

Amendment No.

CHAMBER ACTION

Senate

House

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Representative Porras offered the following:

**Amendment to Amendment (073989) (with title amendment)**

Between lines 463 and 464, insert:

**Section 11. Subsection (16) and paragraph (a) of subsection (36) of section 320.64, Florida Statutes, are amended, and subsection (44) is added to that section, to read:**

320.64 Denial, suspension, or revocation of license; grounds.—A license of a licensee under s. 320.61 may be denied, suspended, or revoked within the entire state or at any specific location or locations within the state at which the applicant or licensee engages or proposes to engage in business, upon proof that the section was violated with sufficient frequency to

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14 establish a pattern of wrongdoing, and a licensee or applicant  
15 shall be liable for claims and remedies provided in ss. 320.695  
16 and 320.697 for any violation of any of the following  
17 provisions. A licensee is prohibited from committing the  
18 following acts:

19 (16) (a) Notwithstanding the terms of any franchise  
20 agreement, the applicant or licensee prevents or refuses to  
21 accept the succession to any interest in a franchise agreement  
22 by any legal heir or devisee under the will of a motor vehicle  
23 dealer or under the laws of descent and distribution of this  
24 state; provided, the applicant or licensee is not required to  
25 accept a succession:

26 1. When where such heir or devisee does not meet  
27 licensee's written, reasonable, and uniformly applied minimal  
28 standard qualifications for dealer applicants;

29 2. ~~or~~ Which, after notice and administrative hearing  
30 pursuant to chapter 120, is demonstrated to be detrimental to  
31 the public interest or to the representation of the applicant or  
32 licensee; or

33 3. When the direct result of such succession will cause  
34 the applicant or licensee to be in violation of subsection (44).

35 (b) This subsection does not ~~Nothing contained herein,~~  
36 ~~however, shall~~ prevent a motor vehicle dealer, during his or her  
37 lifetime, from designating any person as his or her successor in  
38 interest by written instrument filed with and accepted by the

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39 applicant or licensee. A licensee who rejects the successor  
40 transferee under this subsection shall have the burden of  
41 establishing in any proceeding where such rejection is in issue  
42 that the rejection of the successor transferee complies with  
43 this subsection.

44 (36) (a) Notwithstanding the terms of any franchise  
45 agreement, in addition to any other statutory or contractual  
46 rights of recovery after the voluntary or involuntary  
47 termination, cancellation, or nonrenewal of a franchise, failing  
48 to pay the motor vehicle dealer, as provided in paragraph (d),  
49 the following amounts:

50 1. The net cost paid by the dealer for each new motor  
51 vehicle other than motorcycles ~~car or truck~~ in the dealer's  
52 inventory with mileage of 2,000 miles or less, or each new a  
53 motorcycle in the dealer's inventory with mileage of 100 miles  
54 or less, exclusive of mileage placed on the motor vehicle before  
55 it was delivered to the dealer.

56 2. The current price charged for each new, unused,  
57 undamaged, or unsold part or accessory that:

58 a. Is in the current parts catalog and is still in the  
59 original, resalable merchandising package and in an unbroken  
60 lot, except that sheet metal may be in a comparable substitute  
61 for the original package; and

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62           b. Was purchased by the dealer directly from the  
63 manufacturer or distributor or from an outgoing authorized  
64 dealer as a part of the dealer's initial inventory.

65           3. The fair market value of each undamaged sign owned by  
66 the dealer which bears a trademark or trade name used or claimed  
67 by the applicant or licensee or its representative which was  
68 purchased from or at the request of the applicant or licensee or  
69 its representative.

70           4. The fair market value of all special tools, data  
71 processing equipment, and automotive service equipment owned by  
72 the dealer which:

73           a. Were recommended in writing by the applicant or  
74 licensee or its representative and designated as special tools  
75 and equipment;

76           b. Were purchased from or at the request of the applicant  
77 or licensee or its representative; and

78           c. Are in usable and good condition except for reasonable  
79 wear and tear.

80           5. The cost of transporting, handling, packing, storing,  
81 and loading any property subject to repurchase under this  
82 section.

