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LEGISLATIVE ACTION

Senate	.	House
Comm: RCS	.	
03/12/2025	.	
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The Committee on Banking and Insurance (Truenow) recommended the following:

Senate Amendment (with title amendment)

Delete everything after the enacting clause
and insert:

Section 1. Present subsections (6) through (9), (10), (11), (12), (13) through (17), (18), (19), (20) through (25), (26), and (27) of section 517.021, Florida Statutes, are redesignated as subsections (7) through (10), (12), (14), (15), (17) through (21), (25), (26), (28) through (33), (36), and (37), respectively, new subsections (6), (11), (13), (16), (22), (23),



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11 (24), (27), (34), and (35) are added to that section, and
12 present subsections (11) and (15) of that section are amended,
13 to read:

14 517.021 Definitions.—When used in this chapter, unless the
15 context otherwise indicates, the following terms have the
16 following respective meanings:

17 (6) "Branch manager" means a natural person who administers
18 or supervises the affairs or operations of a branch office.

19 (11) "Corporation" has the same meaning as "corporation,"
20 "domestic corporation," or "foreign corporation" in s.
21 607.01401.

22 (13) "Director" means a person appointed or elected to sit
23 on a board that manages the affairs of a corporation or other
24 organization by electing or exercising control over its
25 officers.

26 (14)~~(11)~~ "Federal covered adviser" means a person that is
27 registered or required to be registered under s. 203 of the
28 Investment Advisers Act of 1940, as amended. The term does not
29 include any person that is excluded from the definition of
30 investment adviser under subparagraphs (20) (b) 1.-7. ~~(16) (b) 1.-7.~~
31 and 9.

32 (16) "General partner" has the same meaning as in s.
33 620.1102 and includes a co-owner or manager of a partnership who
34 has unlimited liability for the partnership's debts.

35 (19)~~(15)~~ "Intermediary" means a ~~natural~~ person that
36 ~~residing in this state or a corporation, trust, partnership,~~
37 ~~limited liability company, association, or other legal entity~~
38 ~~registered with the Secretary of State to do business in this~~
39 ~~state, which~~ facilitates through its website the offer or sale



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40 of securities of an issuer with a principal place of business in
41 this state.

42 (22) "Limited liability company" has the same meaning as in
43 s. 605.0102, including a "foreign limited liability company," as
44 that term is defined in that section.

45 (23) "Limited liability company manager" or "limited
46 liability managing member" means a person who is responsible
47 alone, or in concert with others, for performing the management
48 functions of a limited liability company.

49 (24) "Limited partner" has the same meaning as in s.
50 620.1102 and includes a co-owner of a partnership who has
51 limited liability for the partnership's debts.

52 (27) "Partnership" means two or more persons who are the
53 co-owners of a business, including those operating as a "foreign
54 limited liability limited partnership," a "foreign limited
55 partnership," a "limited liability limited partnership," or a
56 "limited partnership" as those terms are defined in s. 620.1102.

57 (34) "Shareholder" means a person who owns at least one
58 share of a corporation and whose ownership is reflected in the
59 records of the corporation.

60 (35) "Trust" has the same meaning as in s. 731.201.

61 Section 2. Subsections (7) and (9), paragraph (f) of
62 subsection (11), and subsections (18), (19), and (20) of section
63 517.061, Florida Statutes, are amended to read:

64 517.061 Exempt transactions.—Except as otherwise provided
65 in subsection (11), the exemptions provided herein from the
66 registration requirements of s. 517.07 are self-executing and do
67 not require any filing with the office before being claimed. Any
68 person who claims entitlement to an exemption under this section



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69 bears the burden of proving such entitlement in any proceeding
70 brought under this chapter. The registration provisions of s.
71 517.07 do not apply to any of the following transactions;
72 however, such transactions are subject to s. 517.301:

73 (7) The offer or sale of securities, solely in connection
74 with the transfer of ownership of an eligible privately held
75 company, through a merger and acquisition broker in accordance
76 with s. 517.12(22) ~~s. 517.12(21)~~.

77 (9) The offer or sale of securities to:

78 (a) A bank, trust company, savings institution, insurance
79 company, dealer, investment company as defined in the Investment
80 Company Act of 1940, 15 U.S.C. s. 80a-3, as amended, pension or
81 profit-sharing trust, or qualified institutional buyer, whether
82 any of such entities is acting in its individual or fiduciary
83 capacity.

84 (b) A savings and loan association, building and loan
85 association, cooperative bank, or credit union, which is
86 supervised and examined by a state or federal authority having
87 supervision over any such institution.

88 (c) A federal covered adviser, investment adviser
89 registered pursuant to the laws of a state, exempt reporting
90 adviser or private fund adviser as those terms are defined in s.
91 517.12(23)(a)2. and 3., respectively, investment adviser relying
92 on the exemption from registering with the Securities and
93 Exchange Commission under s. 203(1) or (m) of the Investment
94 Advisers Act of 1940, as amended, business development company
95 as defined in s. 2(a)(48) of the Investment Company Act of 1940,
96 as amended, or business development company as defined in s.
97 202(a)(22) of the Investment Advisers Act of 1940, as amended.



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98 (d) A small business investment company licensed by the
99 Small Business Administration under s. 301(c) of the Small
100 Business Investment Act of 1958, as amended, or rural business
101 investment company as defined in s. 384A of the Consolidated
102 Farm and Rural Development Act.

103 (e) A plan established and maintained by a state, a
104 political subdivision thereof, or any agency or instrumentality
105 of a state or a political subdivision, for the benefit of its
106 employees, if such plan has total assets in excess of \$5
107 million, an employee benefit plan within the meaning of the
108 Employee Retirement Income Security Act of 1974 if the
109 investment decision is made by a plan fiduciary, as described in
110 s. 3(21) of such act, which is a bank, savings and loan
111 association, insurance company, or federal covered adviser, or
112 if the employee benefit plan has total assets in excess of \$5
113 million or, if a self-directed plan, with investment decisions
114 made solely by persons that are accredited investors.

115 (f) An organization described in s. 501(c)(3) of the
116 Internal Revenue Code, corporation, Massachusetts trust or
117 similar business trust, partnership, or limited liability
118 company, not formed for the specific purpose of acquiring the
119 securities offered, with total assets in excess of \$5 million.

120 (g) A trust, with total assets in excess of \$5 million, not
121 formed for the specific purpose of acquiring the securities
122 offered, whose purchase is directed by a sophisticated person as
123 described in Securities and Exchange Commission Rule
124 506(b)(2)(ii), 17 C.F.R. s. 230.506(b)(2)(ii), as amended.

125 (h) An entity of a type not listed in paragraphs (a)-(g) or
126 paragraph (j) which owns investments as defined in Securities



127 and Exchange Commission Rule 2a51-1(b), 17 C.F.R. s. 270.2a51-
128 1(b), as amended, in excess of \$5 million and is not formed for
129 the specific purpose of acquiring the securities offered.

130 (i) A family office as defined in Securities and Exchange
131 Commission Rule 202(a)(11)(G)-1 under the Investment Advisers
132 Act of 1940, 17 C.F.R. s. 275.202(a)(11)(G)-1, as amended,
133 provided that:

134 1. The family office has assets under management in excess
135 of \$5 million;

136 2. The family office is not formed for the specific purpose
137 of acquiring the securities offered; and

138 3. The prospective investment of the family office is
139 directed by a person who has knowledge and experience in
140 financial and business matters that the family office is capable
141 of evaluating the merits and risks of the prospective
142 investment.

