

1                   A bill to be entitled  
2           An act relating to limited liability companies;  
3           amending s. 605.0103, F.S.; specifying that persons  
4           who are not members of a limited liability company are  
5           not deemed to have notice of a provision of the  
6           company's articles of organization which limits a  
7           person's authority to transfer real property held in  
8           the company's name unless such limitation appears in  
9           an affidavit, certificate, or other instrument that is  
10          recorded in a specified manner; amending s. 605.0105,  
11          F.S.; deleting a provision prohibiting an operating  
12          agreement from varying the power of a person to  
13          dissociate; amending s. 605.04073, F.S.; requiring  
14          certain conditions for members of a limited liability  
15          company, without a meeting, to take certain actions  
16          requiring the vote or consent of the members; amending  
17          s. 605.0410, F.S.; requiring a limited liability  
18          company to provide a record of certain information  
19          within a specified period to a member who makes a  
20          demand; amending s. 605.0715, F.S.; revising which  
21          materials and information a specified limited  
22          liability company must submit to the Department of  
23          State as part of an application for reinstatement  
24          after administrative dissolution; amending s.  
25          605.0909, F.S.; revising which materials and  
26          information a specified limited liability company must

27 submit to the Department of State as part of an  
28 application for reinstatement after revocation of  
29 certificate of authority; amending s. 605.1072, F.S.;  
30 deleting a provision providing an exception to the  
31 limitation of remedies for appraisal events under  
32 specified circumstances; amending s. 605.1108, F.S.;  
33 deleting a provision requiring that, for a limited  
34 liability company formed before a specified date,  
35 certain language in the company's articles of  
36 organization operates as if it were in the operating  
37 agreement; repealing chapter 608, F.S., relating to  
38 the Florida Limited Liability Company Act; amending  
39 ss. 15.16, 48.062, 213.758, 220.02, 220.03, 220.13,  
40 310.181, 440.02, 605.0401, 605.04074, 605.04091,  
41 606.06, 607.1108, 607.1109, 607.11101, 621.12,  
42 636.204, 655.0201, 658.2953, 694.16, and 1002.395,  
43 F.S.; conforming provisions to the repeal of the  
44 Florida Limited Liability Company Act; providing  
45 retroactive applicability; amending ss. 605.0102,  
46 605.0712, 605.0717, and 605.0805, F.S.; revising a  
47 definition; conforming cross-references; providing  
48 effective dates.

49  
50 Be It Enacted by the Legislature of the State of Florida:

51  
52 Section 1. Paragraph (b) of subsection (4) of section

53 605.0103, Florida Statutes, is amended to read:

54 605.0103 Knowledge; notice.—

55 (4) A person who is not a member is deemed to:

56 (b) Have notice of a limited liability company's:

57 1. Dissolution, 90 days after the articles of dissolution  
58 filed under s. 605.0707 become effective;

59 2. Termination, 90 days after a statement of termination  
60 filed under s. 605.0709(7) becomes effective;

61 3. Participation in a merger, interest exchange,  
62 conversion, or domestication, 90 days after the articles of  
63 merger, articles of interest exchange, articles of conversion,  
64 or articles of domestication under s. 605.1025, s. 605.1035, s.  
65 605.1045, or s. 605.1055, respectively, become effective;

66 4. Declaration in its articles of organization that it is  
67 manager-managed in accordance with s. 605.0201(3)(a); however,  
68 if such a declaration has been added or changed by an amendment  
69 or amendment and restatement of the articles of organization,  
70 notice of the addition or change may not become effective until  
71 90 days after the effective date of such amendment or amendment  
72 and restatement; and

73 5. Grant of authority to or limitation imposed on the  
74 authority of a person holding a position or having a specified  
75 status in a company, or grant of authority to or limitation  
76 imposed on the authority of a specific person, if the grant of  
77 authority or limitation imposed on the authority is described in  
78 the articles of organization in accordance with s.

79 605.0201(3)(d); however, if that description has been added or  
 80 changed by an amendment or an amendment and restatement of the  
 81 articles of organization, notice of the addition or change may  
 82 not become effective until 90 days after the effective date of  
 83 such amendment or amendment and restatement. A provision of the  
 84 articles of organization that limits the authority of a person  
 85 to transfer real property held in the name of the limited  
 86 liability company is not notice of such limitation to a person  
 87 who is not a member or manager of the company, unless such  
 88 limitation appears in an affidavit, certificate, or other  
 89 instrument that bears the name of the limited liability company  
 90 and is recorded in the office for recording transfers of such  
 91 real property.

