605.04074(2)(b).

1050 Section 23. Section 605.2305, Florida Statutes, is created

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1051 to read:

1052 605.2305 Right of a person that is not an associated
1053 member of a protected series to information of a protected
1054 series.-

1055 (1) A member of a series limited liability company which
1056 is not an associated member of a protected series of the company
1057 has a right to information concerning the protected series to
1058 the same extent, in the same manner, and under the same
1059 conditions that a member that is not a manager of a manager-
1060 managed limited liability company has a right to information of
1061 the company under s. 605.0410(1) and (3) (b).

1062 (2) A person that was formerly an associated member of a
1063 protected series has a right to information concerning the
1064 protected series to the same extent, in the same manner, and
1065 under the same conditions that a person dissociated as a member
1066 of a manager-managed limited liability company has a right to
1067 information concerning the limited liability company under s.
1068 605.0410(4) or other applicable law.

1069 (3) If an associated member of a protected series dies,
1070 the legal representative of the deceased associated member has a
1071 right to information concerning the protected series to the same
1072 extent, in the same manner, and under the same conditions that
1073 the legal representative of a deceased member of a limited
1074 liability company has a right to information concerning the
1075 company under ss. 605.0410(9) and 605.0504.

1076 (4) A protected-series manager of a protected series has a
 1077 right to information concerning the protected series to the same
 1078 extent, in the same manner, and under the same conditions that a
 1079 manager of a manager-managed limited liability company has a
 1080 right to information concerning the company under s.
 1081 605.0410(3)(a).

1082 (5) The court-ordered inspection provisions of s. 605.0411
 1083 apply to the information rights regarding series limited
 1084 liability companies and protected series of such companies.

1085 Section 24. Section 605.2401, Florida Statutes, is created
 1086 to read:

1087 605.2401 Limitations on liability.-

1088 (1) A person is not liable, directly or indirectly, by way
 1089 of contribution or otherwise, for a debt, an obligation, or
 1090 another liability of either of the following:

1091 (a) A protected series of a series limited liability
 1092 company solely by reason of being or acting as:

1093 1. An associated member, protected-series manager, or
 1094 protected-series transferee of the protected series; or

1095 2. A member, manager, or transferee of the company; or

1096 (b) A series limited liability company solely by reason of
 1097 being or acting as an associated member, protected-series
 1098 manager, or protected-series transferee of a protected series of
 1099 the company.

1100 (2) Subject to s. 605.2404, the following apply:

1101 (a) A debt, an obligation, or another liability of a
 1102 series limited liability company is solely the debt, obligation,
 1103 or liability of the company.

1104 (b) A debt, an obligation, or another liability of a
 1105 protected series is solely the debt, obligation, or liability of
 1106 the protected series.

1107 (c) A series limited liability company is not liable,
 1108 directly or indirectly, by way of contribution or otherwise, for
 1109 a debt, an obligation, or another liability of a protected
 1110 series of the company solely by reason of the protected series
 1111 being a protected series of the company, or the series limited
 1112 liability company:

1113 1. Being or acting as a protected-series manager of the
 1114 protected series;

1115 2. Having the protected series manage the series limited
 1116 liability company; or

1117 3. Owning a protected-series transferable interest of the
 1118 protected series.

1119 (d) A protected series of a series limited liability
 1120 company is not liable, directly or indirectly, by way of
 1121 contribution or otherwise, for a debt, an obligation, or another
 1122 liability of the company or another protected series of the
 1123 company solely by reason of:

1124 1. Being a protected series of the series limited
 1125 liability company;

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1126 2. Being or acting as a manager of the series limited
1127 liability company or a protected-series manager of another
1128 protected series of the company; or

1129 3. Having the series limited liability company or another
1130 protected series of the company be or act as a protected-series
1131 manager of the protected series.

1132 Section 25. Section 605.2402, Florida Statutes, is created
1133 to read:

1134 605.2402 Claim seeking to disregard limitation of
1135 liability.-

1136 (1) Except as otherwise provided in subsection (2), a
1137 claim seeking to disregard a limitation in s. 605.2401 is
1138 governed by the principles of law and equity, including a
1139 principle providing a right to a creditor or holding a person
1140 liable for a debt, an obligation, or another liability of
1141 another person, which would apply if each protected series of a
1142 series limited liability company were a limited liability
1143 company formed separately from the series limited liability
1144 company and distinct from the series limited liability company
1145 and any other protected series of the series limited liability
1146 company.