143 (j) An entity in which all of the equity owners are
144 described in paragraphs (a)-(i).

145 (11) Offers or sales of securities by an issuer in a
146 transaction that meets all of the following conditions:

147 (f) The issuer files with the office a notice of
148 transaction on a form prescribed by commission rule, an
149 irrevocable written,~~a consent to service of civil process in~~
150 accordance with s. 517.101, and a copy of the general
151 announcement within 15 days after the first sale is made in this
152 state. The commission may adopt by rule procedures for filing
153 documents by electronic means.

154 (18) Any nonissuer transaction by a registered dealer, and
155 any resale transaction by a sponsor of a unit investment trust



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156 registered under the Investment Company Act of 1940, as amended,
157 in a security of a class that has been outstanding in the hands
158 of the public for at least 90 days; provided that, at the time
159 of the transaction, the following conditions in paragraphs (a),
160 (b), and (c) and either paragraph (d) or paragraph (e) are met:

161 (a) The issuer of the security is actually engaged in
162 business and is not in the organizational stage or in bankruptcy
163 or receivership and is not a blank check, blind pool, or shell
164 company whose primary plan of business is to engage in a merger
165 or combination of the business with, or an acquisition of, an
166 unidentified person.

167 (b) The security is sold at a price reasonably related to
168 the current market price of the security.

169 (c) The security does not constitute the whole or part of
170 an unsold allotment to, or a subscription or participation by,
171 the dealer as an underwriter of the security.

172 (d) The security is listed in a nationally recognized
173 securities manual designated by rule of the commission or a
174 document filed with and publicly viewable through the Securities
175 and Exchange Commission electronic data gathering and retrieval
176 system and contains:

177 1. A description of the business and operations of the
178 issuer.†

179 2. The names of the issuer's officers and directors, if
180 any, or, in the case of an issuer not domiciled in the United
181 States, the corporate equivalents of such persons in the
182 issuer's country of domicile.†

183 3. An audited balance sheet of the issuer as of a date
184 within 18 months before such transaction or, in the case of a



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185 reorganization or merger in which parties to the reorganization
186 or merger had such audited balance sheet, a pro forma balance
187 sheet. ~~and~~

188 4. An audited income statement for each of the issuer's
189 immediately preceding 2 fiscal years, or for the period of
190 existence of the issuer, if in existence for less than 2 years
191 or, in the case of a reorganization or merger in which the
192 parties to the reorganization or merger had such audited income
193 statement, a pro forma income statement.

194 (e)1. The issuer of the security has a class of equity
195 securities listed on a national securities exchange registered
196 under the Securities Exchange Act of 1934, as amended;

197 2. The class of security is quoted, offered, purchased, or
198 sold through an alternative trading system registered under
199 Securities and Exchange Commission Regulation ATS, 17 C.F.R. s.
200 242.301, as amended, and the issuer of the security has made
201 current information publicly available in accordance with
202 Securities and Exchange Commission Rule 15c2-11, 17 C.F.R. s.
203 240.15c2-11, as amended;

204 3. The issuer of the security is a unit investment trust
205 registered under the Investment Company Act of 1940, as amended;

206 4. The issuer of the security has been engaged in
207 continuous business, including predecessors, for at least 3
208 years; or

209 5. The issuer of the security has total assets of at least
210 \$2 million based on an audited balance sheet as of a date within
211 18 months before such transaction or, in the case of a
212 reorganization or merger in which parties to the reorganization
213 or merger had such audited balance sheet, a pro forma balance



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214 sheet.

215 (19) The offer or sale of any security effected by or
216 through a person in compliance with s. 517.12(17) ~~s. 517.12(16)~~.

217 (20) (a) A nonissuer transaction in an outstanding security
218 by or through a dealer registered or exempt from registration
219 under this chapter, if, at the time of the transaction, all of
220 the following conditions are met true:

221 1. ~~(a)~~ The issuer is a reporting issuer in a foreign
222 jurisdiction ~~designated by this subsection or by commission~~
223 ~~rule,~~ and the issuer has been subject to continuous reporting
224 requirements in such foreign jurisdiction for not less than 180
225 days before the transaction.

226 2. ~~(b)~~ The security is listed on a foreign securities
227 exchange or foreign securities market ~~the securities exchange~~
228 ~~designated by this subsection or by commission rule,~~ is a
229 security of the same issuer which is of senior or substantially
230 equal rank to the listed security, or is a warrant or right to
231 purchase or subscribe to any such security.

232 (b) The commission shall consider all of the following in
233 designating a foreign securities exchange or foreign securities
234 market for purposes of this subsection:

235 1. Organization under foreign law.

236 2. Association with a community of dealers, financial
237 institutions, or other professional intermediaries with an
238 established operating history.

239 3. Oversight by a governmental or self-regulatory body.

240 4. Oversight standards set by general law.

241 5. Reporting of securities transactions on a regular basis
242 to a governmental or self-regulatory body.



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243 6. A system for exchange of price quotations through common
244 communications media.

245 7. An organized clearance and settlement system.

246 8. Listing in Securities and Exchange Commission Regulation
247 S Rule 902, 17 C.F.R. s. 230.902, as amended.

248
249 ~~For purposes of this subsection, Canada, together with its~~
250 ~~provinces and territories, is designated as a foreign~~
251 ~~jurisdiction, and Toronto Stock Exchange, Inc., is designated as~~
252 ~~a securities exchange. If, after an administrative hearing in~~
253 ~~compliance with ss. 120.569 and 120.57, the office finds that~~
254 ~~revocation is necessary or appropriate in furtherance of the~~
255 ~~public interest and for the protection of investors, it may~~
256 ~~revoke the designation of a foreign securities exchange or~~
257 ~~foreign securities market under this subsection.~~

258 Section 3. Subsection (10) of section 517.0612, Florida
259 Statutes, is amended to read:

260 517.0612 Florida Invest Local Exemption.—

261 (10) The issuer must file with the office a notice of
262 transaction on a form prescribed by commission rule, an
263 irrevocable written consent to service of civil process in
264 accordance with s. 517.101, and a copy of the disclosure
265 statement described in subsection (8) at least ~~the offering with~~
266 ~~the office, in writing or in electronic form, in a format~~
267 ~~prescribed by commission rule, no less than 5 business days~~
268 ~~before the offering commences, along with the disclosure~~
269 ~~statement described in subsection (8).~~ If there are any material
270 changes to the information previously submitted, the issuer
271 must, within 3 business days after such material change, file an



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272 amended notice.

273 Section 4. Paragraph (b) of subsection (2) of section
274 517.0614, Florida Statutes, is amended to read:

275 517.0614 Integration of offerings.—

276 (2) The integration analysis required by subsection (1) is
277 not required if any of the following nonexclusive safe harbors
278 apply:

279 (b) Offers and sales made in compliance with any of the
280 following provisions are not subject to integration with other
281 offerings:

282 1. Section 517.051 or s. 517.061, except s. 517.061(10) or
283 (11) ~~s. 517.061(9), (10), or (11)~~.

284 2. Section 517.0611 or s. 517.0612.