92 Section 2. Paragraph (i) of subsection (3) of section  
 93 605.0105, Florida Statutes, is amended to read:

94 605.0105 Operating agreement; scope, function, and  
 95 limitations.-

96 (3) An operating agreement may not do any of the  
 97 following:

98 ~~(i) Vary the power of a person to dissociate under s.~~  
 99 ~~605.0601, except to require that the notice under s. 605.0602(1)~~  
 100 ~~be in a record.~~

101 Section 3. Subsection (4) of section 605.04073, Florida  
 102 Statutes, is amended to read:

103 605.04073 Voting rights of members and managers.-

104 (4) An action requiring the vote or consent of members

105 | under this chapter may be taken without a meeting if the action  
 106 | is approved in a record by members with at least the minimum  
 107 | number of votes that would be necessary to authorize or take the  
 108 | action at a meeting of the members.~~and~~ A member may appoint a  
 109 | proxy or other agent to vote or consent for the member by  
 110 | signing an appointing record, personally or by the member's  
 111 | agent. On an action taken by fewer than all of the members  
 112 | without a meeting, notice of the action must be given to those  
 113 | members who did not consent in writing to the action or who were  
 114 | not entitled to vote on the action within 10 days after the  
 115 | action was taken.

116 | Section 4. Subsection (2), paragraph (a) of subsection  
 117 | (3), and subsection (4) of section 605.0410, Florida Statutes,  
 118 | are amended to read:

119 | 605.0410 Records to be kept; rights of member, manager,  
 120 | and person dissociated to information.—

121 | (2) In a member-managed limited liability company, the  
 122 | following rules apply:

123 | (a) Upon reasonable notice, a member may inspect and copy  
 124 | during regular business hours, at a reasonable location  
 125 | specified by the company:

- 126 | 1. The records described in subsection (1); and
- 127 | 2. Each other record maintained by the company regarding  
 128 | the company's activities, affairs, financial condition, and  
 129 | other circumstances, to the extent the information is material  
 130 | to the member's rights and duties under the operating agreement

131 or this chapter.

132 (b) The company shall furnish to each member:

133 1. Without demand, any information concerning the  
 134 company's activities, affairs, financial condition, and other  
 135 circumstances that the company knows and is material to the  
 136 proper exercise of the member's rights and duties under the  
 137 operating agreement or this chapter, except to the extent the  
 138 company can establish that it reasonably believes the member  
 139 already knows the information; and

140 2. On demand, other information concerning the company's  
 141 activities, affairs, financial condition, and other  
 142 circumstances, except to the extent the demand or information  
 143 demanded is unreasonable or otherwise improper under the  
 144 circumstances.

145 (c) Within 10 days after receiving a demand pursuant to  
 146 subparagraph (b)2., the company shall provide to the member who  
 147 made the demand a record of:

148 1. The information that the company will provide in  
 149 response to the demand and when and where the company will  
 150 provide such information.

151 2. For any demanded information that the company is not  
 152 providing, the reasons that the company will not provide the  
 153 information.

154 (d)-(e) The duty to furnish information under this  
 155 subsection also applies to each member to the extent the member  
 156 knows any of the information described in this subsection.

157 (3) In a manager-managed limited liability company, the  
 158 following rules apply:

159 (a) The informational rights stated in subsection (2) and  
 160 the duty stated in paragraph (2)(d) ~~(2)(e)~~ apply to the managers  
 161 and not to the members.

162 (4) Subject to subsection (10) ~~(9)~~, on 10 days' demand  
 163 made in a record received by a limited liability company, a  
 164 person dissociated as a member may have access to information to  
 165 which the person was entitled while a member if:

166 (a) The information pertains to the period during which  
 167 the person was a member;

168 (b) The person seeks the information in good faith; and

169 (c) The person satisfies the requirements imposed on a  
 170 member by paragraph (3)(b).

171 Section 5. Section 605.0715, Florida Statutes, is amended  
 172 to read:

173 605.0715 Reinstatement.—

174 (1) A limited liability company that is administratively  
 175 dissolved under s. 605.0714 or former s. 608.4481 may apply to  
 176 the department for reinstatement at any time after the effective  
 177 date of dissolution. The company must submit ~~a form of~~  
 178 ~~application for reinstatement prescribed and furnished by the~~  
 179 ~~department and provide all of the information required by the~~  
 180 ~~department, together with~~ all fees and penalties then owed by  
 181 the company at the rates provided by law at the time the company  
 182 applies for reinstatement together with an application for

183 reinstatement prescribed and furnished by the department, which  
184 is signed by both the registered agent and an authorized  
185 representative of the company and states:

186 (a) The name of the limited liability company.

187 (b) The street address of the company's principal office  
188 and mailing address.

189 (c) The date of the company's organization.

190 (d) The company's federal employer identification number  
191 or, if none, whether one has been applied for.

192 (e) The name, title or capacity, and address of at least  
193 one person who has authority to manage the company.

194 (f) Additional information that is necessary or  
195 appropriate to enable the department to carry out this chapter.

196 (2) In lieu of the requirement to file an application for  
197 reinstatement as described in subsection (1), an  
198 administratively dissolved limited liability company may submit  
199 all fees and penalties owed by the company at the rates provided  
200 by law at the time the company applies for reinstatement,  
201 together with a current annual report, signed by both the  
202 registered agent and an authorized representative of the  
203 company, which contains the information described in subsection  
204 (1).