1147 (2) The failure of a limited liability company or a
1148 protected series to observe formalities relating to the exercise
1149 of its powers or management of its activities and affairs is not
1150 a ground to disregard a limitation in s. 605.2401(1) but may be

1151 a ground to disregard a limitation in s. 605.2401(2).

1152 (3) This section applies to a claim seeking to disregard a
1153 limitation of liability applicable to a foreign series limited
1154 liability company or foreign protected series and comparable to
1155 a limitation stated in s. 605.2401, if either of the following
1156 applies:

1157 (a) The claimant is a resident of this state, transacting
1158 business in this state, or authorized to transact business in
1159 this state; or

1160 (b) The claim is to establish or enforce a liability
1161 arising under law of this state other than this chapter or from
1162 an act or omission in this state.

1163 Section 26. Section 605.2403, Florida Statutes, is created
1164 to read:

1165 605.2403 Remedies of judgment creditor of associated
1166 member or protected-series transferee.—The provisions of s.
1167 605.0503 providing or restricting remedies available to a
1168 judgment creditor of a member or transferee of a limited
1169 liability company apply to a judgment creditor of either or both
1170 of the following:

1171 (1) An associated member or a protected-series transferee
1172 of a protected series.

1173 (2) A series limited liability company, to the extent the
1174 company owns a protected-series transferable interest of a
1175 protected series.

1176 Section 27. Section 605.2404, Florida Statutes, is created
 1177 to read:

1178 605.2404 Enforcement of claim against non-associated
 1179 asset.-

1180 (1) For the purposes of this section, the term:

1181 (a) "Enforcement date" means 12:01 a.m. on the date on
 1182 which a claimant first serves process on a series limited
 1183 liability company or protected series in an action seeking to
 1184 enforce a claim against an asset of the company or protected
 1185 series by attachment, levy, or similar means under this section.

1186 (b) "Incurrence date," subject to s. 605.2608(2), means
 1187 the date on which a series limited liability company or
 1188 protected series of the company incurred the liability giving
 1189 rise to a claim that a claimant seeks to enforce under this
 1190 section.

1191 (2) If a claim against a series limited liability company
 1192 or a protected series of the company has been reduced to
 1193 judgment, in addition to any other remedy provided by law or
 1194 equity, the judgment may be enforced in accordance with the
 1195 following:

1196 (a) A judgment against the series limited liability
 1197 company may be enforced against an asset of a protected series
 1198 of the company if the asset:

1199 1. Was a non-associated asset of the protected series on
 1200 the incurrence date; or

1201 2. Is a non-associated asset of the protected series on
 1202 the enforcement date.

1203 (b) A judgment against a protected series may be enforced
 1204 against an asset of the series limited liability company if the
 1205 asset:

1206 1. Was a non-associated asset of the series limited
 1207 liability company on the incurrence date; or

1208 2. Is a non-associated asset of the series limited
 1209 liability company on the enforcement date.

1210 (c) A judgment against a protected series may be enforced
 1211 against an asset of another protected series of the series
 1212 limited liability company if the asset:

1213 1. Was a non-associated asset of the other protected
 1214 series on the incurrence date; or

1215 2. Is a non-associated asset of the other protected series
 1216 on the enforcement date.

1217 (3) In addition to any other remedy provided by law or
 1218 equity, if a claim against a series limited liability company or
 1219 a protected series has not been reduced to a judgment, and law
 1220 other than this chapter permits a prejudgment remedy by
 1221 attachment, levy, or similar means, the court may apply
 1222 subsection (2) as a prejudgment remedy.

1223 (4) In a proceeding under this section, the party
 1224 asserting that an asset is or was an associated asset of a
 1225 series limited liability company or a protected series of the

1226 series limited liability company has the burden of proof on the
 1227 issue.

1228 (5) This section applies to an asset of a foreign series
 1229 limited liability company or foreign protected series if all of
 1230 the following apply:

1231 (a) The asset is real or tangible property located in this
 1232 state.