285 Section 5. Section 517.0616, Florida Statutes, is amended
286 to read:

287 517.0616 Disqualification.—

288 (1) A registration exemption under s. 517.061(11) ~~s.~~
289 ~~517.061(9), (10), and (11)~~, s. 517.0611, or s. 517.0612 is not
290 available to an issuer if, at the time the issuer makes an offer
291 for the sale of a security, the issuer; a predecessor of the
292 issuer; an affiliated issuer; a director, executive officer, or
293 other officer of the issuer participating in the offering; a
294 general partner or managing member of the issuer; a beneficial
295 owner of 20 percent or more of the issuer's outstanding voting
296 equity securities, calculated on the basis of voting power; or a
297 promoter connected with the issuer in any capacity at the time
298 of such sale ~~that~~ would be disqualified under Securities and
299 Exchange Commission Rule 506(d), 17 C.F.R. s. 230.506(d), as
300 amended, ~~at the time the issuer makes an offer for the sale of a~~



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301 ~~security.~~

302 (2) The disqualification under Securities and Exchange
303 Commission Rule 506(d), 17 C.F.R. s. 230.506(d), as amended,
304 does not apply to any other person or entity listed in such
305 rule.

306 Section 6. Subsection (2) of section 517.075, Florida
307 Statutes, is amended to read:

308 517.075 Cuba, prospectus disclosure of doing business with,
309 required.—

310 (2) Any disclosure required by subsection (1) must include:

311 (a) The name of such person, affiliate, or government with
312 which the issuer does business and the nature of that business. ~~†~~

313 (b) A statement that the information is accurate as of the
314 date the securities were effective with the ~~United States~~
315 Securities and Exchange Commission or with the office, whichever
316 date is later. ~~† and~~

317 (c) A statement that current information concerning the
318 issuer's business dealings with the government of Cuba or with
319 any person or affiliate located in Cuba may be obtained from the
320 office, which statement must include the address and phone
321 number of the office.

322 Section 7. Subsection (5) and paragraph (a) of subsection
323 (9) of section 517.081, Florida Statutes, are amended to read:

324 517.081 Registration procedure.—

325 (5) ~~All of~~ The following issuers are not eligible to submit
326 a simplified offering circular:

327 (a) An issuer that is subject to any of the
328 disqualifications described in Securities and Exchange
329 Commission Rule 262, 17 C.F.R. s. 230.262, as amended, or that



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330 has been or is engaged or is about to engage in an activity that
331 would be grounds for denial, revocation, or suspension under s.
332 517.111. For purposes of this paragraph, an issuer includes an
333 issuer's director, officer, general partner, manager or managing
334 member, trustee, or a person owning at least 10 percent of the
335 ownership interests of the issuer; a promoter or selling agent
336 of the securities to be offered; or any officer, director,
337 partner, or manager or managing member of such selling agent.

338 (b) An issuer that is a development-stage company that
339 either has no specific business plan or purpose or has indicated
340 that its business plan is to merge with an unidentified business
341 entity or entities.

342 (c) An issuer of offerings in which the specific business
343 or properties cannot be described.

344 (d) An issuer that the office determines is ineligible
345 because the simplified circular does not provide full and fair
346 disclosure of material information for the type of offering to
347 be registered by the issuer.

348 (9) (a) The office shall record the registration of a
349 security in the register of securities if, upon examination of
350 an application, it finds that all of the following requirements
351 are met:

- 352 1. The application is complete.
- 353 2. The fee imposed in subsection (8) has been paid.
- 354 3. The sale of the security would not be fraudulent and
355 would not work or tend to work a fraud upon the purchaser.
- 356 4. The terms of the sale of such securities would be fair,
357 just, and equitable.
- 358 ~~5. The enterprise or business of the issuer is not based~~



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359 ~~upon unsound business principles.~~

360 Section 8. Present subsections (7) through (22) of section
361 517.12, Florida Statutes, are redesignated as subsections (8)
362 through (23), respectively, a new subsection (7) is added to
363 that section, and subsection (6), present subsection (10),
364 paragraph (b) of present subsection (14), and present
365 subsections (19), (20), and (21) of that section are amended, to
366 read:

367 517.12 Registration of dealers, associated persons,
368 intermediaries, and investment advisers.—

369 (6) The application must also contain such information as
370 the commission or office may require about the applicant; any
371 member, principal, or director of the applicant or any person
372 having a similar status or performing similar functions; any
373 person directly or indirectly controlling the applicant; or any
374 employee of a dealer or of an investment adviser rendering
375 investment advisory services. ~~Each applicant and any direct~~
376 ~~owners, principals, or indirect owners that are required to be~~
377 ~~reported on Form BD or Form ADV pursuant to subsection (14)~~
378 ~~shall submit fingerprints for live-scan processing in accordance~~
379 ~~with rules adopted by the commission. The fingerprints may be~~
380 ~~submitted through a third-party vendor authorized by the~~
381 ~~Department of Law Enforcement to provide live-scan~~
382 ~~fingerprinting. The costs of fingerprint processing shall be~~
383 ~~borne by the person subject to the background check. The~~
384 ~~Department of Law Enforcement shall conduct a state criminal~~
385 ~~history background check, and a federal criminal history~~
386 ~~background check must be conducted through the Federal Bureau of~~
387 ~~Investigation. The office shall review the results of the state~~



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388 ~~and federal criminal history background checks and determine~~
389 ~~whether the applicant meets licensure requirements. The~~
390 ~~commission may waive, by rule, the requirement that applicants,~~
391 ~~including any direct owners, principals, or indirect owners that~~
392 ~~are required to be reported on Form BD or Form ADV pursuant to~~
393 ~~subsection (14), submit fingerprints or the requirement that~~
394 ~~such fingerprints be processed by the Department of Law~~
395 ~~Enforcement or the Federal Bureau of Investigation. The~~
396 commission or office may require information about any such
397 applicant or person concerning such matters as:

398 (a) The applicant's or person's full name, and any other
399 names by which the applicant or person may have been known, and
400 the applicant's or person's age, social security number,
401 photograph, qualifications, and educational and business
402 history.

403 (b) Any injunction or administrative order by a state or
404 federal agency, national securities exchange, or national
405 securities association involving a security or any aspect of a
406 dealer's or investment adviser's regulated business and any
407 injunction or administrative order by a state or federal agency
408 regulating banking, insurance, finance, or small loan companies,
409 real estate, mortgage brokers, or other related or similar
410 industries, which injunctions or administrative orders relate to
411 such person.

412 (c) The applicant's or person's conviction of, or plea of
413 nolo contendere to, a criminal offense or the applicant's or
414 person's commission of any acts which would be grounds for
415 refusal of an application under s. 517.161.

416 (d) The names and addresses of other persons of whom the



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417 office may inquire as to the applicant's or person's character,
418 reputation, and financial responsibility.

419 (7) (a) 1. The following natural persons shall submit a full
420 set of fingerprints to the Department of Law Enforcement or to a
421 vendor, entity, or agency authorized under s. 943.053(13) for
422 live-scan processing in accordance with rules adopted by the
423 commission:

424 a. A natural person who files an application with the
425 office for registration as an associated person.

426 b. A natural person who holds the title of president,
427 treasurer, chief executive officer, chief financial officer,
428 chief operations officer, chief legal officer, chief compliance
429 officer, or director for a dealer or investment adviser
430 applicant.

431 c. A natural person who owns at least 5 percent of a dealer
432 or investment adviser applicant.