205 (3)-(2) If the department determines that an application  
206 for reinstatement contains the information required under  
207 subsection (1) or subsection (2) and that the information is  
208 correct, upon payment of all required fees and penalties, the



209 department shall reinstate the limited liability company.

210 (4)~~(3)~~ When reinstatement under this section becomes  
 211 effective:

212 (a) The reinstatement relates back to and takes effect as  
 213 of the effective date of the administrative dissolution.

214 (b) The limited liability company may resume its  
 215 activities and affairs as if the administrative dissolution had  
 216 not occurred.

217 (c) The rights of a person arising out of an act or  
 218 omission in reliance on the dissolution before the person knew  
 219 or had notice of the reinstatement are not affected.

220 (5)~~(4)~~ The name of the dissolved limited liability company  
 221 is not available for assumption or use by another business  
 222 entity until 1 year after the effective date of dissolution  
 223 unless the dissolved limited liability company provides the  
 224 department with a record executed as required pursuant to s.  
 225 605.0203 permitting the immediate assumption or use of the name  
 226 by another limited liability company.

227 Section 6. Section 605.0909, Florida Statutes, is amended  
 228 to read:

229 605.0909 Reinstatement following revocation of certificate  
 230 of authority.—

231 (1) A foreign limited liability company whose certificate  
 232 of authority has been revoked may apply to the department for  
 233 reinstatement at any time after the effective date of the  
 234 revocation. The foreign limited liability company applying for

235 reinstatement must submit ~~provide information in a form~~  
236 ~~prescribed and furnished by the department and pay~~ all fees and  
237 penalties then owed by the foreign limited liability company at  
238 rates provided by law at the time the foreign limited liability  
239 company applies for reinstatement together with an application  
240 for reinstatement prescribed and furnished by the department,  
241 which is signed by both the registered agent and an authorized  
242 representative of the company and states:

243 (a) The name under which the foreign limited liability  
244 company is registered to transact business in this state.

245 (b) The street address of the company's principal office  
246 and its mailing address.

247 (c) The jurisdiction of the company's formation and the  
248 date on which it became qualified to transact business in this  
249 state.

250 (d) The company's federal employer identification number  
251 or, if none, whether one has been applied for.

252 (e) The name, title or capacity, and address of at least  
253 one person who has authority to manage the company.

254 (f) Additional information that is necessary or  
255 appropriate to enable the department to carry out this chapter.

256 (2) In lieu of the requirement to file an application for  
257 reinstatement as described in subsection (1), a foreign limited  
258 liability company whose certificate of authority has been  
259 revoked may submit all fees and penalties owed by the company at  
260 the rates provided by law at the time the company applies for

261 reinstatement, together with a current annual report, signed by  
262 both the registered agent and an authorized representative of  
263 the company, which contains the information described in  
264 subsection (1).

265 (3)~~(2)~~ If the department determines that an application  
266 for reinstatement contains the information required under  
267 subsection (1) or subsection (2) and that the information is  
268 correct, upon payment of all required fees and penalties, the  
269 department shall reinstate the foreign limited liability  
270 company's certificate of authority.

271 (4)~~(3)~~ When a reinstatement becomes effective, it relates  
272 back to and takes effect as of the effective date of the  
273 revocation of authority and the foreign limited liability  
274 company may resume its activities in this state as if the  
275 revocation of authority had not occurred.

276 (5)~~(4)~~ The name of the foreign limited liability company  
277 whose certificate of authority has been revoked is not available  
278 for assumption or use by another business entity until 1 year  
279 after the effective date of revocation of authority unless the  
280 limited liability company provides the department with a record  
281 executed pursuant to s. 605.0203 which authorizes the immediate  
282 assumption or use of its name by another limited liability  
283 company.

284 (6)~~(5)~~ If the name of the foreign limited liability  
285 company applying for reinstatement has been lawfully assumed in  
286 this state by another business entity, the department shall

287 require the foreign limited liability company to comply with s.  
 288 605.0906 before accepting its application for reinstatement.

289 Section 7. Paragraph (c) of subsection (2) of section  
 290 605.1072, Florida Statutes, is amended to read:

291 605.1072 Other remedies limited.—

292 (2) Subsection (1) does not apply to an appraisal event  
 293 that:

294 ~~(c) Is an interested transaction, unless it has been~~  
 295 ~~approved in the same manner as is provided in s. 605.04092 or is~~  
 296 ~~fair to the limited liability company as defined in s.~~  
 297 ~~605.04092(1)(c).~~

298 Section 8. Subsection (3) of section 605.1108, Florida  
 299 Statutes, is amended to read:

300 605.1108 Application to limited liability company formed  
 301 under the Florida Limited Liability Company Act.—

302 (3) For the purpose of applying this chapter to a limited  
 303 liability company formed before January 1, 2014, under the  
 304 Florida Limited Liability Company Act, former ss. 608.401-  
 305 608.705, ±

306 ~~(a)~~ the company's articles of organization are deemed to  
 307 be the company's articles of organization under this chapter ~~±~~  
 308 and