1233 (b) The claimant is a resident of this state or
 1234 transacting business or authorized to transact business in this
 1235 state, or the claim under this section is to enforce a judgment,
 1236 or to seek a prejudgment remedy, pertaining to a liability
 1237 arising from the law of this state other than this chapter or an
 1238 act or omission in this state.

1239 (c) The asset is not identified in the records of the
 1240 foreign series limited liability company or foreign protected
 1241 series in a manner comparable to the manner required by s.
 1242 605.2301.

1243 Section 28. Section 605.2501, Florida Statutes, is created
 1244 to read:

1245 605.2501 Events causing dissolution of protected series.—A
 1246 protected series of a series limited liability company is
 1247 dissolved, and its activities and affairs must be wound up, upon
 1248 the occurrence of any of the following:

1249 (1) Dissolution of the series limited liability company.

1250 (2) Occurrence of an event or a circumstance that the

1251 operating agreement states causes dissolution of the protected
1252 series.

1253 (3) Affirmative vote or consent of all associated members
1254 of the protected series.

1255 (4) Entry by the court of an order dissolving the
1256 protected series on application by an associated member or a
1257 protected-series manager of the protected series:

1258 (a) In accordance with s. 605.2108; and

1259 (b) To the same extent, in the same manner, and on the
1260 same grounds the court would enter an order dissolving a limited
1261 liability company on application by a member or manager of the
1262 limited liability company pursuant to s. 605.0702.

1263 (5) Entry by the court of an order dissolving the
1264 protected series on application by the series limited liability
1265 company or a member or manager of the series limited liability
1266 company:

1267 (a) In accordance with s. 605.2108; and

1268 (b) To the same extent, in the same manner, and on the
1269 same grounds the court would enter an order dissolving a limited
1270 liability company on application by a member or manager of the
1271 limited liability company pursuant to s. 605.0702.

1272 (6) Automatic or involuntary dissolution of the series
1273 limited liability company that established the protected series.

1274 (7) The filing of a statement of administrative
1275 dissolution of the limited liability company or a protected

1276 series of the company by the department pursuant to s. 605.0714.

1277 Section 29. Section 605.2502, Florida Statutes, is created
 1278 to read:

1279 605.2502 Winding up dissolved protected series.—

1280 (1) Subject to subsections (2) and (3) and in accordance
 1281 with s. 605.2108, the following apply:

1282 (a) A dissolved protected series shall wind up its
 1283 activities and affairs in the same manner that a dissolved
 1284 limited liability company winds up its activities and affairs
 1285 under s. 605.0709, subject to the same requirements and
 1286 conditions, and with the same effects.

1287 (b) Judicial supervision or another judicial remedy is
 1288 available in the winding up of the protected series to the same
 1289 extent, in the same manner, under the same conditions, and with
 1290 the same effects that apply under s. 605.0709(5).

1291 (2) When a protected series of a series limited liability
 1292 company dissolves, the company may deliver to the department for
 1293 filing its articles of protected series dissolution stating the
 1294 name of the series limited liability company and the protected
 1295 series and that the protected series is dissolved. The filing of
 1296 the articles of dissolution by the department has the same
 1297 effect with regard to the protected series as the filing by a
 1298 limited liability company of articles of dissolution with the
 1299 department under s. 605.0707.

1300 (3) When a protected series of a series limited liability

1301 company has completed winding up in accordance with s. 605.0709,
 1302 the company that established the protected series may deliver to
 1303 the department for filing a statement of designation
 1304 cancellation, stating all of the following:

1305 (a) The name of the company and the protected series.

1306 (b) That the protected series is terminated with the
 1307 effective date of the termination if that date is not the date
 1308 of filing of the statement of designation cancellation.

1309 (c) Any other information required by the department.

1310 (4) The filing of the statement of designation
 1311 cancellation by the department has the same effect as the filing
 1312 by the department of a statement of termination under s.
 1313 605.0709(7).

1314 (5) A series limited liability company has not completed
 1315 its winding up until each of the protected series of the company
 1316 has completed its winding up.

1317 Section 30. Section 605.2503, Florida Statutes, is created
 1318 to read:

1319 605.2503 Effects of reinstatement of series limited
 1320 liability company; revocation of voluntary dissolution.—If a
 1321 series limited liability company that has been administratively
 1322 dissolved is reinstated, or if a series limited liability
 1323 company that voluntarily dissolved revokes its articles of
 1324 dissolution before filing a statement of termination, both of
 1325 the following apply:

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1326 (1) Each protected series of the series limited liability
1327 company ceases winding up.