433 d. With respect to each owner who owns at least 5 percent
434 of a dealer or investment adviser applicant which is a
435 corporation, partnership, trust, or limited liability company,
436 each natural person who is a 25 percent or more owner or trustee
437 of such entity, and each natural person who is a 25 percent or
438 more owner or trustee at each level up the chain of ownership up
439 to, but not including, an entity subject to s. 12 or s. 15(d) of
440 the Securities Exchange Act of 1934, as amended.

441 2. For purposes of this subsection, the term "owner" means:

442 a. A shareholder who owns a percentage of a class of voting
443 securities of a dealer or an investment adviser applicant, and
444 includes any person who owns, beneficially owns, has the right
445 to vote on, or has the power to sell or direct the sale of, the



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446 percentage of a class of a voting security of the dealer or
447 investment adviser applicant specified in sub-subparagraph 1.c.
448 or 1.d. For purposes of this sub-subparagraph, a person
449 beneficially owns any securities:

450 (I) That are owned by the shareholder's child, stepchild,
451 grandchild, parent, stepparent, grandparent, spouse, sibling,
452 mother-in-law, father-in-law, son-in-law, daughter-in-law,
453 brother-in-law, or sister-in-law, sharing the same residence; or

454 (II) That the shareholder has the right to acquire, within
455 60 days, through the exercise of any option, warrant, or right
456 to purchase the securities.

457 b. A general partner of a partnership, and a limited
458 partner of a partnership who has the right to receive upon
459 dissolution, or has contributed, a percentage of the capital of
460 a dealer or investment adviser applicant.

461 c. A trustee of a trust that owns a percentage of a class
462 of a voting security of a dealer or investment adviser
463 applicant, or that has the right to receive upon dissolution, or
464 has contributed, a percentage of the capital of a dealer or
465 investment adviser applicant.

466 d. A member of a limited liability company who has the
467 right to receive upon dissolution, or has contributed, a
468 percentage of the capital of a dealer or investment adviser
469 applicant, and all limited liability company managers of a
470 dealer or investment adviser applicant.

471 (b) A vendor, entity, or agency authorized under s.
472 943.053(13) to submit fingerprints electronically to the
473 Department of Law Enforcement shall submit the fingerprints to
474 the department for state processing, and the department shall



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475 forward the fingerprints to the Federal Bureau of Investigation
476 for national processing.

477 (c) Fees for state and federal fingerprint processing shall
478 be borne by the person subject to the criminal history record
479 check. The state cost for fingerprint processing shall be as
480 provided in s. 943.053(3)(e).

481 (d) The office shall review the results of the state and
482 federal criminal history record checks and determine whether the
483 applicant is disqualified from registration. The commission may
484 waive by rule the requirement that the persons listed in this
485 subsection submit fingerprints or the requirement that such
486 fingerprints be processed by the Department of Law Enforcement
487 or the Federal Bureau of Investigation. In waiving the
488 requirement, the commission may consider the rules and
489 regulations of the Securities and Exchange Commission, the model
490 rules and acts of the North American Securities Administrators
491 Association, Inc., and the rules and regulations of the
492 Financial Industry Regulatory Authority.

493 (11) (a) ~~(10) (a)~~ If the office finds that the applicant has
494 complied with the applicable registration provisions of this
495 chapter and the rules made pursuant hereto, it shall register
496 the applicant unless the applicant is otherwise disqualified for
497 registration pursuant to law. The registration of each dealer,
498 investment adviser, and associated person expires on December 31
499 of the year the registration became effective unless the
500 registrant has renewed its registration on or before that date.
501 Registration may be renewed by furnishing such information as
502 the commission may require, together with payment of the fee
503 required in paragraph (10) (a) ~~(9) (a)~~ for dealers, investment



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504 advisers, or associated persons and the payment of any amount
505 lawfully due and owing to the office pursuant to any order of
506 the office or pursuant to any agreement with the office. Any
507 dealer, investment adviser, or associated person who has not
508 renewed a registration by the time the current registration
509 expires may request reinstatement of such registration by filing
510 with the office, on or before January 31 of the year following
511 the year of expiration, such information as may be required by
512 the commission, together with payment of the fee required in
513 paragraph (10)(a) ~~(9)(a)~~ for dealers, investment advisers, or
514 associated persons and a late fee equal to the amount of such
515 fee. Any reinstatement of registration granted by the office
516 during the month of January shall be deemed effective
517 retroactive to January 1 of that year.

518 (b) The office shall waive the \$50 assessment fee for an
519 associated person required by paragraph (10)(a) ~~(9)(a)~~ for a
520 registrant renewing his or her registration who:

521 1. Is an active duty member of the United States Armed
522 Forces or the spouse of such member;

523 2. Is or was a member of the United States Armed Forces and
524 served on active duty within the 2 years preceding the
525 expiration date of the registration pursuant to paragraph (a).

526 To qualify for the fee waiver, a registrant who is a former
527 member of the United States Armed Forces who served on active
528 duty within the 2 years preceding the expiration date of the
529 registration must have received an honorable discharge upon
530 separation or discharge from the United States Armed Forces; or

531 3. Is the surviving spouse of a member of the United States
532 Armed Forces if the member was serving on active duty at the



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533 time of death and died within the 2 years preceding the
534 surviving spouse's registration expiration date pursuant to
535 paragraph (a).

536

537 A registrant seeking such fee waiver must submit proof, in a
538 form prescribed by commission rule, that the registrant meets
539 one of the qualifications in this paragraph.

540 (15)~~(14)~~

541 (b) In lieu of filing with the office the applications
542 specified in subsection (5), the fees required by subsection
543 (10) ~~(9)~~, the renewals required by subsection (11) ~~(10)~~, and the
544 termination notices required by subsection (12) ~~(11)~~, the
545 commission may by rule establish procedures for the deposit of
546 such fees and documents with the Central Registration Depository
547 or the Investment Adviser Registration Depository of the
548 Financial Industry Regulatory Authority, as developed under
549 contract with the North American Securities Administrators
550 Association, Inc.

551 (20)~~(19)~~ An intermediary may not engage in business in this
552 state unless the intermediary is registered as a dealer or as an
553 intermediary with the office pursuant to this section to
554 facilitate the offer or sale of securities in accordance with s.
555 517.0611. An intermediary, in order to obtain registration, must
556 file with the office a written application on a form prescribed
557 by commission rule and pay a registration fee of \$200. The fees
558 under this subsection shall be deposited into the Regulatory
559 Trust Fund of the office. The commission may establish by rule
560 procedures for depositing fees and filing documents by
561 electronic means if such procedures provide the office with the



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562 information and data required by this section. Each intermediary
563 must also file an irrevocable written consent to service of
564 civil process, as provided in s. 517.101.

565 (a) The application must contain such information as the
566 commission or office may require concerning:

567 1. The name of the applicant and address of its principal
568 office and each office in this state.

569 2. The applicant's form and place of organization; and, if
570 the applicant is:

571 a. A corporation, a copy of its articles of incorporation
572 and amendments to the articles of incorporation;

573 b. A limited liability company, a copy of its articles of
574 organization and amendments to the articles and a copy of the
575 company's operating agreement as may be amended; or

576 c. A partnership, a copy of the partnership agreement.

577 3. The website address where securities of the issuer will
578 be offered.

579 4. Contact information.