309 ~~(b) For the purpose of applying s. 605.0102(39), the~~  
 310 ~~language in the company's articles of organization designating~~  
 311 ~~the company's management structure operates as if that language~~  
 312 ~~were in the operating agreement.~~

313           Section 9. Effective upon this act becoming a law, chapter  
 314 608, Florida Statutes, consisting of sections 608.401, 608.402,  
 315 608.403, 608.404, 608.405, 608.406, 608.407, 608.408, 608.4081,  
 316 608.4082, 608.409, 608.4101, 608.411, 608.4115, 608.415,  
 317 608.416, 608.4211, 608.422, 608.4225, 608.4226, 608.4227,  
 318 608.4228, 608.4229, 608.423, 608.4231, 608.4232, 608.4235,  
 319 608.4236, 608.4237, 608.4238, 608.425, 608.426, 608.4261,  
 320 608.427, 608.428, 608.431, 608.432, 608.433, 608.434, 608.4351,  
 321 608.4352, 608.4353, 608.4354, 608.4355, 608.4356, 608.4357,  
 322 608.43575, 608.4358, 608.43585, 608.4359, 608.43595, 608.438,  
 323 608.4381, 608.4382, 608.4383, 608.439, 608.4401, 608.4402,  
 324 608.4403, 608.4404, 608.441, 608.4411, 608.4421, 608.4431,  
 325 608.444, 608.445, 608.446, 608.447, 608.448, 608.4481, 608.4482,  
 326 608.4483, 608.449, 608.4491, 608.4492, 608.4493, 608.4511,  
 327 608.452, 608.455, 608.461, 608.462, 608.463, 608.471, 608.501,  
 328 608.502, 608.503, 608.504, 608.505, 608.506, 608.507, 608.508,  
 329 608.509, 608.5101, 608.511, 608.512, 608.513, 608.5135, 608.514,  
 330 608.601, 608.701, 608.702, 608.703, 608.704, and 608.705, is  
 331 repealed.

332           Section 10. Effective upon this act becoming a law and  
 333 operating retroactively to January 1, 2015, subsection (3) of  
 334 section 15.16, Florida Statutes, is amended to read:

335           15.16 Reproduction of records; admissibility in evidence;  
 336 electronic receipt and transmission of records; certification;  
 337 acknowledgment.—

338           (3) The Department of State may cause to be received

339 | electronically any records that are required to be filed with it  
340 | pursuant to chapter 55, chapter 117, chapter 118, chapter 495,  
341 | chapter 605, chapter 606, chapter 607, ~~chapter 608~~, chapter 610,  
342 | chapter 617, chapter 620, chapter 621, chapter 679, chapter 713,  
343 | or chapter 865, through facsimile or other electronic transfers,  
344 | for the purpose of filing such records. The originals of all  
345 | such electronically transmitted records must be executed in the  
346 | manner provided in paragraph (5) (b). The receipt of such  
347 | electronic transfer constitutes delivery to the department as  
348 | required by law. The department may use electronic transmissions  
349 | for purposes of notice in the administration of chapters 55,  
350 | 117, 118, 495, 605, 606, 607, ~~608~~, 610, 617, 620, 621, 679, and  
351 | 713 and s. 865.09. The Department of State may collect e-mail  
352 | addresses for purposes of notice and communication in the  
353 | performance of its duties and may require filers and registrants  
354 | to furnish such e-mail addresses when presenting documents for  
355 | filing.

356 |       Section 11. Effective upon this act becoming a law and  
357 | operating retroactively to January 1, 2015, subsections (1) and  
358 | (2) of section 48.062, Florida Statutes, are amended to read:

359 |       48.062 Service on a limited liability company.—

360 |       (1) Process against a limited liability company, domestic  
361 | or foreign, may be served on the registered agent designated by  
362 | the limited liability company under chapter 605 ~~or chapter 608~~.  
363 | A person attempting to serve process pursuant to this subsection  
364 | may serve the process on any employee of the registered agent

365 during the first attempt at service even if the registered agent  
366 is a natural person and is temporarily absent from his or her  
367 office.

368 (2) If service cannot be made on a registered agent of the  
369 limited liability company because of failure to comply with  
370 chapter 605 ~~or chapter 608~~ or because the limited liability  
371 company does not have a registered agent, or if its registered  
372 agent cannot with reasonable diligence be served, process  
373 against the limited liability company, domestic or foreign, may  
374 be served:

375 (a) On a member of a member-managed limited liability  
376 company;

377 (b) On a manager of a manager-managed limited liability  
378 company; or

379 (c) If a member or manager is not available during regular  
380 business hours to accept service on behalf of the limited  
381 liability company, he, she, or it may designate an employee of  
382 the limited liability company to accept such service. After one  
383 attempt to serve a member, manager, or designated employee has  
384 been made, process may be served on the person in charge of the  
385 limited liability company during regular business hours.