1328 (2) Section 605.0708 applies to the series limited
1329 liability company and to each protected series of the company,
1330 in accordance with s. 605.2108.

1331 Section 31. Section 605.2601, Florida Statutes, is created
1332 to read:

1333 605.2601 Entity transactions involving a series limited
1334 liability company or a protected series of the company
1335 restricted; definitions.—As used in ss. 605.2601-605.2608, the
1336 term:

1337 (1) "After a merger" or "after the merger" means when a
1338 merger under s. 605.2604 becomes effective and any time
1339 thereafter.

1340 (2) "Before a merger" or "before the merger" means before
1341 a merger under s. 605.2604 becomes effective.

1342 (3) "Continuing protected series" means a protected series
1343 of a surviving series limited liability company which continues
1344 in uninterrupted existence after a merger under s. 605.2604.

1345 (4) "Merging company" means a limited liability company
1346 that is party to a merger under s. 605.2604.

1347 (5) "Non-surviving company" means a merging company that
1348 does not continue in existence after a merger under s. 605.2604.

1349 (6) "Relocated protected series" means a protected series
1350 of a non-surviving company which, after a merger under s.

1351 605.2604, continues in uninterrupted existence as a protected
 1352 series of the surviving company.

1353 (7) "Surviving company" means a merging company that
 1354 continues in existence after a merger under s. 605.2604.

1355 Section 32. Section 605.2602, Florida Statutes, is created
 1356 to read:

1357 605.2602 Restrictions on entity transactions involving
 1358 protected series.—Except as provided in ss. 605.2605(2),
 1359 605.2606(2), and 605.2607(1), a protected series may not be a
 1360 party to; be formed, organized, established, or created in; or
 1361 result from either of the following:

1362 (1) A conversion, domestication, interest exchange, or
 1363 merger under this chapter or the law of a foreign jurisdiction,
 1364 however the transaction is denominated under such law; or

1365 (2) A transaction with the same substantive effect as a
 1366 conversion, domestication, interest exchange, or merger.

1367 Section 33. Section 605.2603, Florida Statutes, is created
 1368 to read:

1369 605.2603 Restrictions on entity transactions involving
 1370 series limited liability company.—A series limited liability
 1371 company may not be:

1372 (1) A party to, formed, organized, created in, or result
 1373 from either of the following:

1374 (a) A conversion, domestication, or interest exchange,
 1375 under this chapter or the law of a foreign jurisdiction, however

1376 the transaction is denominated under such law; or

1377 (b) A transaction with the same substantive effect as a
 1378 conversion, domestication, or interest exchange.

1379 (2) Except as otherwise provided in s. 605.2604, a party
 1380 to or the surviving company of either of the following:

1381 (a) A merger under this chapter or the law of a foreign
 1382 jurisdiction, however a merger is denominated under such law; or

1383 (b) A transaction with the same substantive effect as a
 1384 merger.

1385 Section 34. Section 605.2604, Florida Statutes, is created
 1386 to read:

1387 605.2604 Restrictions on merger.—A series limited
 1388 liability company may be a party to a merger in accordance with
 1389 ss. 605.1021-605.1026, this section, and ss. 605.2605-605.2608
 1390 only if both of the following apply:

1391 (1) Each other party to the merger is a limited liability
 1392 company.

1393 (2) The surviving company is not created in the merger.

1394 Section 35. Section 605.2605, Florida Statutes, is created
 1395 to read:

1396 605.2605 Plan of merger.—In a merger under s. 605.2604,
 1397 the plan of merger must do all of the following:

1398 (1) Comply with s. 605.1022 relating to the contents of a
 1399 plan of merger of a limited liability company.

1400 (2) State in a record:

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1401 (a) For any protected series of a non-surviving company,
1402 whether, after the merger, the protected series will be a
1403 relocated protected series or be dissolved, wound up, and
1404 terminated.

1405 (b) For any protected series of the surviving company
1406 which exists before the merger, whether, after the merger, the
1407 protected series will be a continuing protected series or be
1408 dissolved, wound up, and terminated.