580 (b) The application must also contain such information as
581 the commission may require by rule about the applicant; any
582 member, principal, or director of the applicant or any person
583 having a similar status or performing similar functions; or any
584 persons directly or indirectly controlling the applicant. ~~Each~~
585 ~~applicant and any direct owners, principals, or indirect owners~~
586 ~~that are required to be reported on a form adopted by commission~~
587 ~~rule shall submit fingerprints for live-scan processing in~~
588 ~~accordance with rules adopted by the commission. The~~
589 ~~fingerprints may be submitted through a third party vendor~~
590 ~~authorized by the Department of Law Enforcement to provide live-~~



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591 ~~scan fingerprinting. The costs of fingerprint processing shall~~
592 ~~be borne by the person subject to the background check. The~~
593 ~~Department of Law Enforcement shall conduct a state criminal~~
594 ~~history background check, and a federal criminal history~~
595 ~~background check must be conducted through the Federal Bureau of~~
596 ~~Investigation. The office shall review the results of the state~~
597 ~~and federal criminal history background checks and determine~~
598 ~~whether the applicant meets registration requirements. The~~
599 ~~commission may waive, by rule, the requirement that applicants,~~
600 ~~including any direct owners, principals, or indirect owners,~~
601 ~~which are required to be reported on a form adopted by~~
602 ~~commission rule, submit fingerprints or the requirement that~~
603 ~~such fingerprints be processed by the Department of Law~~
604 ~~Enforcement or the Federal Bureau of Investigation. The~~
605 ~~commission, by rule, or the office may require information about~~
606 ~~any applicant or person, including:~~

607 1. The applicant's or person's full name and any other
608 names by which the applicant or person may have been known and
609 the applicant's or person's age, social security number,
610 photograph, qualifications, and educational and business
611 history.

612 2. Any injunction or administrative order by a state or
613 federal agency, national securities exchange, or national
614 securities association involving a security or any aspect of an
615 intermediary's regulated business and any injunction or
616 administrative order by a state or federal agency regulating
617 banking, insurance, finance, real estate, mortgage brokers, or
618 other related or similar industries, which relate to such
619 person.



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620 3. The applicant's or person's conviction of, or plea of
621 nolo contendere to, a criminal offense or the applicant's or
622 person's commission of any acts that would be grounds for
623 refusal of an application under s. 517.161.

624 (c)1. The following natural persons must submit a full set
625 of fingerprints to the Department of Law Enforcement or to a
626 vendor, entity, or agency authorized under s. 943.053(13) for
627 live-scan processing in accordance with rules adopted by the
628 commission:

629 a. A natural person filing an application with the office
630 for registration as an intermediary.

631 b. A natural person who holds the title of president,
632 treasurer, chief executive officer, chief financial officer,
633 chief operations officer, chief legal officer, chief compliance
634 officer, or director for an intermediary applicant.

635 c. A natural person who is a 5 percent or more owner of an
636 intermediary applicant.

637 d. With respect to each 5 percent or more owner of an
638 intermediary applicant that is a corporation, partnership,
639 trust, or limited liability company, each natural person who is
640 a 25 percent or more owner or trustee of such entity, and each
641 natural person who is a 25 percent or more owner or trustee at
642 each level up the chain of ownership up to, but not including an
643 entity subject to s. 12 or s. 15(d) of the Securities Exchange
644 Act of 1934, as amended.

645 2. For purposes of this subsection, the term "owner" means:

646 a. A shareholder who owns a percentage of a class of voting
647 securities of an intermediary applicant, and includes any person
648 who owns, beneficially owns, has the right to vote on, or has



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649 the power to sell or direct the sale of, the percentage of a
650 class of a voting security of the intermediary applicant
651 specified in sub-subparagraph 1.c. or 1.d. For purposes of this
652 sub-subparagraph, a person beneficially owns any securities:

653 (I) That are owned by the shareholder's child, stepchild,
654 grandchild, parent, stepparent, grandparent, spouse, sibling,
655 mother-in-law, father-in-law, son-in-law, daughter-in-law,
656 brother-in-law, or sister-in-law, sharing the same residence; or

657 (II) That the shareholder has the right to acquire, within
658 60 days, through the exercise of any option, warrant, or right
659 to purchase the securities.

660 b. A general partner of a partnership, and a limited
661 partner of a partnership who has the right to receive upon
662 dissolution, or has contributed, a percentage of the capital of
663 an intermediary applicant.

664 c. A trustee of a trust that owns a percentage of a class
665 of a voting security of an intermediary applicant, or that has
666 the right to receive upon dissolution, or has contributed, a
667 percentage of the capital of an intermediary applicant.

668 d. A member of a limited liability company who has the
669 right to receive upon dissolution, or has contributed, a
670 percentage of the capital of an intermediary applicant, and, all
671 limited liability company managers of an intermediary applicant.

672 (d) The vendor, entity, or agency authorized under s.
673 943.053(13) to submit fingerprints electronically to the
674 Department of Law Enforcement shall submit the fingerprints to
675 the department for state processing, and the department shall
676 forward the fingerprints to the Federal Bureau of Investigation
677 for national processing.



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678 (e) Fees for state and federal fingerprint processing must
679 be borne by the person subject to the criminal history record
680 check. The state cost for fingerprint processing is as provided
681 in s. 943.053(3)(e).

682 (f) The office shall review the results of the state and
683 federal criminal history record checks and determine whether the
684 applicant is disqualified from registration. The commission may
685 waive by rule the requirement that applicants, including any
686 persons listed in sub-subparagraphs (c)1.a.-d., submit
687 fingerprints or the requirement that such fingerprints be
688 processed by the Department of Law Enforcement or the Federal
689 Bureau of Investigation. In waiving the requirement, the
690 commission may consider the rules and regulations of the
691 Securities and Exchange Commission, the model rules and acts of
692 the North American Securities Administrators Association, Inc.,
693 and the rules and regulations of the Financial Industry
694 Regulatory Authority.

695 (g)~~(e)~~ The application must be amended within 30 days if
696 any information contained in the form becomes inaccurate for any
697 reason.

698 (h)~~(d)~~ An intermediary or persons affiliated with the
699 intermediary are not subject to any disqualification described
700 in s. 517.1611 or Securities and Exchange Commission Rule
701 506(d), 17 C.F.R. 230.506(d), adopted pursuant to the Securities
702 Act of 1933, as amended. Each director, officer, manager or
703 managing member, control person of the issuer, any person
704 occupying a similar status or performing a similar function, and
705 each person holding more than 20 percent of the ownership
706 interests of the intermediary is subject to this requirement.



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707 (i)~~(e)~~ If the office finds that the applicant has complied
708 with the applicable registration provisions of this chapter and
709 the rules adopted thereunder, it shall register the applicant.
710 The registration of each intermediary expires on December 31 of
711 the year the registration became effective unless the registrant
712 renews his or her registration on or before that date.
713 Registration may be renewed by furnishing such information as
714 the commission may require by rule, together with payment of a
715 \$200 fee and the payment of any amount due to the office
716 pursuant to any order of the office or pursuant to any agreement
717 with the office. An intermediary who has not renewed a
718 registration by the time that the current registration expires
719 may request reinstatement of such registration by filing with
720 the office, on or before January 31 of the year following the
721 year of expiration, such information as required by the
722 commission, together with payment of the \$200 fee and a late fee
723 of \$200. Any reinstatement of registration granted by the office
724 during the month of January is deemed effective retroactive to
725 January 1 of that year.