386 Section 12. Effective upon this act becoming a law and  
387 operating retroactively to January 1, 2015, paragraph (c) of  
388 subsection (1) of section 213.758, Florida Statutes, is amended  
389 to read:

390 213.758 Transfer of tax liabilities.—

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

392 (c) "Insider" means:

393 1. Any person included within the meaning of insider as  
394 used in s. 726.102; or

395 2. A manager of, ~~a managing member of,~~ or a person who  
396 controls a transferor that is, a limited liability company, or a  
397 relative as defined in s. 726.102 of any such persons.

398 Section 13. Effective upon this act becoming a law and  
399 operating retroactively to January 1, 2015, subsection (1) of  
400 section 220.02, Florida Statutes, is amended to read:

401 220.02 Legislative intent.—

402 (1) It is the intent of the Legislature in enacting this  
403 code to impose a tax upon all corporations, organizations,  
404 associations, and other artificial entities which derive from  
405 this state or from any other jurisdiction permanent and inherent  
406 attributes not inherent in or available to natural persons, such  
407 as perpetual life, transferable ownership represented by shares  
408 or certificates, and limited liability for all owners. It is  
409 intended that any limited liability company that is classified  
410 as a partnership for federal income tax purposes and is defined  
411 in and organized pursuant to ~~formed under~~ chapter 605 ~~608~~ or  
412 qualified to do business in this state as a foreign limited  
413 liability company not be subject to the tax imposed by this  
414 code. It is the intent of the Legislature to subject such  
415 corporations and other entities to taxation hereunder for the  
416 privilege of conducting business, deriving income, or existing



417 within this state. This code is not intended to tax, and shall  
418 not be construed so as to tax, any natural person who engages in  
419 a trade, business, or profession in this state under his or her  
420 own or any fictitious name, whether individually as a  
421 proprietorship or in partnership with others, or as a member or  
422 a manager of a limited liability company classified as a  
423 partnership for federal income tax purposes; any estate of a  
424 decedent or incompetent; or any testamentary trust. However, a  
425 corporation or other taxable entity which is or which becomes  
426 partners with one or more natural persons shall not, merely by  
427 reason of being a partner, exclude from its net income subject  
428 to tax its respective share of partnership net income. This  
429 statement of intent shall be given preeminent consideration in  
430 any construction or interpretation of this code in order to  
431 avoid any conflict between this code and the mandate in s. 5,  
432 Art. VII of the State Constitution that no income tax be levied  
433 upon natural persons who are residents and citizens of this  
434 state.

435 Section 14. Effective upon this act becoming a law and  
436 operating retroactively to January 1, 2015, paragraph (e) of  
437 subsection (1) of section 220.03, Florida Statutes, is amended  
438 to read:

439 220.03 Definitions.—

440 (1) SPECIFIC TERMS.—When used in this code, and when not  
441 otherwise distinctly expressed or manifestly incompatible with  
442 the intent thereof, the following terms shall have the following

443 meanings:

444 (e) "Corporation" includes all domestic corporations;  
445 foreign corporations qualified to do business in this state or  
446 actually doing business in this state; joint-stock companies;  
447 limited liability companies, under chapter 605 ~~608~~; common-law  
448 declarations of trust, under chapter 609; corporations not for  
449 profit, under chapter 617; agricultural cooperative marketing  
450 associations, under chapter 618; professional service  
451 corporations, under chapter 621; foreign unincorporated  
452 associations, under chapter 622; private school corporations,  
453 under chapter 623; foreign corporations not for profit which are  
454 carrying on their activities in this state; and all other  
455 organizations, associations, legal entities, and artificial  
456 persons which are created by or pursuant to the statutes of this  
457 state, the United States, or any other state, territory,  
458 possession, or jurisdiction. The term "corporation" does not  
459 include proprietorships, even if using a fictitious name;  
460 partnerships of any type, as such; limited liability companies  
461 that are taxable as partnerships for federal income tax  
462 purposes; state or public fairs or expositions, under chapter  
463 616; estates of decedents or incompetents; testamentary trusts;  
464 or private trusts.

465 Section 15. Effective upon this act becoming a law and  
466 operating retroactively to January 1, 2015, paragraph (j) of  
467 subsection (2) of section 220.13, Florida Statutes, is amended  
468 to read:

469 220.13 "Adjusted federal income" defined.—

470 (2) For purposes of this section, a taxpayer's taxable  
 471 income for the taxable year means taxable income as defined in  
 472 s. 63 of the Internal Revenue Code and properly reportable for  
 473 federal income tax purposes for the taxable year, but subject to  
 474 the limitations set forth in paragraph (1)(b) with respect to  
 475 the deductions provided by ss. 172 (relating to net operating  
 476 losses), 170(d)(2) (relating to excess charitable  
 477 contributions), 404(a)(1)(D) (relating to excess pension trust  
 478 contributions), 404(a)(3)(A) and (B) (to the extent relating to  
 479 excess stock bonus and profit-sharing trust contributions), and  
 480 1212 (relating to capital losses) of the Internal Revenue Code,  
 481 except that, subject to the same limitations, the term:

482 (j) "Taxable income," in the case of a limited liability  
 483 company, other than a limited liability company classified as a  
 484 partnership for federal income tax purposes, as defined in and  
 485 organized pursuant to chapter 605 ~~608~~ or qualified to do  
 486 business in this state as a foreign limited liability company or  
 487 other than a similar limited liability company classified as a  
 488 partnership for federal income tax purposes and created as an  
 489 artificial entity pursuant to the statutes of the United States  
 490 or any other state, territory, possession, or jurisdiction, if  
 491 such limited liability company or similar entity is taxable as a  
 492 corporation for federal income tax purposes, means taxable  
 493 income determined as if such limited liability company were  
 494 required to file or had filed a federal corporate income tax

495 return under the Internal Revenue Code;

496 Section 16. Effective upon this act becoming a law and  
 497 operating retroactively to January 1, 2015, section 310.181,  
 498 Florida Statutes, is amended to read:

499 310.181 Corporate powers.—All the rights, powers, and  
 500 liabilities conferred or imposed by the laws of Florida relating  
 501 to corporations for profit organized under part I of chapter 607  
 502 or under former chapter 608 before January 1, 1976, or to  
 503 corporations organized under chapter 621 apply to corporations  
 504 organized pursuant to s. 310.171.

505 Section 17. Effective upon this act becoming a law and  
 506 operating retroactively to January 1, 2015, subsection (9) of  
 507 section 440.02, Florida Statutes, is amended to read:

508 440.02 Definitions.—When used in this chapter, unless the  
 509 context clearly requires otherwise, the following terms shall  
 510 have the following meanings:

511 (9) "Corporate officer" or "officer of a corporation"  
 512 means any person who fills an office provided for in the  
 513 corporate charter or articles of incorporation filed with the  
 514 Division of Corporations of the Department of State or as  
 515 authorized or required under part I of chapter 607. The term  
 516 "officer of a corporation" includes a member owning at least 10  
 517 percent of a limited liability company as defined in and  
 518 organized pursuant to ~~created and approved under~~ chapter 605  
 519 ~~608~~.

520 Section 18. Subsection (37) of section 605.0102, Florida

521 Statutes, is amended to read:

522 605.0102 Definitions.—As used in this chapter, the term:

523 (37) "Majority-in-interest" means those members who hold  
524 more than 50 percent of the then-current percentage or other  
525 interest in the profits of the limited liability company owned  
526 by all of its members ~~and who have the right to vote~~; however,  
527 as used in ss. 605.1001-605.1072, the term means:

528 (a) In the case of a limited liability company with only  
529 one class or series of members, the holders of more than 50  
530 percent of the then-current percentage or other interest in the  
531 profits of the company owned by all of its members who have the  
532 right to approve the ~~a~~ merger, interest exchange, or conversion,  
533 as applicable, under the organic law or the organic rules of the  
534 company; and

535 (b) In the case of a limited liability company having more  
536 than one class or series of members, the holders in each class  
537 or series of more than 50 percent of the then-current percentage  
538 or other interest in the profits of the company owned by all of  
539 the members of that class or series who have the right to  
540 approve the ~~a~~ merger, interest exchange, or conversion, as  
541 applicable, under the organic law or the organic rules of the  
542 company, unless the company's organic rules provide for the  
543 approval of the transaction in a different manner.

544 Section 19. Effective upon this act becoming a law and  
545 operating retroactively to January 1, 2015, subsection (3) of  
546 section 605.0401, Florida Statutes, is amended to read:

547 605.0401 Becoming a member.—

548 (3) After formation of a limited liability company, a  
549 person becomes a member:

550 (a) As provided in the operating agreement;

551 (b) As the result of a merger, interest exchange,  
552 conversion, or domestication under ss. 605.1001-605.1072, as  
553 applicable;

554 (c) With the consent of all the members; or

555 (d) As provided in s. 605.0701(3).

556 Section 20. Effective upon this act becoming a law and  
557 operating retroactively to January 1, 2015, paragraph (a) of  
558 subsection (1) of section 605.04074, Florida Statutes, is  
559 amended to read:

560 605.04074 Agency rights of members and managers.—

561 (1) In a member-managed limited liability company, the  
562 following rules apply:

563 (a) Except as provided in subsection (3), each member is  
564 an agent of the limited liability company for the purpose of its  
565 activities and affairs, and an act of a member, including  
566 signing an agreement or instrument of transfer in the name of  
567 the company for apparently carrying on in the ordinary course of  
568 the company's activities and affairs or activities and affairs  
569 of the kind carried on by the company, binds the company unless  
570 the member had no authority to act for the company in the  
571 particular matter and the person with whom the member was  
572 dealing knew or had notice that the member lacked authority.