1409 (c) For each relocated protected series or continuing
1410 protected series:

1411 1. The name of any person that becomes an associated
1412 member or a protected-series transferee of the protected series
1413 after the merger, any consideration to be paid by, on behalf of,
1414 or in respect of the person, the name of the payor, and the name
1415 of the payee;

1416 2. The name of any person which rights or obligations in
1417 the person's capacity as an associated member or a protected-
1418 series transferee will change after the merger;

1419 3. Any consideration to be paid to a person that before
1420 the merger was an associated member or a protected-series
1421 transferee of the protected series and the name of the payor;
1422 and

1423 4. If, after the merger, the protected series will be a
1424 relocated protected series, its new name.

1425 (d) For any protected series to be established by the

1426 surviving company as a result of the merger:

1427 1. The name of the protected series and the address of its

1428 principal office;

1429 2. Any protected-series transferable interest to be owned

1430 by the surviving company when the protected series is

1431 established; and

1432 3. The name of and any protected-series transferable

1433 interest owned by any person that will be an associated member

1434 of the protected series when the protected series is

1435 established.

1436 (e) For any person that is an associated member of a

1437 relocated protected series and will remain a member after the

1438 merger, any amendment to the operating agreement of the

1439 surviving limited liability company which:

1440 1. Is or is proposed to be in a record; and

1441 2. Is necessary or appropriate to state the rights and

1442 obligations of the person as a member of the surviving limited

1443 liability company.

1444 Section 36. Section 605.2606, Florida Statutes, is created

1445 to read:

1446 605.2606 Articles of merger.—In a merger under s.

1447 605.2604, the articles of merger must do all of the following:

1448 (1) Comply with s. 605.1025 relating to the articles of

1449 merger.

1450 (2) Include as an attachment all of the following records,

1451 each to become effective when the merger becomes effective:

1452 (a) For a protected series of a merging company being
 1453 terminated as a result of the merger, a statement of designation
 1454 cancellation and termination signed by the non-surviving merging
 1455 company.

1456 (b) For a protected series of a non-surviving company
 1457 which after the merger will be a relocated protected series:

1458 1. A statement of relocation signed by the non-surviving
 1459 company which contains the name of the series limited liability
 1460 company and the name of the protected series before and after
 1461 the merger; and

1462 2. A statement of protected series designation signed by
 1463 the surviving company.

1464 (c) For a protected series being established by the
 1465 surviving company as a result of the merger, a protected series
 1466 designation signed by the surviving company.

1467 Section 37. Section 605.2607, Florida Statutes, is created
 1468 to read:

1469 605.2607 Effect of merger.—When a merger of a protected
 1470 series under s. 605.2604 becomes effective, in addition to the
 1471 effects stated in s. 605.1026, all of the following apply:

1472 (1) As provided in the plan of merger, each protected
 1473 series of each merging series limited liability company which
 1474 was established before the merger is either a relocated
 1475 protected series or continuing protected series, or is

1476 dissolved, wound up, and terminated.

1477 (2) Any protected series to be established as a result of
1478 the merger is established.

1479 (3) Any relocated protected series or continuing protected
1480 series is the same person without interruption as it was before
1481 the merger.

1482 (4) All property of a relocated protected series or
1483 continuing protected series continues to be vested in the
1484 protected series without transfer, reversion, or impairment.

1485 (5) All debts, obligations, and other liabilities of a
1486 relocated protected series or continuing protected series
1487 continue as debts, obligations, and other liabilities of the
1488 relocated protected series or continuing protected series.

1489 (6) Except as otherwise provided by law or the plan of
1490 merger, all the rights, privileges, immunities, powers, and
1491 purposes of a relocated protected series or continuing protected
1492 series remain in the protected series.

1493 (7) The new name of a relocated protected series may be
1494 substituted for the former name of the relocated protected
1495 series in any pending action or proceeding.

1496 (8) To the extent provided in the plan of merger, the
1497 following apply:

1498 (a) A person becomes an associated member or a protected-
1499 series transferee of a relocated protected series or continuing
1500 protected series.

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1501 (b) A person becomes an associated member of a protected
1502 series established by the surviving company as a result of the
1503 merger.

1504 (c) Any change in the rights or obligations of a person in
1505 the person's capacity as an associated member or a protected-
1506 series transferee of a relocated protected series or continuing
1507 protected series takes effect.