83           (44) (a) The applicant or licensee has directly or  
84 indirectly distributed 1,000 or more motor vehicles of a  
85 particular line-make to motor vehicle dealers in this state  
86 during any 12-month period and has directly or indirectly

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87 distributed more than 33.33 percent of those same line-make  
88 motor vehicles during that 12-month period to one motor vehicle  
89 dealer or to multiple motor vehicle dealers that share common  
90 ownership or control. For purposes of this subsection, a motor  
91 vehicle dealer shares common ownership or control with another  
92 motor vehicle dealer if:

93 1. It is directly or indirectly controlled by or has more  
94 than 30 percent of its equity interest directly or indirectly  
95 owned by another motor vehicle dealer; or

96 2. It has more than 30 percent of its equity interest  
97 directly or indirectly controlled or owned by one or more  
98 persons who also directly or indirectly control or own more than  
99 30 percent of the equity interests of another motor vehicle  
100 dealer.

101 (b) This subsection does not apply to any line-make of  
102 motor vehicle for which there exists a licensed franchised  
103 dealer in this state as of January 1, 2026, or to an applicant  
104 or licensee who is not prohibited by s. 320.645 from owning or  
105 operating a motor vehicle dealership.

106  
107 A motor vehicle dealer who can demonstrate that a violation of,  
108 or failure to comply with, any of the preceding provisions by an  
109 applicant or licensee will or may adversely and pecuniarily  
110 affect the complaining dealer, shall be entitled to pursue all

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111 of the remedies, procedures, and rights of recovery available  
112 under ss. 320.695 and 320.697.

113 **Section 12. Subsections (1) and (2) of section 320.643,**  
114 **Florida Statutes, are amended to read:**

115 320.643 Transfer, assignment, or sale of franchise  
116 agreements.—

117 (1) (a) Notwithstanding the terms of any franchise  
118 agreement, a licensee may ~~shall~~ not, by contract or otherwise,  
119 fail or refuse to give effect to, prevent, prohibit, or penalize  
120 or attempt to refuse to give effect to, prohibit, or penalize  
121 any motor vehicle dealer from selling, assigning, transferring,  
122 alienating, or otherwise disposing of its franchise agreement to  
123 any other person or persons, including a corporation established  
124 or existing for the purpose of owning or holding a franchise  
125 agreement, unless the licensee proves at a hearing pursuant to a  
126 complaint filed by a motor vehicle dealer under this section  
127 that the sale, transfer, alienation, or other disposition:

128 1. Is to a person who is not, or whose controlling  
129 executive management is not, of good moral character;

130 2. Is to a person who ~~or~~ does not meet the written,  
131 reasonable, and uniformly applied standards or qualifications of  
132 the licensee relating to financial qualifications of the  
133 transferee and business experience of the transferee or the  
134 transferee's executive management; or

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135        3. Would directly cause the licensee to be in violation of  
136 s. 320.64(44).

137        (b) A motor vehicle dealer who desires to sell, assign,  
138 transfer, alienate, or otherwise dispose of a franchise shall  
139 notify, or cause the proposed transferee to notify, the  
140 licensee, in writing, setting forth the prospective transferee's  
141 name, address, financial qualifications, and business experience  
142 during the previous 5 years. A licensee who receives such notice  
143 may, within 60 days following such receipt, notify the motor  
144 vehicle dealer, in writing, that the proposed transferee is not  
145 a person qualified to be a transferee under this section and  
146 setting forth the material reasons for such rejection. Failure  
147 of the licensee to notify the motor vehicle dealer within the  
148 60-day period of such rejection shall be deemed an approval of  
149 the transfer. No such transfer, assignment, or sale shall be  
150 valid unless the transferee agrees in writing to comply with all  
151 requirements of the franchise then in effect, but with the  
152 ownership changed to the transferee.

153        (c) ~~(b)~~ A motor vehicle dealer whose proposed sale is  
154 rejected may, within 60 days following such receipt of such  
155 rejection, file with the department a complaint for a  
156 determination that the proposed transferee has been rejected in  
157 violation of this section. The licensee has the burden of proof  
158 with respect to all issues raised by the complaint. The  
159 department shall determine, and enter an order providing, that

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160 the proposed transferee is either qualified or is not and cannot  
161 be qualified for specified reasons, or the order may provide the  
162 conditions under which a proposed transferee would be qualified.  
163 If the licensee fails to file such a response to the motor  
164 vehicle dealer's complaint within 30 days after receipt of the  
165 complaint, unless the parties agree in writing to an extension,  
166 or if the department, after a hearing, renders a decision other  
167 than one disqualifying the proposed transferee, the franchise  
168 agreement between the motor vehicle dealer and the licensee is  
169 deemed amended to incorporate such transfer or amended in  
170 accordance with the determination and order rendered, effective  
171 upon compliance by the proposed transferee with any conditions  
172 set forth in the determination or order.