573 Section 21. Effective upon this act becoming a law and  
 574 operating retroactively to January 1, 2015, paragraph (b) of  
 575 subsection (2) of section 605.04091, Florida Statutes, is  
 576 amended to read:

577 605.04091 Standards of conduct for members and managers.—

578 (2) The duty of loyalty is limited to:

579 (b) Refraining from dealing with the company in the  
 580 conduct or winding up of the company's activities and affairs  
 581 as, or on behalf of, a person having an interest adverse to the  
 582 company, except to the extent that a transaction satisfies the  
 583 requirements of s. 605.04092 ~~this section~~; and

584 Section 22. Subsection (3) of section 605.0712, Florida  
 585 Statutes, is amended to read:

586 605.0712 Other claims against a dissolved limited  
 587 liability company.—

588 (3) A claim that is not barred by this section, ~~s.~~  
 589 ~~608.0711~~, or another statute limiting actions, may be enforced:

590 (a) Against a dissolved limited liability company, to the  
 591 extent of its undistributed assets; and

592 (b) Except as otherwise provided in s. 605.0713, if assets  
 593 of the limited liability company have been distributed after  
 594 dissolution, against a member or transferee to the extent of  
 595 that person's proportionate share of the claim or of the  
 596 company's assets distributed to the member or transferee after  
 597 dissolution, whichever is less, but a person's total liability  
 598 for all claims under this subsection may not exceed the total

599 amount of assets distributed to the person after dissolution.

600 Section 23. Subsection (2) of section 605.0717, Florida  
601 Statutes, is amended to read:

602 605.0717 Effect of dissolution.—

603 (2) Except as provided in s. 605.0715(5) ~~605.0715(4)~~, the  
604 name of the dissolved limited liability company is not available  
605 for assumption or use by another business entity until 120 days  
606 after the effective date of dissolution or filing of a statement  
607 of termination, if earlier.

608 Section 24. Subsection (2) of section 605.0805, Florida  
609 Statutes, is amended to read:

610 605.0805 Proceeds and expenses.—

611 (2) If a derivative action ~~under s. 608.0802~~ is successful  
612 in whole or in part, the court may award the plaintiff  
613 reasonable expenses, including reasonable attorney fees and  
614 costs, from the recovery of the limited liability company.

615 Section 25. Effective upon this act becoming a law and  
616 operating retroactively to January 1, 2015, subsection (2) of  
617 section 606.06, Florida Statutes, is amended to read:

618 606.06 Uniform business report.—The department may use the  
619 uniform business report:

620 (2) As a substitute for any annual report or renewal  
621 filing required by chapters 495, 605, 607, ~~608~~, 609, 617, 620,  
622 621, and 865.

623 Section 26. Effective upon this act becoming a law and  
624 operating retroactively to January 1, 2015, paragraph (c) of



625 subsection (2) of section 607.1108, Florida Statutes, is amended  
 626 to read:

627 607.1108 Merger of domestic corporation and other business  
 628 entity.—

629 (2) Pursuant to a plan of merger complying and approved in  
 630 accordance with this section, one or more domestic corporations  
 631 may merge with or into one or more other business entities  
 632 formed, organized, or incorporated under the laws of this state  
 633 or any other state, the United States, foreign country, or other  
 634 foreign jurisdiction, if:

635 (c) Each domestic limited liability company that is a  
 636 party to the merger complies with the applicable provisions of  
 637 chapter 605 ~~608~~.

638 Section 27. Effective upon this act becoming a law and  
 639 operating retroactively to January 1, 2015, paragraph (d) of  
 640 subsection (1) of section 607.1109, Florida Statutes, is amended  
 641 to read:

642 607.1109 Articles of merger.—

643 (1) After a plan of merger is approved by each domestic  
 644 corporation and other business entity that is a party to the  
 645 merger, the surviving entity shall deliver to the Department of  
 646 State for filing articles of merger, which shall be executed by  
 647 each domestic corporation as required by s. 607.0120 and by each  
 648 other business entity as required by applicable law, and which  
 649 shall set forth:

650 (d) A statement that the plan of merger was approved by

651 each domestic limited liability company that is a party to the  
652 merger in accordance with the applicable provisions of chapter  
653 605 ~~608~~.

654 Section 28. Effective upon this act becoming a law and  
655 operating retroactively to January 1, 2015, subsection (7) of  
656 section 607.11101, Florida Statutes, is amended to read:

657 607.11101 Effect of merger of domestic corporation and  
658 other business entity.—When a merger becomes effective:

659 (7) The shares, partnership interests, interests,  
660 obligations, or other securities, and the rights to acquire  
661 shares, partnership interests, interests, obligations, or other  
662 securities, of each domestic corporation and other business  
663 entity that is a party to the merger shall be converted into  
664 shares, partnership interests, interests, obligations, or other  
665 securities, or rights to such securities, of the surviving  
666 entity or any other domestic corporation or other business  
667 entity or, in whole or in part, into cash or other property as  
668 provided in the plan of merger, and the former holders of  
669 shares, partnership interests, interests, obligations, or other  
670 securities, or rights to such securities, shall be entitled only  
671 to the rights provided in the plan of merger and to their  
672 appraisal rights, if any, under s. 605.1006, ss. 605.1061-  
673 605.1072, ss. 607.1301-607.1333, ~~ss. 608.4351-608.43595,~~ ss.  
674 620.2114-620.2124, or other applicable law.