1508 (d) Any consideration to be paid to a person that before
1509 the merger was an associated member or a protected-series
1510 transferee of a relocated protected series or continuing
1511 protected series is due.

1512 (9) Any person that is an associated member of a relocated
1513 protected series becomes a member of the surviving company, if
1514 not already a member.

1515 Section 38. Section 605.2608, Florida Statutes, is created
1516 to read:

1517 605.2608 Application of s. 605.2404 after merger.-

1518 (1) A creditor's right that existed under s. 605.2404
1519 immediately before a merger under that section may be enforced
1520 after the merger in accordance with the following provisions:

1521 (a) A creditor's right that existed immediately before the
1522 merger against the surviving company, a continuing protected
1523 series, or a relocated protected series continues without change
1524 after the merger.

1525 (b) A creditor's right that existed immediately before the

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1526 merger against a non-surviving company:

1527 1. May be asserted against an asset of the non-surviving
1528 company which vested in the surviving company as a result of the
1529 merger; and

1530 2. Does not otherwise change.

1531 (c) Subject to subsection (2), the following provisions
1532 apply:

1533 1. In addition to the remedy stated in paragraph (b), a
1534 creditor with a right conferred under s. 605.2404 which existed
1535 immediately before the merger against a non-surviving company or
1536 a relocated protected series may assert the right against:

1537 a. An asset of the surviving company, other than an asset
1538 of the non-surviving company which vested in the surviving
1539 company as a result of the merger;

1540 b. An asset of a continuing protected series;

1541 c. An asset of a protected series established by the
1542 surviving company as a result of the merger;

1543 d. If the creditor's right was against an asset of the
1544 non-surviving company, an asset of a relocated protected series;

1545 or

1546 e. If the creditor's right was against an asset of a
1547 relocated protected series, an asset of another relocated
1548 protected series.

1549 2. In addition to the remedy stated in paragraph (b), a
1550 creditor with a right that existed immediately before the merger

1551 against the surviving company or a continuing protected series
 1552 may assert the right against:

- 1553 a. An asset of a relocated protected series; or
- 1554 b. An asset of a non-surviving company which vested in the
 1555 surviving company as a result of the merger.

1556 (2) For the purposes of paragraph (1)(c) and s.
 1557 605.2404(2)(a)1., (b)1., and (c)1., the incurrence date is
 1558 deemed to be the date on which the merger becomes effective.

1559 (3) A merger under s. 605.2604 does not affect the manner
 1560 in which s. 605.2404 applies to a liability incurred after the
 1561 merger becomes effective.

1562 Section 39. Section 605.2701, Florida Statutes, is created
 1563 to read:

1564 605.2701 Governing law; foreign series limited liability
 1565 companies and foreign protected series.—The law of the
 1566 jurisdiction of formation of a foreign series limited liability
 1567 company governs all of the following:

1568 (1) The internal affairs of a foreign protected series of
 1569 the foreign series limited liability company, including the
 1570 following:

1571 (a) Relations among any associated members of the foreign
 1572 protected series.

1573 (b) Relations between the foreign protected series and:

- 1574 1. Any associated member;
- 1575 2. Any protected-series manager; or

- 1576 3. Any protected-series transferee.
- 1577 (c) Relations between any associated member and:
- 1578 1. Any protected-series manager; or
- 1579 2. Any protected-series transferee.
- 1580 (d) The rights and duties of a protected-series manager.
- 1581 (e) Governance decisions affecting the activities and
- 1582 affairs of the foreign protected series and the conduct of those
- 1583 activities and affairs.
- 1584 (f) Procedures and conditions for becoming an associated
- 1585 member or a protected-series transferee.
- 1586 (2) Relations between the foreign protected series and the
- 1587 following:
- 1588 (a) The foreign series limited liability company.
- 1589 (b) Another foreign protected series of the foreign series
- 1590 limited liability company.
- 1591 (c) A member of the foreign series limited liability
- 1592 company which is not an associated member of the foreign
- 1593 protected series.
- 1594 (d) A foreign protected-series manager that is not a
- 1595 protected-series manager of the foreign protected series.
- 1596 (e) A foreign protected-series transferee that is not a
- 1597 foreign protected-series transferee of the foreign protected
- 1598 series.
- 1599 (f) A transferee of a transferable interest of the foreign
- 1600 series limited liability company.