173 (2) (a) Notwithstanding the terms of any franchise  
174 agreement, a licensee may ~~shall~~ not, by contract or otherwise,  
175 fail or refuse to give effect to, prevent, prohibit, or  
176 penalize, or attempt to refuse to give effect to, prevent,  
177 prohibit, or penalize, any motor vehicle dealer or any  
178 proprietor, partner, stockholder, owner, or other person who  
179 holds or otherwise owns an interest therein from selling,  
180 assigning, transferring, alienating, or otherwise disposing of,  
181 in whole or in part, the equity interest of any of them in such  
182 motor vehicle dealer to any other person or persons, including a  
183 corporation established or existing for the purpose of owning or  
184 holding the stock or ownership interests of other entities,

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185 unless the licensee proves at a hearing pursuant to a complaint  
186 filed by a motor vehicle dealer under this section that the  
187 sale, transfer, alienation, or other disposition:

188 1. Is to a person who is not, or whose controlling  
189 executive management is not, of good moral character; or

190 2. Would directly cause the licensee to be in violation of  
191 s. 320.64(44).

192 (b) A motor vehicle dealer, or any proprietor, partner,  
193 stockholder, owner, or other person who holds or otherwise owns  
194 an interest in the motor vehicle dealer, who desires to sell,  
195 assign, transfer, alienate, or otherwise dispose of any interest  
196 in such motor vehicle dealer shall notify, or cause the proposed  
197 transferee to so notify, the licensee, in writing, of the  
198 identity and address of the proposed transferee. A licensee who  
199 receives such notice may, within 60 days following such receipt,  
200 notify the motor vehicle dealer in writing that the proposed  
201 transferee is not a person qualified to be a transferee under  
202 this section and setting forth the material reasons for such  
203 rejection. Failure of the licensee to notify the motor vehicle  
204 dealer within the 60-day period of such rejection shall be  
205 deemed an approval of the transfer. Any person whose proposed  
206 sale of stock is rejected may file within 60 days of receipt of  
207 such rejection a complaint with the department alleging that the  
208 rejection was in violation of the law or the franchise  
209 agreement. The licensee has the burden of proof with respect to

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210 all issues raised by such complaint. The department shall  
211 determine, and enter an order providing, that the proposed  
212 transferee either is qualified or is not and cannot be qualified  
213 for specified reasons; or the order may provide the conditions  
214 under which a proposed transferee would be qualified. If the  
215 licensee fails to file a response to the motor vehicle dealer's  
216 complaint within 30 days of receipt of the complaint, unless the  
217 parties agree in writing to an extension, or if the department,  
218 after a hearing, renders a decision on the complaint other than  
219 one disqualifying the proposed transferee, the transfer shall be  
220 deemed approved in accordance with the determination and order  
221 rendered, effective upon compliance by the proposed transferee  
222 with any conditions set forth in the determination or order.

223 (c)~~(b)~~ Notwithstanding paragraph (a), a licensee may not  
224 reject a proposed transfer of a legal, equitable, or beneficial  
225 interest in a motor vehicle dealer to a trust or other entity,  
226 or to any beneficiary thereof, which is established by an owner  
227 of any interest in a motor vehicle dealer for purposes of estate  
228 planning, if the controlling person of the trust or entity, or  
229 the beneficiary, is of good moral character.

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**T I T L E   A M E N D M E N T**

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Remove line 1159 and insert:

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234 under specified conditions; amending s. 320.64, F.S.;

235 authorizing licensees to reject the succession to

236 interest in a franchise agreement of a motor vehicle

237 dealer under certain circumstances; clarifying the

238 motor vehicles for which a licensee must pay certain

239 costs to a motor vehicle dealer under certain

240 circumstances; prohibiting a licensee from

241 distributing more than a specified percentage of a

242 specified number of motor vehicles of a particular

243 line-make during a certain period to one motor vehicle

244 dealer or dealers that share common ownership or

245 control; providing applicability; amending s. 320.643,

246 F.S.; authorizing a licensee to reject a sale,

247 transfer, alienation, or other disposition of a

248 franchise agreement or an equity interest in a motor

249 vehicle dealer under certain circumstances; amending

250 s. 320.95, F.S.;

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