675 Section 29. Effective upon this act becoming a law and  
676 operating retroactively to January 1, 2015, paragraph (b) of

677 subsection (2) of section 621.12, Florida Statutes, is amended  
 678 to read:

679 621.12 Identification with individual shareholders or  
 680 individual members.—

681 (2) The name shall also contain:

682 (b)1. In the case of a professional corporation, the words  
 683 "professional association" or the abbreviation "P.A."; or

684 2. In the case of a professional limited liability company  
 685 formed before January 1, 2014, the words "professional limited  
 686 company" or "professional limited liability company," the  
 687 abbreviation "P.L." or "P.L.L.C." or the designation "PL" or  
 688 "PLLC," in lieu of the words "limited company" or "limited  
 689 liability company," or the abbreviation "L.C." or "L.L.C." or  
 690 the designation "LC" or "LLC" as otherwise required under s.  
 691 605.0112 or former s. 608.406.

692 3. In the case of a professional limited liability company  
 693 formed on or after January 1, 2014, the words "professional  
 694 limited liability company," the abbreviation "P.L.L.C." or the  
 695 designation "PLLC," in lieu of the words "limited liability  
 696 company," or the abbreviation "L.L.C." or the designation "LLC"  
 697 as otherwise required under s. 605.0112.

698 Section 30. Effective upon this act becoming a law and  
 699 operating retroactively to January 1, 2015, subsection (1) of  
 700 section 636.204, Florida Statutes, is amended to read:

701 636.204 License required.—

702 (1) Before doing business in this state as a discount

703 medical plan organization, an entity must be a corporation, a  
704 limited liability company, or a limited partnership,  
705 incorporated, organized, formed, or registered under the laws of  
706 this state or authorized to transact business in this state in  
707 accordance with chapter 605, part I of chapter 607, ~~chapter 608~~,  
708 chapter 617, chapter 620, or chapter 865, and must be licensed  
709 by the office as a discount medical plan organization or be  
710 licensed by the office pursuant to chapter 624, part I of this  
711 chapter, or chapter 641.

712 Section 31. Effective upon this act becoming a law and  
713 operating retroactively to January 1, 2015, subsection (1) of  
714 section 655.0201, Florida Statutes, is amended to read:

715 655.0201 Service of process, notice, or demand on  
716 financial institutions.—

717 (1) Process against any financial institution authorized  
718 by federal or state law to transact business in this state may  
719 be served in accordance with chapter 48, chapter 49, chapter  
720 605, or part I of chapter 607, ~~or chapter 608~~, as appropriate.

721 Section 32. Effective upon this act becoming a law and  
722 operating retroactively to January 1, 2015, paragraph (c) of  
723 subsection (11) of section 658.2953, Florida Statutes, is  
724 amended to read:

725 658.2953 Interstate branching.—

726 (11) DE NOVO INTERSTATE BRANCHING BY STATE BANKS.—

727 (c) An out-of-state bank may establish and maintain a de  
728 novo branch or acquire a branch in this state upon compliance

729 with chapter 605 or part I of chapter 607 ~~or chapter 608~~  
 730 relating to doing business in this state as a foreign business  
 731 entity, including maintaining a registered agent for service of  
 732 process and other legal notice pursuant to s. 655.0201.

733 Section 33. Effective upon this act becoming a law and  
 734 operating retroactively to January 1, 2015, section 694.16,  
 735 Florida Statutes, is amended to read:

736 694.16 Conveyances by merger or conversion of business  
 737 entities.—As to any merger or conversion of business entities  
 738 prior to June 15, 2000, the title to all real estate, or any  
 739 interest therein, owned by a business entity that was a party to  
 740 a merger or a conversion is vested in the surviving entity  
 741 without reversion or impairment, notwithstanding the requirement  
 742 of a deed which was previously required by s. 607.11101, former  
 743 s. 608.4383, former s. 620.204, former s. 620.8904, or former s.  
 744 620.8906.

745 Section 34. Effective upon this act becoming a law and  
 746 operating retroactively to January 1, 2015, paragraph (f) of  
 747 subsection (2) of section 1002.395, Florida Statutes, is amended  
 748 to read:

749 1002.395 Florida Tax Credit Scholarship Program.—

750 (2) DEFINITIONS.—As used in this section, the term:

751 (f) "Eligible nonprofit scholarship-funding organization"  
 752 means a state university; or an independent college or  
 753 university that is eligible to participate in the William L.  
 754 Boyd, IV, Florida Resident Access Grant Program, located and

755 chartered in this state, is not for profit, and is accredited by  
756 the Commission on Colleges of the Southern Association of  
757 Colleges and Schools; or is a charitable organization that:

758 1. Is exempt from federal income tax pursuant to s.  
759 501(c)(3) of the Internal Revenue Code;

760 2. Is a Florida entity formed under chapter 605, chapter  
761 607, ~~chapter 608~~, or chapter 617 and whose principal office is  
762 located in the state; and

763 3. Complies with subsections (6) and (16).

764 Section 35. Except as otherwise expressly provided in this  
765 act and except for this section, which shall take effect upon  
766 this act becoming a law, this act shall take effect July 1,  
767 2015.