726 (21)~~(20)~~ The registration requirements of this section do
727 not apply to any general lines insurance agent or life insurance
728 agent licensed under chapter 626, with regard to the sale of a
729 security as defined in s. 517.021(30)(g) ~~s. 517.021(25)(g)~~, if
730 the individual is directly authorized by the issuer to offer or
731 sell the security on behalf of the issuer and the issuer is a
732 federally chartered savings bank subject to regulation by the
733 Federal Deposit Insurance Corporation. Actions under this
734 subsection constitute activity under the insurance agent's
735 license for purposes of ss. 626.611 and 626.621.



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736 ~~(22) (a) (21) (a)~~ As used in this subsection, the term:
737 1. "Broker" has the same meaning as "dealer" as defined in
738 s. 517.021.

739 2. "Business combination related shell company" means a
740 shell company that is formed by an entity that is not a shell
741 company solely for the purpose of:

742 a. Changing the corporate domicile of the entity solely
743 within the United States; or

744 b. Completing a business combination transaction, as
745 defined in 17 C.F.R. s. 230.165(f), among one or more entities
746 other than the company itself, none of which is a shell company.

747 ~~3.2.~~ "Control person" means a person ~~an individual or~~
748 ~~entity~~ that possesses the power, directly or indirectly, to
749 direct the management or policies of a company through ownership
750 of securities, by contract, or otherwise. A person is presumed
751 to be a control person of a company if, upon completion of a
752 transaction, the buyer or group of buyers with respect to a
753 particular company, the person:

754 ~~a. Is a director, a general partner, a member, or a manager~~
755 ~~of a limited liability company, or is an officer who exercises~~
756 ~~executive responsibility or has a similar status or function;~~

757 ~~a.b.~~ Has the power to vote 25 ~~20~~ percent or more of a class
758 of voting securities or has the power to sell or direct the sale
759 of 25 ~~20~~ percent or more of a class of voting securities; or

760 ~~b.e.~~ In the case of a partnership or limited liability
761 company, may receive upon dissolution, or has contributed, 25 ~~20~~
762 percent or more of the capital.

763 ~~4.3.~~ "Eligible privately held company" means a privately
764 held company that meets all of the following conditions:



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765 a. The company does not have any class of securities which
766 is registered, or which is required to be registered, with the
767 ~~United States~~ Securities and Exchange Commission under the
768 Securities Exchange Act of 1934, 15 U.S.C. ss. 78a et seq., as
769 amended, or with the office under s. 517.07, or for which the
770 company files, or is required to file, summary and periodic
771 information, documents, and reports under s. 15(d) of the
772 Securities Exchange Act of 1934, 15 U.S.C. s. 78o(d), as
773 amended.

774 b. In the fiscal year immediately preceding the fiscal year
775 during which the merger and acquisition broker begins to provide
776 services for the securities transaction, the company, in
777 accordance with its historical financial accounting records, has
778 earnings before interest, taxes, depreciation, and amortization
779 of less than \$25 million or has gross revenues of less than \$250
780 million. On July 1, 2021, and every 5 years thereafter, each
781 dollar amount in this sub-subparagraph shall be adjusted by
782 dividing the annual value of the Employment Cost Index for wages
783 and salaries for private industry workers, or any successor
784 index, as published by the Bureau of Labor Statistics, for the
785 calendar year preceding the calendar year in which the
786 adjustment is being made, by the annual value of such index or
787 successor index for the calendar year ending December 31, 2020
788 ~~2012~~, and multiplying such dollar amount by the quotient
789 obtained. Each dollar amount determined under this sub-
790 subparagraph must ~~shall~~ be rounded to the nearest multiple of
791 \$100,000 and adopted by commission rule.

792 ~~5.4.~~ "Merger and acquisition broker" means a ~~any~~ broker and
793 any person associated with a broker engaged in the business of



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794 effecting securities transactions solely in connection with the
795 transfer of ownership of an eligible privately held company,
796 regardless of whether the ~~that~~ broker acts on behalf of a seller
797 or buyer, through the purchase, sale, exchange, issuance,
798 repurchase, or redemption of, or a business combination
799 involving, securities or assets of the eligible privately held
800 company.

801 ~~6.5.~~ "Public Shell company" means a company that at the
802 time of a transaction with an eligible privately held company:

803 ~~a. Has any class of securities which is registered, or~~
804 ~~which is required to be registered, with the United States~~
805 ~~Securities and Exchange Commission under the Securities Exchange~~
806 ~~Act of 1934, 15 U.S.C. ss. 78a et seq., or with the office under~~
807 ~~s. 517.07, or for which the company files, or is required to~~
808 ~~file, summary and periodic information, documents, and reports~~
809 ~~under s. 15(d) of the Securities Exchange Act of 1934, 15 U.S.C.~~
810 ~~s. 78o(d);~~

811 ~~a.b.~~ Has nominal or no operations. ~~;~~ and

812 ~~b.e.~~ Has nominal assets or no assets, assets consisting
813 solely of cash and cash equivalents, or assets consisting of any
814 amount of cash and cash equivalents and nominal other assets.

815 (b) Prior to the completion of any securities transaction
816 described in s. 517.061(7), a merger and acquisition broker must
817 receive written assurances from the control person with the
818 largest percentage of ownership for both the buyer and seller
819 engaged in the transaction that:

820 1. After the transaction is completed, any person who
821 acquires securities or assets of the eligible privately held
822 company, acting alone or in concert, will be a control person of



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823 the eligible privately held company or will be a control person
824 for the business conducted with the assets of the eligible
825 privately held company.~~;~~ and

826 2. After the transaction is completed, any person who
827 acquires securities or assets of the eligible privately held
828 company, acting alone or in concert, will be deemed to be active
829 in the management of the eligible privately held company or the
830 business conducted with the assets of the eligible privately
831 held company, and active in the management of the assets of the
832 eligible privately held company, if he or she engages in any of
833 the following acts or activities:

- 834 a. Electing executive officers.
835 b. Approving the annual budget.
836 c. Serving as an executive or other executive manager.
837 d. Carrying out such other activities as the commission may
838 by rule determine to be in the public interest.

839 ~~3.2.~~ If any person is offered securities in exchange for
840 securities or assets of the eligible privately held company,
841 such person will, before becoming legally bound to complete the
842 transaction, receive or be given reasonable access to the most
843 recent year-end financial statements of the issuer of the
844 securities offered in exchange. The most recent year-end
845 financial statements shall be customarily prepared by the
846 issuer's management in the normal course of operations. If the
847 financial statements of the issuer are audited, reviewed, or
848 compiled, the most recent year-end financial statements must
849 include any related statement by the independent certified
850 public accountant; a balance sheet dated not more than 120 days
851 before the date of the exchange offer; and information



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852 pertaining to the management, business, results of operations
853 for the period covered by the foregoing financial statements,
854 and material loss contingencies of the issuer.