1601 (3) Except as otherwise provided in ss. 605.2402 and
1602 605.2404, the liability of a person for a debt, an obligation,
1603 or another liability of a foreign protected series of a foreign
1604 series limited liability company if the debt, obligation, or
1605 liability is asserted solely by reason of the person being or
1606 acting as any of the following:

1607 (a) An associated member, a protected-series transferee,
1608 or a protected-series manager of the foreign protected series.

1609 (b) A member of the foreign series limited liability
1610 company which is not an associated member of the foreign
1611 protected series.

1612 (c) A protected-series manager of another foreign
1613 protected series of the foreign series limited liability
1614 company.

1615 (d) A protected-series transferee of another foreign
1616 protected series of the foreign series limited liability
1617 company.

1618 (e) A manager of the foreign series limited liability
1619 company.

1620 (f) A transferee of a transferable interest of the foreign
1621 series limited liability company.

1622 (4) Except as otherwise provided in ss. 605.2402 and
1623 605.2404, the following apply:

1624 (a) The liability of the foreign series limited liability
1625 company for a debt, an obligation, or another liability of a

1626 foreign protected series of the foreign series limited liability
1627 company if the debt, obligation, or liability is asserted solely
1628 by reason of the foreign protected series being a foreign
1629 protected series of the foreign series limited liability
1630 company, or the foreign protected series limited liability
1631 company:

1632 1. Being or acting as a foreign protected-series manager
1633 of the foreign protected series;

1634 2. Having the foreign protected series manage the foreign
1635 series limited liability company; or

1636 3. Owning a protected-series transferable interest of the
1637 foreign protected series.

1638 (b) The liability of a foreign protected series for a
1639 debt, an obligation, or another liability of the foreign series
1640 limited liability company or another foreign protected series of
1641 the foreign series limited liability company, if the debt,
1642 obligation, or liability is asserted solely by reason of the
1643 foreign protected series:

1644 1. Being a foreign protected series of the foreign series
1645 limited liability company or having the foreign series limited
1646 liability company or another foreign protected series of the
1647 foreign series limited liability company be or act as a foreign
1648 protected-series manager of the foreign protected series; or

1649 2. Managing the foreign series limited liability company
1650 or being or acting as a foreign protected-series manager of

1651 another foreign protected series of the foreign series limited
 1652 liability company.

1653 Section 40. Section 605.2702, Florida Statutes, is created
 1654 to read:

1655 605.2702 No attribution of activities constituting
 1656 transacting business or for establishing jurisdiction.—In
 1657 determining whether a foreign series limited liability company
 1658 or foreign protected series of the foreign series limited
 1659 liability company is transacting business in this state or is
 1660 subject to the personal jurisdiction of the courts in this
 1661 state, the following apply:

1662 (1) The activities and affairs of the foreign series
 1663 limited liability company are not attributable to a foreign
 1664 protected series of the foreign series limited liability company
 1665 solely by reason of the foreign protected series being a foreign
 1666 protected series of the foreign series limited liability
 1667 company.

1668 (2) The activities and affairs of a foreign protected
 1669 series are not attributable to the foreign series limited
 1670 liability company or another foreign protected series of the
 1671 foreign series limited liability company, solely by reason of
 1672 the foreign protected series being a foreign protected series of
 1673 the foreign series limited liability company.

1674 Section 41. Section 605.2703, Florida Statutes, is created
 1675 to read:

1676 605.2703 Certificate of authority for foreign series
1677 limited liability company and foreign protected series;
1678 amendment of application.—

1679 (1) Except as otherwise provided in this section and
1680 subject to ss. 605.2402 and 605.2404, the laws of this state
1681 governing application by a foreign limited liability company to
1682 obtain a certificate of authority to transact business in this
1683 state as required under s. 605.0902, including the effect of
1684 obtaining a certificate of authority under s. 605.0903, and the
1685 effect of failure to have a certificate of authority as
1686 described in s. 605.0904, apply to a foreign series limited
1687 liability company and to a foreign protected series of a foreign
1688 series limited liability company, as if the foreign protected
1689 series was a foreign limited liability company formed separately
1690 from the foreign series limited liability company, and distinct
1691 from the foreign series limited liability company and any other
1692 foreign protected series of the foreign series limited liability
1693 company.