855 (c) A merger and acquisition broker engaged in a
856 transaction exempt under s. 517.061(7) is exempt from
857 registration under this section unless the merger and
858 acquisition broker:

859 1. Directly or indirectly, in connection with the transfer
860 of ownership of an eligible privately held company, receives,
861 holds, transmits, or has custody of the funds or securities to
862 be exchanged by the parties to the transaction;

863 2. Engages on behalf of an issuer in a public offering of
864 any class of securities which is registered, or which is
865 required to be registered, with the ~~United States~~ Securities and
866 Exchange Commission under the Securities Exchange Act of 1934,
867 15 U.S.C. ss. 78a et seq., as amended, or with the office under
868 s. 517.07; or for which the issuer files, or is required to
869 file, periodic information, documents, and reports under s.
870 15(d) of the Securities Exchange Act of 1934, 15 U.S.C. s.
871 78o(d), as amended;

872 3. Engages on behalf of any party in a transaction
873 involving a ~~public~~ shell company, other than a business
874 combination related shell company;

875 4. Directly, or indirectly through any of its affiliates,
876 provides financing related to the transfer of ownership of an
877 eligible privately held company;

878 5. Assists any party to obtain financing from an
879 unaffiliated third party without:

880 a. Complying with all other applicable laws in connection



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881 with such assistance, including, if applicable, Regulation T
882 under 12 C.F.R. ss. 220 et seq., as amended; and
883 b. Disclosing any compensation in writing to the party;
884 6. Represents both the buyer and the seller in the same
885 transaction without providing clear written disclosure as to the
886 parties the broker represents and obtaining written consent from
887 both parties to the joint representation;
888 7. Facilitates a transaction with a group of buyers formed
889 with the assistance of the merger and acquisition broker to
890 acquire the eligible privately held company;
891 8. Engages in a transaction involving the transfer of
892 ownership of an eligible privately held company to a passive
893 buyer or group of passive buyers;
894 9. Binds a party to a transfer of ownership of an eligible
895 privately held company; or
896 10. Is subject to, or an officer, director, member,
897 manager, partner, or employee of the broker is subject to, the
898 following disciplinary actions:
899 a. Has been barred from association with a broker or dealer
900 by the Securities and Exchange Commission, any state, or any
901 self-regulatory organization; or
902 b. Is suspended from association with a broker or dealer.
903 ~~4. Is subject to a suspension or revocation of registration~~
904 ~~under s. 15(b)(4) of the Securities Exchange Act of 1934, 15~~
905 ~~U.S.C. s. 78o(b)(4);~~
906 ~~5. Is subject to a statutory disqualification described in~~
907 ~~s. 3(a)(39) of the Securities Exchange Act of 1934, 15 U.S.C. s.~~
908 ~~78e(a)(39);~~
909 ~~6. Is subject to a disqualification under the United States~~



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910 ~~Securities and Exchange Commission Rule 506(d), 17 C.F.R. s.~~
911 ~~230.506(d); or~~

912 ~~7. Is subject to a final order described in s. 15(b)(4)(H)~~
913 ~~of the Securities Exchange Act of 1934, 15 U.S.C. s.~~
914 ~~780(b)(4)(H).~~

915 Section 9. Subsection (1), paragraph (a) of subsection (2),
916 and subsections (3) and (5) of section 517.131, Florida
917 Statutes, are amended to read:

918 517.131 Securities Guaranty Fund.—

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

920 (a) "Final judgment" includes an arbitration award
921 confirmed by a court of competent jurisdiction.

922 (b) "Restitution order" means a court order awarding a
923 specified monetary amount to a named aggrieved person for a
924 violation of s. 517.07 or s. 517.301 to be paid by a named
925 violator.

926 (2) (a) The Chief Financial Officer shall establish a
927 Securities Guaranty Fund to provide monetary relief to victims
928 of securities violations under this chapter who are entitled to
929 monetary damages or restitution and cannot recover the full
930 amount of such monetary damages or restitution from the
931 wrongdoer. An amount not exceeding 20 percent of all revenues
932 received as assessment fees pursuant to s. 517.12(10) and (11)
933 ~~s. 517.12(9) and (10)~~ for dealers and investment advisers or s.
934 517.1201 for federal covered advisers and an amount not
935 exceeding 10 percent of all revenues received as assessment fees
936 pursuant to s. 517.12(10) and (11) ~~s. 517.12(9) and (10)~~ for
937 associated persons must be part of the regular registration
938 license fee and must be transferred to or deposited in the



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939 Securities Guaranty Fund.

940 (3) A person is eligible for payment from the Securities
941 Guaranty Fund if the person:

942 (a)1. Is a judgment creditor in ~~Holds~~ an unsatisfied final
943 judgment or a named beneficiary or victim in an unsatisfied
944 restitution order entered on or after October 1, 2024, in which
945 a wrongdoer was found to have violated s. 517.07 or s. 517.301;

946 2. Has applied any amount recovered from the judgment
947 debtor, a person ordered to pay restitution, or any other source
948 to the damages awarded in a final judgment or restitution order
949 ~~by the court or arbitrator;~~ and

950 3. Is a natural person who was a resident of this state, or
951 is a business entity that was domiciled in this state, at the
952 time of the violation of s. 517.07 or s. 517.301; or

953 (b) Is a receiver appointed pursuant to s. 517.191(2) by a
954 court of competent jurisdiction for a wrongdoer ordered to pay
955 restitution under s. 517.191(3) as a result of a violation of s.
956 517.07 or s. 517.301 which has requested payment from the
957 Securities Guaranty Fund on behalf of a person eligible for
958 payment under paragraph (a).

959
960 If a person holds an unsatisfied final judgment or restitution
961 order entered before October 1, 2024, in which a wrongdoer was
962 found to have violated s. 517.07 or s. 517.301, such person's
963 claim for payment from the Securities Guaranty Fund shall be
964 governed by the terms of this section and s. 517.141 which were
965 effective on the date of such final judgment or restitution
966 order.

967 (5) An eligible person, or a receiver on behalf of the



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968 eligible person, seeking payment from the Securities Guaranty
969 Fund must file with the office a written application on a form
970 that the commission may prescribe by rule. The commission may
971 adopt by rule procedures for filing documents by electronic
972 means, provided that such procedures provide the office with the
973 information and data required by this section. The application
974 must be filed with the office within 1 year after the date of
975 the final judgment, the date on which a restitution order has
976 been ripe for execution, or the date of any appellate decision
977 thereon, and, at minimum, must contain all of the following
978 information:

979 (a) The eligible person's and, if applicable, the
980 receiver's full names, addresses, and contact information.

981 (b) The name of the judgment debtor or person ordered to
982 pay restitution.

983 (c) If the eligible person is a business entity, the
984 eligible person's type and place of organization and, as
985 applicable, a copy, as amended, of its articles of
986 incorporation, articles of organization, trust agreement, or
987 partnership agreement.

988 (d) A copy of any final judgment or ~~and a copy thereof.~~

989 ~~(e) Any restitution order pursuant to s. 517.191(3), and a~~
990 ~~copy thereof.~~

991 (e)-(f) An affidavit from the eligible person stating either
992 one of the following:

993 1. That the eligible person has made all reasonable
994 searches and inquiries to ascertain whether the judgment debtor
995 or person ordered to pay restitution possesses real or personal
996 property or other assets subject to being sold or applied in



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997 satisfaction of the final judgment or restitution order and, by
998 the eligible person's search, that the eligible person has not
999 discovered any property or assets.

1000 2. That the eligible person has taken necessary action on
1001 the property and assets of the wrongdoers but the final judgment
1002 or restitution order remains unsatisfied.

1003 ~~(f)-(g)~~ If the application is filed by the receiver, an
1004 affidavit from the receiver stating the amount of restitution
1005 owed to the eligible person on whose behalf the claim is filed;
1006 the amount of any money, property, or assets paid to the
1007 eligible person on whose behalf the claim is filed by the person
1008 over whom the receiver is appointed; and the amount of any
1009 unsatisfied portion of any eligible person's restitution order
1010 ~~of restitution.~~

1011 ~~(g)-(h)~~ The eligible person's residence or domicile at the
1012 time of the violation of s. 517.07 or s. 517.301 which resulted
1013 in the eligible person's monetary damages.

1014 ~~(h)-(i)~~ The amount of any unsatisfied portion of the
1015 eligible person's final judgment or restitution order.

1016 ~~(i)-(j)~~ Whether an appeal ~~or motion to vacate an arbitration~~
1017 ~~award~~ has been filed.

1018 Section 10. Subsection (3) of section 517.301, Florida
1019 Statutes, is amended to read:

1020 517.301 Fraudulent transactions; falsification or
1021 concealment of facts.-

1022 (3) It is unlawful for a person in issuing or selling a
1023 security within this state, including a security exempted under
1024 s. 517.051 and including a transaction exempted under s.
1025 517.061, s. 517.0611, or s. 517.0612, to misrepresent that such



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1026 security or person ~~business entity~~ has been guaranteed,
1027 sponsored, recommended, or approved by the state or an agency or
1028 officer of the state or by the United States or an agency or
1029 officer of the United States.

1030 Section 11. Subsection (4) of section 517.34, Florida
1031 Statutes, is amended to read:

1032 517.34 Protection of specified adults.-

1033 (4) A delay on a disbursement or transaction under
1034 subsection (3) expires 15 business days after the date on which
1035 the delay was first placed. However, the dealer or investment
1036 adviser may extend the delay for up to 30 ~~10~~ additional business
1037 days if the dealer's or investment adviser's review of the
1038 available facts and circumstances continues to support such
1039 dealer's or investment adviser's reasonable belief that
1040 financial exploitation of the specified adult has occurred, is
1041 occurring, has been attempted, or will be attempted. A dealer or
1042 investment adviser that extends a delay must notify the office
1043 on a form prescribed by commission rule not later than 3
1044 business days after the date on which the extension was applied.
1045 The notice must identify the dealer or investment adviser that
1046 extended the delay and the date on which the delay was
1047 originally made. The length of the delay may be shortened or
1048 extended at any time by a court of competent jurisdiction. This
1049 subsection does not prevent a dealer or investment adviser from
1050 terminating a delay after communication with the parties
1051 authorized to transact business on the account and any trusted
1052 contact on the account.

1053 Section 12. Subsection (1) of section 517.211, Florida
1054 Statutes, is amended to read:



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1055 517.211 Private remedies available in cases of unlawful
1056 sale.—
1057 (1) Every sale made in violation of either s. 517.07 or s.
1058 517.12(1), (3), (4), (9), (11), (13), (16), or (18) ~~s.~~
1059 ~~517.12(1), (3), (4), (8), (10), (12), (15), or (17)~~ may be
1060 rescinded at the election of the purchaser; however, a sale made
1061 in violation of the provisions of s. 517.1202(3) relating to a
1062 renewal of a branch office notification or in violation of the
1063 provisions of s. 517.12(13) ~~s. 517.12(12)~~ relating to filing a
1064 change of address amendment is not subject to this section. Each
1065 person making the sale and every director, officer, partner, or
1066 agent of or for the seller, if the director, officer, partner,
1067 or agent has personally participated or aided in making the
1068 sale, is jointly and severally liable to the purchaser in an
1069 action for rescission, if the purchaser still owns the security,
1070 or for damages, if the purchaser has sold the security. No
1071 purchaser otherwise entitled will have the benefit of this
1072 subsection who has refused or failed, within 30 days after
1073 receipt, to accept an offer made in writing by the seller, if
1074 the purchaser has not sold the security, to take back the
1075 security in question and to refund the full amount paid by the
1076 purchaser or, if the purchaser has sold the security, to pay the
1077 purchaser an amount equal to the difference between the amount
1078 paid for the security and the amount received by the purchaser
1079 on the sale of the security, together, in either case, with
1080 interest on the full amount paid for the security by the
1081 purchaser at the legal rate, pursuant to s. 55.03, for the
1082 period from the date of payment by the purchaser to the date of
1083 repayment, less the amount of any income received by the



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1084 purchaser on the security.

1085 Section 13. Subsection (2) of section 517.315, Florida
1086 Statutes, is amended to read:

1087 517.315 Fees.—All fees of any nature collected by the
1088 office pursuant to this chapter shall be disbursed as follows:

1089 (2) After the transfer required in subsection (1), the
1090 office shall transfer the \$50 assessment fee collected from each
1091 associated person under s. 517.12(10) and (11) ~~s. 517.12(9) and~~
1092 ~~(10)~~ and 30.44 percent of the \$100 assessment fee paid by
1093 dealers and investment advisers for each office in the state
1094 under s. 517.12(10) and (11) ~~s. 517.12(9) and (10)~~ to the
1095 Regulatory Trust Fund.

1096 Section 14. This act shall take effect upon becoming a law.

1097
1098 ===== T I T L E A M E N D M E N T =====

1099 And the title is amended as follows:

1100 Delete everything before the enacting clause
1101 and insert:

1102 A bill to be entitled
1103 An act relating to securities; amending s. 517.021,
1104 F.S.; providing and revising definitions; amending s.
1105 517.061, F.S.; revising the circumstances under which
1106 securities transactions are exempt from registration
1107 requirements; conforming cross-references; amending s.
1108 517.0612, F.S.; revising the filing requirements for
1109 securities issuers under the Florida Invest Local
1110 Exemption law; amending s. 517.0614, F.S.; revising
1111 circumstances under which securities offers and sales
1112 are not subject to integration with other offerings;



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1113 amending s. 517.0616, F.S.; revising the registration
1114 exemptions that are available to specified issuers
1115 under certain circumstances; providing applicability
1116 of certain disqualification provisions under a
1117 specified Securities and Exchange Commission rule;
1118 amending s. 517.075, F.S.; making a technical change;
1119 amending s. 517.081, F.S.; revising the requirements
1120 for securities registration applications; amending s.
1121 517.12, F.S.; revising the list of persons who must
1122 submit fingerprints for live-scan processing for
1123 registration applications; providing fees for
1124 fingerprint processing; defining the term "owner";
1125 authorizing the Financial Services Commission to
1126 consider certain rules and regulations in waiving the
1127 fingerprint requirement; providing and revising
1128 definitions; revising the written assurances
1129 requirements that merger and acquisition brokers must
1130 receive from certain control persons under specified
1131 circumstances; revising the circumstances under which
1132 merger and acquisition brokers are not exempt from
1133 specified securities registration; conforming cross-
1134 references; amending s. 517.131, F.S.; defining the
1135 term "restitution order"; revising the circumstances
1136 under which a person is eligible for payment from the
1137 Securities Guaranty Fund; revising the requirements
1138 for applications for payment from the fund; conforming
1139 cross-references; amending s. 517.301, F.S.;
1140 specifying a prohibition against certain
1141 misrepresentations in a person issuing and selling



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1142 securities; amending s. 517.34, F.S.; revising the
1143 maximum number of days by which a dealer or investment
1144 adviser may extend a delay on a disbursement or
1145 transaction; amending ss. 517.211 and 517.315, F.S.;
1146 conforming cross-references; providing an effective
1147 date.