1694 (2) An application by a foreign protected series of a
1695 foreign series limited liability company for a certificate of
1696 authority to transact business in this state must include all of
1697 the following:

1698 (a) The name and jurisdiction of formation of the foreign
1699 series limited liability company and the foreign protected
1700 series seeking a certificate of authority, and all of the other

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1701 information required under s. 605.0902, and any other
1702 information required by the department.

1703 (b) If the company has other foreign protected series, the
1704 name, title, capacity, and street and mailing address of at
1705 least one person that has the authority to manage the foreign
1706 limited liability company and who knows the name and street and
1707 mailing address of:

1708 1. Each other foreign protected series of the foreign
1709 series limited liability company; and

1710 2. The foreign protected-series manager of, and the
1711 registered agent for service of process on, each other foreign
1712 protected series of the foreign series limited liability
1713 company.

1714 (3) The name of a foreign protected series applying for a
1715 certificate of authority to transact business in this state must
1716 comply with ss. 605.0112 and 605.2202, which may be accomplished
1717 by using an alternate name pursuant to ss. 605.0906 and 865.09,
1718 if the alternate name complies with ss. 605.0112, 605.0906, and
1719 605.2202.

1720 (4) The requirements in s. 605.0907 relating to required
1721 information and amending of a certificate of authority apply to
1722 the information required by subsection (2).

1723 (5) Sections 605.0903-605.0912 apply to a foreign limited
1724 liability company and to a protected series of a foreign series
1725 limited liability company applying for, amending, or withdrawing

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1726 a certificate of authority to transact business in this state.

1727 Section 42. Section 605.2704, Florida Statutes, is created
1728 to read:

1729 605.2704 Disclosure required when a foreign series limited
1730 liability company or foreign protected series becomes a party to
1731 proceeding.-

1732 (1) Not later than 30 days after becoming a party to a
1733 proceeding before a civil, administrative, or other adjudicative
1734 tribunal of or located in this state, or a tribunal of the
1735 United States located in this state:

1736 (a) A foreign series limited liability company shall
1737 disclose to each other party the name and street and mailing
1738 address of:

1739 1. Each foreign protected series of the foreign series
1740 limited liability company; and

1741 2. Each foreign protected-series manager of and a
1742 registered agent for service of process for each foreign
1743 protected series of the foreign series limited liability
1744 company.

1745 (b) A foreign protected series of a foreign series limited
1746 liability company shall disclose to each other party the name
1747 and street and mailing address of:

1748 1. The foreign series limited liability company and each
1749 manager of the foreign series limited liability company and an
1750 agent for service of process for the foreign series limited

1751 liability company; and

1752 2. Any other foreign protected series of the foreign
 1753 series limited liability company and each foreign protected-
 1754 series manager of and an agent for service of process for the
 1755 other foreign protected series.

1756 (2) If a foreign series limited liability company or
 1757 foreign protected series challenges the personal jurisdiction of
 1758 the tribunal, the requirement that the foreign series limited
 1759 liability company or foreign protected series make disclosure
 1760 under subsection (1) is tolled until the tribunal determines
 1761 whether it has personal jurisdiction.

1762 (3) If a foreign series limited liability company or
 1763 foreign protected series does not comply with subsection (1), a
 1764 party to the proceeding may do one or both of the following:

1765 (a) Request the tribunal to treat the noncompliance as a
 1766 failure to comply with the tribunal's discovery rules.

1767 (b) Bring a separate proceeding in the court to enforce
 1768 subsection (1).

1769 Section 43. Section 605.2801, Florida Statutes, is created
 1770 to read:

1771 605.2801 Relation to Electronic Signatures in Global and
 1772 National Commerce Act.—Section 605.1102 applies to ss. 605.2101-
 1773 605.2802.

1774 Section 44. Section 605.2802, Florida Statutes, is created
 1775 to read:

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1776 605.2802 Effective date.-
 1777 (1) Beginning January 1, 2025, this chapter governs all
 1778 domestic and foreign protected series limited liability
 1779 companies and all domestic protected series and all foreign
 1780 series that transact business in this state.
 1781 (2) A domestic limited liability company formed before
 1782 January 1, 2025, may not create or designate any protected
 1783 series before the effective date of this act.
 1784 Section 45. This act shall take effect January 1, 2025.